

## DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below:

“A Shares”	ordinary shares issued by our Bank in the PRC with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi and are listed for trading on the Shanghai Stock Exchange
“Application Forms”	<b>white, yellow and green</b> application forms or, where the context so requires, any of them
“Articles of Association” or “Articles”	the articles of association of our Bank, the current version of which was adopted by our shareholders at the extraordinary shareholders’ meeting on June 22, 2009 and was approved by the CBRC on July 16, 2009, which will become effective upon the listing of Offer Shares on the Hong Kong Stock Exchange, as the same may be amended, supplemented or otherwise modified from time to time
“ATM”	automated teller machine
“Bank”	中國民生銀行股份有限公司, China Minsheng Banking Corp., Ltd., a joint stock limited company incorporated in the PRC with limited liability in accordance with PRC laws
“Banking Disclosure Rules”	the Banking (Disclosure) Rules, Chapter 155M of the Laws of Hong Kong, as the same may be amended, supplemented or otherwise modified from time to time
“Banking Ordinance”	the Banking Ordinance, Chapter 155 of the Laws of Hong Kong, as the same may be amended, supplemented or otherwise modified from time to time
“Banking Regulatory Law”	中華人民共和國銀行業監督管理法, the Banking Regulatory Law of the PRC promulgated by the Standing Committee of the NPC on December 27, 2003 which became effective on February 1, 2004, as amended
“Basel I”	1988 Basel Capital Accord
“Basel II”	the Revised Basel Capital Framework promulgated in June 2004
“Board”	the board of Directors of our Bank
“Bohai Rim”	for purpose of this prospectus, Beijing Municipality, Tianjin Municipality, Hebei Province and Shandong Province
“building ownership certificates”	中華人民共和國房屋所有權證, building ownership certificates in the PRC
“Business Day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“CAGR”	compound annual growth rate
“CEPA”	the Closer Economic Partnership Arrangement entered into between the Hong Kong government and the PRC government on June 29, 2003 and any supplemental arrangements pursuant thereto and as the same may be amended, supplemented or otherwise modified from time to time

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"CBRC"	中國銀行業監督管理委員會, China Banking Regulatory Commission, a regulatory body primarily responsible for the supervision and regulation of banks, asset management companies, trust and investment companies and other deposit-taking institutions in the PRC to safeguard the legitimate and sound functioning of the banking industry
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"CCASS Clearing Participant"	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
"CCASS Custodian Participant"	a person admitted to participate in CCASS as a custodian participant
"CCASS Investor Participant"	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
"CCASS Participant"	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
"CDM"	cash deposit machine
"China UnionPay"	中國銀聯, China UnionPay Co., Ltd., a bank card association in the PRC established in March 2002 under the approval of the State Council and the PBOC
"CIETAC"	中國國際經濟貿易仲裁委員會, China International Economic and Trade Arbitration Commission
"CIRC"	中國保險監督管理委員會, China Insurance Regulatory Commission
"Company Law"	中華人民共和國公司法, the Company Law of the PRC, as enacted by the Standing Committee of the NPC on December 29, 1993, which became effective on July 1, 1994, and as amended by the Standing Committee of the NPC on October 27, 2005, which amendment became effective on January 1, 2006
"Companies Ordinance"	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, as the same may be amended, supplemented or otherwise modified from time to time
"Commercial Banking Law"	中華人民共和國商業銀行法, the Commercial Banking Law of the PRC, which was promulgated by the Standing Committee of the NPC on May 10, 1995 and became effective on July 1, 1995, and as amended by the Standing Committee of the NPC on December 27, 2003, which amendment became effective on February 1, 2004
"connected person"	has the meaning ascribed to it in the Hong Kong Listing Rules
"Conversion Scheme"	the scheme undertaken by the Bank in October 2005 to convert the non-tradable shares of the Bank into tradable shares pursuant to the "Administrative Measures on the Split Share Structure Reform of Listed Companies" (上市公司股權分置改革管理辦法) promulgated by the CSRC on September 4, 2005, as further described in the section headed "Corporate History and Organizational Structure"

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“Convertible Bonds”	convertible bonds issued by our Bank on February 27, 2003 in the aggregate principal amount of RMB4.0 billion, carrying a coupon interest at the rate of 1.5% per annum and due February 26, 2008 and listed on the Shanghai Stock Exchange
“Core Indicators (Provisional)”	商業銀行風險監管核心指標(試行), the Core Indicators for Risk Supervision of Commercial Bank (Provisional), as promulgated by the CBRC on December 31, 2005 and effective on January 1, 2006
“Cornerstone Investors”	investors described in the section headed “Cornerstone Investors” in this prospectus
“Corporate Governance Guidelines”	股份制商業銀行公司治理指引, the Corporate Governance Guidelines for Joint Stock Commercial Banks, as promulgated by the PBOC on May 23, 2002 and effective on the same date
“CSRC”	中國證券監督管理委員會, China Securities Regulatory Commission, a regulatory body responsible for the supervision and regulation of the PRC national securities markets
“Director(s)”	the director(s) of our Bank
“Eastern China”	the area serviced by including, for the purpose of this prospectus, Cixi Minsheng Township Bank Co., Ltd. and the following branches: Shanghai, Hangzhou, Ningbo, Nanjing, Jinan, Suzhou, Wenzhou, Qingdao, Hefei and Nanchang
“GDP”	gross domestic product
“GFA”	gross floor area
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Guidelines of Risk-based Classification of Loans”	貸款風險分類指引, Guidelines of Risk-based Classification of Loans as promulgated by the CBRC on July 3, 2007 and became effective on July 3, 2007
“green application form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider.
“Group,” “we” or “us”	our Bank and all of its subsidiaries
“H Shares”	ordinary shares to be issued by our Bank in Hong Kong under the Global Offering, with a nominal value of RMB1.00 each, which are subscribed for and traded in HK dollars and are to be listed and traded on the Hong Kong Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Haitong Securities”	Haitong Securities Co., Ltd., a company listed on the Shanghai Stock Exchange
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as the same may be amended and supplemented or otherwise modified from time to time
“Hong Kong Offer Shares”	166,086,000 H Shares (subject to adjustment) offered in the Hong Kong Public Offering
“Hong Kong Public Offering”	the offer for subscription of the Hong Kong Offer Shares in Hong Kong at the Offer Price and on, and subject to, the terms and conditions of this prospectus and the Application Forms, as further described in the section headed “Structure of the Global Offering”
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited.
“Hong Kong Underwriters”	the underwriters listed in the section headed “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement relating to the Hong Kong Public Offering dated November 12, 2009 entered into among us, the Joint Bookrunners and the Hong Kong Underwriters, as described in the section headed “Underwriting”
“IAS”	International Accounting Standards
“IFRS”	International Financial Reporting Standards
“International Offer Shares”	the 3,155,620,000 H Shares (subject to adjustment and the Over-allotment Option) offered in the International Offering
“International Offering”	the offer and sale of the Offer Shares to QIBs in the United States in reliance on Rule 144A and outside the United States in reliance on Regulation S, as further described in the section headed “Structure of the Global Offering”
“International Purchasers”	the group of initial purchasers expected to enter into the International Purchase Agreement to underwrite the International Offering
“International Purchase Agreement”	the international purchase agreement relating to the International Offering, expected to be entered into on or about November 19, 2009, among us and the International Purchasers
“ISRE”	International Standard on Review Engagements
“Joint Bookrunners” or “Joint Lead Managers”	UBS AG, Hong Kong Branch, BOCI Asia Limited, China International Capital Corporation Hong Kong Securities Limited, Macquarie Capital Securities Limited and Hai Tong Securities (HK) Brokerage Limited
“Joint Sponsors”	UBS AG, Hong Kong Branch and BOCI Asia Limited
“land use rights certificates”	中華人民共和國國有土地使用證, land use rights certificates in the PRC
“Large Commercial Banks”	Agricultural Bank of China, Bank of China, Bank of Communications, China Construction Bank, Industrial and Commercial Bank of China and their respective predecessors, collectively

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“Latest Practicable Date”	November 6, 2009 being the latest practicable date for ascertaining certain information in this prospectus before its publication
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“Listing Date”	the date on which dealing in the H Shares commences on the Hong Kong Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Mandatory Provisions”	到境外上市公司章程必備條款, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas, which were promulgated by the State Council Securities Commission and the State Restructuring Commission on August 27, 1994, as the same may be amended and supplemented or otherwise modified from time to time
“MOF”	中華人民共和國財政部, the Ministry of Finance of the PRC, a department of the State Council responsible for the administration of state revenues and expenditures, financial and taxation policies, and management of state-owned capital
“NDRC”	中華人民共和國國家發展和改革委員會, the National Development and Reform Commission of the PRC
“New Capital Adequacy Regulations”	商業銀行資本充足率管理辦法, the Administrative Measures on the Capital Adequacy Ratio of Commercial Banks, as promulgated by the CBRC on February 23, 2004 and effective on March 1, 2004, as amended
“non-performing loans”	for the purpose of this prospectus, is used synonymously to refer to the loans identified as “impaired loans” in Note 3.(2).f.(iii) to the Accountant’s Report in Appendix I to this prospectus
“Northern China”	the area serviced by including, for the purpose of this prospectus, Minsheng Financial Leasing Co., Ltd., our headquarters in Beijing and the following branches: Beijing, Taiyuan, Shijiazhuang and Tianjin
“NPC”	中華人民共和國全國人民代表大會, the National People’s Congress of the PRC
“Offer Shares”	the H Shares offered in the Global Offering
“Offer Price”	the final Hong Kong dollar price per H Share (exclusive of brokerage fee, SFC transaction levy and the Hong Kong Stock Exchange trading fee) at which the H Shares are to be subscribed and issued pursuant to the Global Offering, to be determined as described in the section headed “Structure of the Global Offering”
“Other Joint Stock Commercial Banks”	for the purpose of this prospectus, PRC’s national commercial banks excluding the Large Commercial Banks and the Postal Savings Bank of China, namely China Everbright Bank, China Bohai Bank, China CITIC Bank, China Merchants Bank, China Zheshang Bank, Evergrowing Bank, Guangdong Development

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	Bank, Huaxia Bank, Industrial Bank, Shanghai Pudong Development Bank, Shenzhen Development Bank and our Bank
“Over-allotment Option”	the option to be granted by our Bank to the International Purchasers pursuant to the International Purchase Agreement to require our Bank to allot and issue up to an aggregate of 498,255,000 additional H Shares at the Offer Price as described in the section headed “Structure of the Global Offering”
“PBOC”	中國人民銀行, the People’s Bank of China, the central bank of the PRC
“PBOC Law”	中華人民共和國中國人民銀行法, the Law of the People’s Bank of China of the PRC, which was promulgated by the Standing Committee of the NPC on March 18, 1995 and became effective on the same date, and was subsequently amended by the Standing Committee of the NPC, which amendment became effective on December 27, 2003
“Pearl River Delta”	for the purpose of this prospectus, Guangdong Province and Fujian Province
“Personal Data (Privacy) Ordinance”	the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong, as the same may be amended, supplemented or otherwise modified from time to time
“PRC” or “China”	the People’s Republic of China, but, for the purposes of this prospectus only, excluding Hong Kong, Macau and Taiwan, unless otherwise indicated
“PRC GAAP”	generally accepted accounting principles in the PRC
“Pre-provision Operating Profit”	calculated by the aggregate of (i) net interest income, net fee and commission income, net trading income, net gain/(loss) on disposal of available-for-sale securities minus (ii) operating expenses and other operating expenses
“Price Determination Date”	the date, expected to be on or about November 19, 2009, on which the Offer Price is to be fixed by an agreement between us and the Joint Sponsors (on behalf of the Underwriters) for the purpose of the Global Offering
“Promoters”	the promoters that established our Bank in February 1996
“QDII”	qualified domestic institutional investors
“QIB(s)”	qualified institutional buyer(s) within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act, as amended from time to time
“Related Party Transactions Measures”	商業銀行與內部人和股東關聯交易管理辦法, the Administrative Measures on Transactions with Insiders and Shareholders of Commercial Banks, as promulgated by the CBRC on April 2, 2004 and effective on May 1, 2004
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act

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“SAFE”	中華人民共和國國家外匯管理局, the State Administration of Foreign Exchange of the PRC, responsible for matters relating to foreign exchange administration
“SAIC”	中華人民共和國國家工商行政管理總局, the State Administration of Industry and Commerce of the PRC, responsible for the supervision and administration of the market and the enforcement of the relevant administrative laws
“SASAC”	中華人民共和國國務院國有資產監督管理委員會, the State-owned Assets Supervision and Administration Commission of the State Council, responsible for matters relating to state-owned assets administration
“SAT”	中華人民共和國國家稅務總局, the State Administration of Taxation of the PRC, the PRC central government tax authority
“SBU”	strategic business unit
“Securities Law”	中華人民共和國證券法, the Securities Law of the PRC enacted by the Standing Committee of the NPC on December 29, 1998, which became effective on July 1, 1999, as amended by the Standing Committee of the NPC on October 27, 2005, which became effective on January 1, 2006
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as the same may be amended, supplemented or otherwise modified from time to time
“Shanghai Listing Rules”	上海證券交易所股票上市規則, the Stock Listing Rules of the Shanghai Stock Exchange
“Shanghai Stock Exchange”	上海證券交易所, the Shanghai Stock Exchange
“Shares”	ordinary shares in the capital of our Bank with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“Shenzhen Stock Exchange”	深圳證券交易所, the Shenzhen Stock Exchange
“SMEs”	small- and medium-sized enterprises
“Sole Global Coordinator”	UBS AG, Hong Kong Branch
“Southern China”	the area serviced by including, for the purpose of this prospectus, Minsheng Royal Fund Management Co., Ltd. and the following branches: Fuzhou, Guangzhou, Shenzhen, Quanzhou, Shantou and Xiamen
“Special Regulations”	國務院關於股份有限公司境外募集股份及上市的特別規定, the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, promulgated by the State Council on August 4, 1994, as the same may be amended, supplemented or otherwise modified from time to time
“SSF”	全國社會保障基金理事會, National Council for social security fund of the PRC, the social security funds managed by the National Council for Social Security Fund, which comprise funds arising from disposal of state-owned shares and other equity assets, funds allocated by the central government, funds raised from other

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	sources approved by the State Council and other investment income held by the PRC central government
"State Council"	中華人民共和國國務院, the State Council of the PRC
"Supervisors"	the members of the Supervisory Board of our Bank
"Supervisory Board"	the supervisory board of our Bank established pursuant to the Company Law, as described in Appendix VIII — Summary of the Articles of Association
"Track Record Period"	the period comprising the three years ended December 31, 2006, 2007 and 2008 and the six months ended June 30, 2009
"Underwriters"	the Hong Kong Underwriters and the International Purchasers
"Underwriting Agreements"	the Hong Kong Underwriting Agreement and the International Purchase Agreement
"U.S.", "U.S.A." or "United States"	the United States of America
"US\$", "USD" or "U.S. dollars"	United States dollars, the lawful currency of the United States
"U.S. Securities Act"	the United States Securities Act of 1933, as amended from time to time
"White Form eIPO"	the application for Hong Kong Offer Shares to be issued in the applicant's own name by submitting applications online through the designated website of <b>White Form eIPO</b> at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
"White Form eIPO Service Provider"	Computershare Hong Kong Investor Services Limited
"WTO"	the World Trade Organization
"Yangtze River Delta"	for the purpose of this prospectus, Shanghai Municipality, Jiangsu Province and Zhejiang Province