

1. FURTHER INFORMATION ABOUT OUR BANK

A Incorporation

Our Bank was established in the PRC under the Company Law as a joint stock limited liability company on February 7, 1996. Our Bank has established a local representative office in Hong Kong under the Banking Ordinance at 3207-08, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong and has been registered as an overseas company in Hong Kong under Part XI of the Companies Ordinance with a place of business at the same address on April 26, 2004. Each of Ms. Soon Yuk Tai and Mr. Andrew Wong has been appointed as our agent for the acceptance of service of process and notices on behalf of our Bank in Hong Kong. Our banking business is conducted in the PRC under the supervision and regulation of the CBRC and the PBOC. Other than our local representative office in Hong Kong as referred to above which may only conduct liaison activities, we are not regulated by the Hong Kong Monetary Authority as we are currently not authorized to carry on any banking or deposit-taking business in Hong Kong.

As we are incorporated in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant provisions of our Articles of Association is set out in Appendix VIII. A summary of certain relevant aspects of the laws and regulations of the PRC is set out in Appendix VII.

B Changes in Share Capital

At our establishment, our initial registered capital was RMB1,380,248,376, divided into 1,380,248,376 domestic shares of nominal value of RMB1.00 each, all of which were fully paid up.

On November 27, 2000, we issued 350,000,000 domestic shares, which were listed on the Shanghai Stock Exchange on December 19, 2000. As a result, our registered capital was increased to RMB1,730,248,376, divided into 1,730,248,376 domestic shares, by an amount of RMB350,000,000 that was fully subscribed and paid up.

On May 22, 2001, we declared a scrip dividend in the ratio of 3 domestic shares for every 10 domestic shares held by our shareholders. As a result, on May 31, 2001, our registered capital was increased to RMB2,249,322,889, divided into 2,249,322,889 domestic shares, by an amount of RMB519,074,513 that was credited as fully paid up.

On May 27, 2002, we declared a scrip dividend in the ratio of 1.5 domestic shares for every 10 domestic shares held by our shareholders. As a result, on June 19, 2002, our registered capital was increased to RMB2,586,721,322, divided into 2,586,721,322 domestic shares, by an amount of RMB337,398,433 that was credited as fully paid up.

On February 27, 2003, we issued the Convertible Bonds of a nominal value of RMB100 each, which can be converted into domestic shares on and after August 27, 2003 until and including February 26, 2008 at a conversion price of RMB10.11 per domestic share (subject to adjustment).

On February 28, 2003, we declared a scrip dividend in the ratio of 2 domestic shares for every 10 domestic shares and the issuance of bonus shares in the ratio of 1 domestic share for every 10 domestic shares through transfer from our capital surplus to capital stock. As a result, on April 14, 2003, our registered capital was increased to RMB3,362,737,719, divided into 3,362,737,719 domestic shares, by an amount of RMB776,016,397 that was credited as fully paid up.

As of December 31, 2003, a total of 262,521,649 domestic shares had been issued as a result of the conversion of RMB2,029,301,000 Convertible Bonds at a conversion price of RMB7.73 per domestic share. As a result, as of December 31, 2003, our registered capital increased to RMB3,625,259,368, divided into 3,625,259,368 domestic shares, by an amount of RMB262,521,649, that was credited as fully paid up.

From January 1, 2004 to April 15, 2004, a total of 209,395,270 domestic shares had been issued as a result of the conversion of RMB1,618,625,437 Convertible Bonds at a conversion price of RMB7.73 per domestic share. As a result, as of April 16, 2004, our registered capital increased to RMB3,834,654,638, divided into 3,834,654,638 domestic shares, by an amount of RMB209,395,270, that was credited as fully paid up.

On March 29, 2004, we declared a scrip dividend in the ratio of 2 domestic shares for every 10 domestic shares and the issuance of bonus shares in the ratio of 1.5 domestic shares for every 10 domestic shares through transfer from our capital surplus. As a result as of April 20, 2004, our registered capital was increased to RMB5,176,783,762 divided into 5,176,783,762 domestic shares, by an amount of RMB1,342,129,124, that was credited as fully paid up.

From April 16, 2004 to December 31, 2004, a total of 7,663,433 domestic shares had been issued as a result of the conversion of RMB43,221,763 Convertible Bonds at a conversion price of RMB5.64 per domestic share. As a result, as of December 31, 2004, our registered capital increased to RMB5,184,447,195, divided into 5,184,447,195 domestic shares, by an amount of RMB7,663,433 that was credited as fully paid up.

From January 1, 2005 to April 15, 2005, a total of 276,239 domestic shares had been issued as a result of the conversion of RMB1,557,988 Convertible Bonds at a conversion price of RMB5.64 per domestic share. As a result, as of April 15, 2005, our registered capital increased to RMB5,184,723,434 divided into 5,184,723,434 domestic shares, by an amount of RMB276,239, that was credited as fully paid up.

On March 29, 2005, we declared a scrip dividend in the ratio of 2 domestic shares for every 10 domestic shares. As a result, as of April 19, 2005, our registered capital increased to RMB6,221,668,121, divided into 6,221,668,121 domestic shares, by an amount of RMB1,036,944,687, that was credited as fully paid up.

From April 16, 2005 to October 24, 2005, a total of 62,827,474 domestic shares had been issued as a result of the conversion of RMB291,519,479 Convertible Bonds at a conversion price of RMB4.64 per domestic share. As a result, as of October 24, 2005, our registered capital increased to RMB6,284,495,595 divided into 6,284,495,595 domestic shares, by an amount of RMB62,827,474, that was credited as fully paid up.

Pursuant to a resolution adopted at the first extraordinary general meeting in 2005 held on October 17, 2005 and upon approval given by the SASAC and the CBRC, our Bank implemented a share reform plan and conversion of capital surplus into capital stock. We issued to each holder of domestic shares 1.55 new shares for every 10 domestic shares out of our capital surplus, and all of the new domestic shares issued to the holders of non-tradable shares were then transferred to holders of tradable shares. Upon completion of the share reform plan, all legal person shares were converted to A Shares and our share capital was increased to RMB7,258,592,412 divided into 7,258,592,412 A Shares, by an amount of RMB974,096,817, that was credited as fully paid up.

From October 25, 2005 to December 31, 2005, a total of 186,301 A Shares had been issued as a result of the conversion of RMB748,930 Convertible Bonds at a conversion price of RMB4.02 per A Share. As a result, as of December 31, 2005, our registered capital increased to RMB7,258,778,713 divided into 7,258,778,713 A Shares, by an amount of RMB186,301, that was credited as fully paid up.

From January 1, 2006 to April 14, 2006, a total of 2,554,165 A Shares had been issued as a result of the conversion of RMB10,267,743 Convertible Bonds at a conversion price of RMB4.02 per A Share. As a result, as of April 14, 2006, our registered capital increased to RMB7,261,332,878 divided into 7,261,332,878 A Shares, by an amount of RMB2,554,165, that was credited as fully paid up.

On March 31, 2006, we declared a scrip dividend in the ratio of 1.5 A Shares for every 10 A Shares and the issuance of bonus shares in the ratio of 2.5 A Shares for every 10 A Shares through transfer from our capital surplus. As a result, as of April 18, 2006, our registered capital was increased to RMB10,165,866,029 divided into 10,165,866,029 A Shares, by an amount of RMB2,904,533,151, that was credited as fully paid up.

From April 15, 2006 to December 31, 2006, a total of 1,246,081 A Shares had been issued as a result of the conversion of RMB3,538,870 Convertible Bonds at a conversion price of RMB2.84 per A Share. As a result, as of December 31, 2006, our registered capital increased to RMB10,167,112,110, divided into 10,167,112,110 A Shares, by an amount of RMB1,246,081 that was credited as fully paid up.

From January 1, 2007 to June 8, 2007, a total of 173,226 A Shares had been issued as a result of the conversion of RMB491,962 Convertible Bonds at a conversion price of RMB2.84 per A Share. As a result, as of June 8, 2007, our registered capital increased to RMB10,167,285,336 divided into 10,167,285,336 A Shares, by an amount of RMB173,226, that was credited as fully paid up.

On April 9, 2007, we issued bonus shares in the ratio of 1.9 A Shares for every 10 A Shares through transfer from our capital surplus. As a result as of June 12, 2007, our registered capital was increased to RMB12,099,069,550 divided into 12,099,069,550 A Shares, by an amount of RMB1,931,784,214, that was credited as fully paid up.

From June 8, 2007 to June 21, 2007, a total of 10,878 A Shares had been issued as a result of the conversion of RMB25,998 Convertible Bonds at a conversion price of RMB2.39 per A Share. As a result, as of June 21, 2007, our registered capital increased to RMB12,099,080,428 divided into 12,099,080,428 A Shares, by an amount of RMB10,878, that was credited as fully paid up.

On June 22, 2007, we issued 2,380,000,000 A Shares. As a result, our registered capital was increased to RMB14,479,080,428, divided into 14,479,080,428 A Shares, by an amount of RMB2,380,000,000 that was fully subscribed and paid up.

From June 22, 2007 to December 31, 2007, a total of 102,087 A Shares had been issued as a result of the conversion of RMB243,988 Convertible Bonds at a conversion price of RMB2.39 per A Share. As a result, as of December 31, 2007, our registered capital increased to RMB14,479,182,515, divided into 14,479,182,515 A Shares, by an amount of RMB102,087 that was credited as fully paid up.

From January 1, 2008 to February 26, 2008, a total of 49,784 A Shares had been issued as a result of the conversion of RMB118,983 Convertible Bonds at a conversion price of RMB2.39 per A Share. As a result, as of February 26, 2008, our registered capital increased to RMB14,479,232,299 divided into 14,479,232,299 A Shares, by an amount of RMB49,784, that was credited as fully paid up.

On March 24, 2008, we declared a scrip dividend in the ratio of 2 A Shares for every 10 A Shares and the issuance of bonus shares in the ratio of 1 A Share for every 10 A Shares through transfer from our capital surplus. As a result, as of April 8, 2008, our registered capital was increased to RMB18,823,001,989 divided into 18,823,001,989 A Shares, by an amount of RMB4,373,769,690, that was credited as fully paid up.

As of the Latest Practicable Date, our registered capital is RMB18,823,001,989 divided into 18,823,001,989 A Shares.

Upon completion of the Global Offering, but without taking into account any exercise of the Over-allotment Option and any A Shares that may be issued after the Latest Practicable Date, our registered capital will increase to RMB22,144,707,989, being made up of 18,823,001,989 A Shares and 3,321,706,000 H Shares fully paid up or credited as fully paid up, representing approximately 85% and 15% of the registered capital, respectively.

Save as aforesaid, up to the Latest Practicable Date, there has been no alterations in our share capital since our establishment.

C The Company's Extraordinary General Meetings held on June 22, 2009

At an extraordinary general meeting of our Bank held on June 22, 2009, the following resolutions, among other things, were passed by our shareholders:

- (a) conditional upon, among other things, (i) the Listing Committee of the Hong Kong Stock Exchange granting the listing of, and permission to deal in, the H Shares to be issued pursuant to the Global Offering; and (ii) the Hong Kong Underwriting Agreement and the International Purchase Agreement becoming unconditional and not being terminated in accordance with their respective terms or otherwise, the issue of H Shares, the granting of the Over-allotment Option and the listing of the H Shares on the Hong Kong Stock Exchange; and
- (b) the amendment and restatement of our Articles of Association and the submission of such Articles of Association to the CBRC for approval.

2. OUR SUBSIDIARIES

Our principal subsidiaries are referred to in the Accountant's report, the text of which is set out in Appendix I to this prospectus.

- (a) On April 18, 2008, 民生金融租賃股份有限公司 (Minsheng Financial Leasing Co., Ltd.), a company incorporated in the PRC, commenced business with a total registered capital of RMB3,200,000,000, 81.25% of which is held by us.
- (b) On September 12, 2008, 彭州民生村鎮銀行有限責任公司 (Pengzhou Minsheng Township Bank Co., Ltd.), a company incorporated in the PRC, commenced business with a total registered capital of RMB55,000,000, 36.36% of which is held by us.
- (c) On November 18, 2008, 民生加銀基金管理有限公司 (Minsheng Royal Fund Management Co., Ltd.), a company incorporated in the PRC, commenced business with a total registered capital of RMB200,000,000, 60% of which is held by us.
- (d) On December 30, 2008, 慈溪民生村鎮銀行股份有限公司 (Cixi Minsheng Township Bank Co., Ltd.), a company incorporated in the PRC, commenced business with a total registered capital of RMB100,000,000, 35% of which is held by us.

Save as disclosed above, there are no alterations in the registered capital of our principal subsidiaries which took place within the two years preceding the date of this prospectus.

3. FURTHER INFORMATION ABOUT OUR BUSINESS

A Summary of our material contracts












We have entered into the following contracts (not being contracts entered into in our ordinary course of business) within the two years preceding the date of this prospectus, which are or may be material:

- (a) the agreement amongst promoters (出資人協議書) dated August 20, 2008 in relation to the establishment of 彭州民生村鎮銀行有限責任公司 (Pengzhou Minsheng Township Bank Co., Ltd.) entered into among us and 46 other promoters, pursuant to which we contributed 36.36% of its RMB55 million registered capital;
- (b) the agreement dated September 22, 2008 entered into between us and UCBH Holdings, Inc., pursuant to which the parties agreed to amend the investment agreement and the investor's rights and standstill agreement, both dated October 7, 2007 between the same parties, in respect of the closing mechanism of the transaction and our rights as the investor;

- (c) the amendment agreement dated October 9, 2008 entered into among us, The Royal Bank of Canada and Three Gorges Finance Company Limited (三峽財務有限責任公司), in relation to the establishment of Minsheng Royal Fund Management Co., Ltd. (民生加銀基金管理有限公司) under the joint venture agreement dated September 12, 2006, pursuant to which we contributed 60% of its RMB200 million total registered capital;
- (d) the agreement amongst promoters (出資人協議書) dated November 11, 2008 in relation to the establishment of 慈溪民生村鎮銀行股份有限公司 (Cixi Minsheng Township Bank Co., Ltd.) entered into among us and 14 other promoters, pursuant to which we contributed 35% of its RMB100 million registered capital;
- (e) a cornerstone investment agreement dated November 6, 2009 entered into between Dr. Yeung Chun Kam and Mr. Yeung Chun Fan, the Joint Bookrunners and us, pursuant to which Dr. Yeung Chun Kam and Mr. Yeung Chun Fan have agreed to jointly subscribe at the Offer Price for such number of Offer Shares that may be purchased with US\$100 million, rounded down to the nearest board lot;
- (f) a cornerstone investment agreement dated November 6, 2009 entered into between Pretty Wave Limited, the Joint Bookrunners and us, pursuant to which Pretty Wave Limited has agreed to subscribe at the Offer Price for such number of Offer Shares that may be purchased with US\$100 million, rounded down to the nearest board lot;
- (g) a cornerstone investment agreement dated November 6, 2009 entered into between China Overseas Finance Investment Limited, the Joint Bookrunners and us, pursuant to which China Overseas Finance Investment Limited has agreed to subscribe at the Offer Price for such number of Offer Shares that may be purchased with US\$60 million, rounded down to the nearest board lot;
- (h) a cornerstone investment agreement dated November 6, 2009 entered into between Ever Eagle Limited, Mr. Yin Yen-Liang, the Joint Bookrunners and us, pursuant to which Ever Eagle Limited has agreed to subscribe at the Offer Price for such number of Offer Shares that may be purchased with US\$50 million, rounded down to the nearest board lot;
- (i) a cornerstone investment agreement dated November 6, 2009 entered into between Ping An of China Asset Management (Hong Kong) Company Limited, the Joint Bookrunners and us, pursuant to which Ping An of China Asset Management (Hong Kong) Company Limited has agreed to subscribe at the Offer Price for such number of Offer Shares that may be purchased with US\$30 million, rounded down to the nearest board lot; and
- (j) the Hong Kong Underwriting Agreement.

B Our Intellectual Property Rights

As at the Latest Practicable Date, we have registered the following material trademarks:

No.	Trademark	Place of registration	Class	Registration number	Effective period
1		PRC	36	1109316	2007.09.21-2017.09.20
2		Hong Kong	36	30613331	2006.04.04-2016.04.03
3	民生	PRC	9	1328675	1999.10.28-2009.10.27 (being renewed)
4	民生	PRC	36	1519858	2001.02.07-2011.02.06
5	 中国民生银行 CHINA MINSHENG BANKING CORP., LTD.	Singapore	36	T06/18899E	2006.09.08-2016.09.07
6	 中国民生银行 CHINA MINSHENG BANKING CORP., LTD.	Hong Kong	36	300601154	2006.03.17-2016.03.16
7	 中国民生银行 CHINA MINSHENG BANKING CORP., LTD.	Macau	9	N/024045	2007.01.09-2014.01.09
8	 中国民生银行 CHINA MINSHENG BANKING CORP., LTD.	Macau	36	N/024043	2007.01.09-2014.01.09
9	 中国民生银行 CHINA MINSHENG BANKING CORP., LTD.	European Union	36	005277991	2007.07.04-2016.08.04
10	 中国民生银行 CHINA MINSHENG BANKING CORP., LTD.	Japan	36	5029335	2007.03.02-2017.03.02
11	 中国民生银行 CHINA MINSHENG BANKING CORP., LTD.	Korea	36	41-0149362	2007.05.31-2017.05.31
12	 中国民生银行 CHINA MINSHENG BANKING CORP., LTD.	United States	36	78939973	2007.09.25-2017.09.25
13	 中国民生银行 CHINA MINSHENG BANKING CORP., LTD.	Taiwan	36	01291033	2007.12.01-2017.11.30
14	民生保理	PRC	36	3191690	2007.10.21-2017.10.20
15	中国民生银行 95568	PRC	36	4160543	2008.01.21-2018.01.20

Note:

The class number represents the specification of products or services which have already been registered or are in the process of registration. Detailed specifications of the products or services represented by that class number are set out in the relevant registration certificates or application forms.

As at the Latest Practicable Date, we have registered the following material internet domain name:

Domain name	Place of registration	Owner	Registration date
cmbc.com.cn	PRC	China Minsheng Banking Corp., Ltd.	January 9, 1998

As at the Latest Practicable Date, we have registered the following material patents:

No.	Patent	Place of registration	Registration number	Date of authorization
1	計算機鍵盤信息干擾實現密碼保護的方法 (Password protection protocol by interference of data transmission from computer keyboards*)	PRC	ZL2004 1006 2399.2	2007.10.24
2	移動理財裝置 (Portable wealth management device*)	PRC	ZL2006 2013 9302.8	2007.10.03

* for identification purpose only

As at the Latest Practicable Date, we have registered the following material copyrights:

No.	Copyright	Place of registration	Registration number	Date of registration
1	基金產品電話銀行銷售腳本 (Telephone promotion script for fund products*)	PRC	2008-A-09601	2008.03.11
2	保險產品電話銀行銷售腳本 (Telephone promotion script for insurance products*)	PRC	2008-A-09602	2008.03.11
3	民生銀行門戶網站主頁登記 (Layout of the front page of the website of China Minsheng Banking Corp., Ltd.*)	PRC	2009-L-015655	2009.02.18
4	小鬼當家卡卡面設計 (Card design of a wealth management card scheme for juniors*)	PRC	2009-F-015657	2009.02.18
5	安全存儲設備卡通形象作品 (Cartoon images for secured storage cards*)	PRC	2009-F-015656	2009.02.18

* for identification purpose only

Save as disclosed herein, there are no trademarks, patents or other intellectual or industrial property rights which are material to our business.

4. DISCLOSURE OF INTERESTS

A Substantial Shareholders

So far as the Directors are aware, as at the Latest Practicable Date, the following persons, not being a Director, Supervisor or chief executive of our Bank, had an interest or short position in the shares or underlying shares of our Bank which would fall to be disclosed to us and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO (i) immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised); and (ii) immediately following the completion of the Global Offering (assuming the Over-allotment Option is exercised in full) or who are, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any of our subsidiaries:

(1) Interest in the Shares of the Bank

Name of Shareholder	Immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised)		Immediately following the completion of the Global Offering (assuming the Over-allotment Option is exercised in full)	
	No. of A Shares directly or indirectly held	Approximate percentage of total share capital (%)	No. of A Shares directly or indirectly held	Approximate percentage of total share capital (%)
Mr. Liu Yonghao ⁽¹⁾⁽⁵⁾	1,585,358,136(L)	7.16	1,585,358,136(L)	7.00
Ms. Li Wei (李巍) ⁽²⁾⁽⁵⁾	1,585,358,136(L)	7.16	1,585,358,136(L)	7.00
Ms. Liu Chang (劉暢) ⁽³⁾⁽⁵⁾	1,585,358,136(L)	7.16	1,585,358,136(L)	7.00
New Hope Group Co., Ltd. (新希望集團有限公司) ⁽⁴⁾⁽⁵⁾	1,585,358,136(L)	7.16	1,585,358,136(L)	7.00
New Hope Agricultural Co., Ltd. (四川新希望農業股份有限公司) ⁽⁴⁾⁽⁵⁾	1,111,322,354(L)	5.02	1,111,322,354(L)	4.90
New Hope Investment Co., Ltd. (新希望投資有限公司) ⁽⁵⁾	1,111,322,354(L)	5.02	1,111,322,354(L)	4.90

Notes:

- (1) Mr. Liu Yonghao personally holds 62.34% of the issued share capital of New Hope Group Co. Ltd. (新希望集團有限公司). Under the SFO, Mr. Liu Yonghao is deemed to be interested in the 1,111,322,354 A Shares held by New Hope Investment Co. Ltd. and the 474,035,782 A Shares held by Sichuan South Hope Industrial Co. Ltd..
- (2) Ms. Li Wei is the spouse of Mr. Liu Yonghao. Under the SFO, Ms. Li is deemed to be interested in the 1,111,322,354 A Shares held by New Hope Investment Co. Ltd. and the 474,035,782 A Shares held by Sichuan South Hope Industrial Co. Ltd.. Ms. Li personally holds 1.31% of the issued share capital of New Hope Group Co. Ltd..
- (3) Ms. Liu Chang personally holds 36.35% of the issued share capital of New Hope Group Co. Ltd.. Under the SFO, Ms. Liu is deemed to be interested in the 1,111,322,354 A Shares held by New Hope Investment Co. Ltd. and the 474,035,782 A Shares held by Sichuan South Hope Industrial Co. Ltd.. Ms. Liu is the daughter of Mr. Liu Yonghao.
- (4) New Hope Group Co. Ltd. holds 45.70% of the issued share capital of New Hope Agricultural Co. Ltd. (四川新希望農業股份有限公司). New Hope Agricultural Co. Ltd. holds 75% of the issued share capital of New Hope Investment Co. Ltd. (新希望投資有限公司). New Hope Group Co. Ltd. also directly holds 25% of the issued share capital of New Hope Investment Co. Ltd.. New Hope Group Co. Ltd. also holds 100% of the issued share capital of Sichuan South Hope Industrial Co. Ltd. (四川南方希望實業有限公司). Accordingly, under the SFO, New Hope Group Co., Ltd. is deemed to be interested in the 1,111,322,354 A Shares held by New Hope Investment Co., Ltd. and the 474,035,782 A Shares held by Sichuan South Hope Industrial Co., Ltd. and New Hope Agricultural Co., Ltd. is deemed to be interested in the 1,111,322,354 A Shares held by New Hope Investment Co., Ltd..
- (5) For the avoidance of doubt and to avoid double counting, the shareholding of New Hope Investment Co., Ltd. was entirely duplicated or included with the shareholdings of Mr. Liu Yonghao, Ms. Li Wei, Ms. Liu Chang, New Hope Group Co. Ltd. and New Hope Agricultural Co., Ltd., and the shareholding of New Hope Group Co., Ltd. was entirely duplicated or included with the shareholdings of Mr. Liu Yonghao, Ms. Li Wei and Ms. Liu Chang.

The letter "L" denotes long position in the Shares.

(2) Interest in our subsidiaries

As at the Latest Practicable Date, so far as the Directors are aware, the following person was, directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any of our subsidiaries:

<u>Name of shareholder</u>	<u>Name of subsidiary</u>	<u>Approximate percentage of shareholding</u>
Tianjin FTZ (Free Trade Zone) Investment Co., Ltd.	Minsheng Financial Leasing Co., Ltd.	18.75%
The Royal Bank of Canada	Minsheng Royal Fund Management Co., Ltd.	30%
Three Gorges Finance Company Limited	Minsheng Royal Fund Management Co., Ltd.	10%
Bangxin Asset Management Co., Ltd. . .	Pengzhou Minsheng Township Bank Co., Ltd.	10%

Save as disclosed above, but without taking into account any H Shares that may be taken up under the Global Offering and any H Shares that may be issued and allotted pursuant to the exercise of the Over-allotment Option, our Directors are not aware of any legal person or individual (not being a Director, Supervisor or chief executive of our Bank) who will, immediately following the completion of the Global Offering, have an interest or short position in the shares or underlying shares of our Bank which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO, or be directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our subsidiaries.

B Disclosure of the Directors' and Supervisors' interests in the issued share capital of our Bank or our associated corporations

Immediately following the completion of the Global Offering, without taking into account any H Shares which may be issued and allotted pursuant to the exercise of the Over-allotment Option, the

interests and short positions of our Directors, Supervisors and chief executive of our Bank in the shares, underlying shares and debentures of our Bank or our associated corporation (within the meaning of Part XV of the SFO), which will have to be notified to us and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, to be notified to us and the Hong Kong Stock Exchange (for this purpose, the relevant provisions of the SFO will be interpreted as if they applied to the Supervisors) will be as follows:

<u>Director</u>	<u>Type of interest</u>	<u>Number of Shares</u>	<u>Approximate percentage in the registered capital of the Bank (%)</u>
Mr. Liu Yonghao ⁽¹⁾	Interests of controlled corporation	1,585,358,136 A Shares	7.16
Mr. Zhang Hongwei ⁽²⁾	Interests of controlled corporation	740,808,520 A Shares	3.35
Ms. Wong Hei ⁽⁴⁾	Interests of controlled corporation	591,767,535 A Shares	2.67
Mr. Lu Zhiqiang ⁽³⁾	Interests of controlled corporation	582,449,263 A Shares	2.63
Mr. Shi Yuzhu ⁽⁵⁾	Interests of controlled corporation	95,700,000 A Shares	0.43

- (1) Mr. Liu Yonghao and his spouse holds an aggregate of 63.65% of the issued share capital of New Hope Group Co. Ltd. (新希望集團有限公司), which in turn holds 45.70% of the issued share capital of New Hope Agricultural Co. Ltd. (四川新希望農業股份有限公司). New Hope Agricultural Co. Ltd. holds 75% of the issued share capital of New Hope Investment Co. Ltd. (新希望投資有限公司). New Hope Group Co. Ltd. also directly holds 25% of the issued share capital of New Hope Investment Co. Ltd.. New Hope Group Co. Ltd. also holds 100% of the issued share capital of Sichuan South Hope Industrial Co. Ltd. (四川南方希望實業有限公司). Accordingly, under the SFO, Mr. Liu Yonghao is deemed to be interested in the 1,111,322,354 A Shares held by New Hope Investment Co. Ltd. and the 474,035,782 A Shares held by Sichuan South Hope Industrial Co. Ltd..
- (2) These 740,808,520 A Shares are directly held by 東方集團股份有限公司 (Oriental Group Co. Ltd.) ("**Oriental Group**"). Mr. Zhang controls or is entitled to control the exercise of more than one-third of the voting rights at general meetings or the majority of the board of directors of Oriental Group, and is therefore deemed by virtue of the SFO to be interested in the Shares held by Oriental Group in our Bank.
- (3) These 582,449,263 A Shares are directly held by 中國泛海控股集團有限公司 (China Oceanwide Holdings Group Co. Ltd.) ("**China Oceanwide**"). Mr. Lu controls or is entitled to control the exercise of more than one-third of the voting rights at general meetings or the majority of the board of directors of China Oceanwide and is therefore deemed by virtue of the SFO to be interested in the Shares held by China Oceanwide in our Bank.
- (4) These 591,767,535 A Shares are directly held by 福信集團有限公司 (Fuxin Group Co., Ltd.) ("**Fuxin Group**"). Ms. Wong controls or is entitled to control the exercise of more than one-third of the voting rights at general meetings or the majority of the board of directors of Fuxin Group, and is therefore deemed by virtue of the SFO to be interested in the Shares held by Fuxin Group in our Bank.
- (5) These 95,700,000 A Shares are directly held by 上海健特生命科技有限公司 (Shanghai Giant Lifetech Co., Ltd.) ("**Shanghai Giant**"). Mr. Shi controls or is entitled to control the exercise of more than one-third of the voting rights at general meetings or the majority of the board of directors of Shanghai Giant and is therefore deemed by virtue of the SFO to be interested in the Shares held by Shanghai Giant in our Bank.

Save as disclosed above, none of our Directors, Supervisors, or chief executive of our Bank has any interests and short positions in the shares, underlying shares and debentures of our Bank or our associated corporation (if any) (within the meaning of Part XV of the SFO) which will have to be notified to us and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or will be required, pursuant to the Model Code for Securities Transactions by Directors and Listed Companies, to be notified to us and the Hong Kong Stock Exchange, in each case once our H Shares are listed. For this purpose, the relevant provisions of the SFO will be deemed to apply to the Supervisors.

C Particulars of Service Contracts

Pursuant to Rules 19A.54 and 19A.55 of the Hong Kong Listing Rules, we have entered into a contract with each of our Directors and Supervisors in respect of, among other things, compliance of relevant laws and regulations, observation of the Articles of Association and provisions on arbitration. Save as disclosed above, we have not entered, and do not propose to enter, into any service contracts with any of our Directors or Supervisors in their respective capacities as Directors/Supervisors (other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation)).

D Directors' and Supervisors' Remuneration

Save as disclosed in the section headed "Directors, Supervisors, Senior Management and Staff" of this prospectus, other emoluments or benefits in kind have been paid or granted during, or are payable in respect of, the three years ended December 31, 2008 by us to our Directors and Supervisors.

Under the current arrangements, it is expected that our Directors would receive compensation (including remuneration and benefits in kind) from our Bank for the year ending December 31, 2009 in the aggregate amount of approximately RMB28.6 million.

Under the current arrangements, it is expected that our Supervisors would receive compensation (including remuneration and benefits in kind) from our Bank for the year ending December 31, 2009 in the aggregate amount of approximately RMB13.1 million.

E Personal Guarantees

The Directors and Supervisors have not provided personal guarantees in favor of lenders in connection with banking facilities granted to us.

F Agency Fees or Commissions Paid or Payable

Save for agency fees or commissions of RMB16.6 million paid or payable in relation to the issue of the hybrid capital bonds in 2009 as disclosed in the section headed "Corporate History and Organizational Structure" of this prospectus, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Bank within the two years preceding the date of this prospectus.

G Related Party Transactions

During the two years preceding the date of this prospectus, we have engaged in material related party transactions as described in Note 36 to the financial statements in the Accountant's Report set out in Appendix I to this prospectus.

H Disclaimers

Save as disclosed in this prospectus:

- (a) none of the Directors, Supervisors and any of the parties listed in paragraph 5E of this Appendix is:
 - (i) interested in our promotion, or in any assets which, within the two years immediately preceding the date of this prospectus, have been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to our Bank;
 - (ii) materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to our business;

- (b) save in connection with the Hong Kong Underwriting Agreement and the International Purchase Agreement, none of the parties listed in paragraph 5E of this Appendix:
 - (i) is interested legally or beneficially in any of our Shares or our securities; or
 - (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for our Shares or any of our securities;
- (c) none of our Directors or Supervisors or their associates or any shareholders of our Bank who to the knowledge of the Directors owns more than 5% of our issued share capital has any interest in our top five business customers;
- (d) none of our Directors or Supervisors is a director or employee of a company which has an interest in the share capital of the Bank which, once the H Shares are listed on the Hong Kong Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO.

5. OTHER INFORMATION

A Estate Duty

We have been advised by Grandall Legal Group (Beijing) that currently there is no PRC law imposing liability on estate duty, thus no material liability for estate duty under PRC law is likely to be imposed on us.

B Litigation

Save as disclosed in section headed "Business" of this prospectus, our Bank is not involved in any litigation, arbitration or administrative proceedings of material importance and, so far as we are aware, no litigation, arbitration or administrative proceedings of material importance is pending or threatened against us.

C Joint Sponsors

The Joint Sponsors have made an application on our behalf to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, our H Shares. All necessary arrangements have been made to enable the securities to be admitted into CCASS.

As at November 4, 2009, as a qualified foreign institutional investor, UBS AG, Hong Kong Branch held 51,156,826 A Shares, representing in aggregate approximately 0.27% of our issued share capital as at the Latest Practicable Day. Such holding does not affect the independence of UBS AG, Hong Kong Branch under Rule 3A.07 of the Hong Kong Listing Rules.

BOCI Asia Limited is independent from our Bank pursuant to Rule 3A.07 of the Hong Kong Listing Rules.

D Preliminary Expenses

Our estimated preliminary expenses are approximately HK\$30,000. All such preliminary expenses and all expenses relating to the Global Offering will be borne by us.

E Qualification of Experts

The qualifications of the experts who have given opinions in this prospectus are as follows:

<u>Name</u>	<u>Qualification</u>
UBS AG, Hong Kong Branch . . .	Registered institution under the SFO to conduct type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance), type 7 (providing automated trading services) and type 9 (asset management) regulated activities under the SFO
BOCI Asia Limited	Registered institution under the SFO to conduct type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO
PricewaterhouseCoopers	Certified public accountants
Jones Lang LaSalle Sallmanns Limited	Member of The Hong Kong Institute of Surveyors and The Royal Institution of Chartered Surveyors
Grandall Legal Group (Beijing)	Licensed legal advisors on PRC law

F Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty. The current rate charged on each of the seller and purchaser is HK\$1.00 for every HK\$1,000 (or part thereof) of the consideration or, if higher, the fair value of the H Shares being sold or transferred.

G No Material Adverse Change

The Directors confirm that there has been no material adverse change in our financial or trading position or prospect since June 30, 2009.

H Binding Effect

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance so far as applicable.

I Miscellaneous

- (a) Save as disclosed in paragraph 1B of this Appendix, within the two years preceding the date of this prospectus: (i) we have not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash, and (ii) no commissions, discounts, brokerage fee or other special terms have been granted in connection with the issue or sale of any shares of our Bank.
- (b) No share or loan capital of our Bank is under option or is agreed conditionally or unconditionally to be put under option.
- (c) We have not issued nor agreed to issue any founder shares, management shares or deferred shares.
- (d) There are no arrangements under which future dividends are waived or agreed to be waived.
- (e) There are no procedures for the exercise of any right of pre-emption or transferability of subscription rights.

- (f) There are no contracts for hire or hire purchase of plant to or by us for a period of over one year which are substantial in relation to our business.
- (g) There have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months.
- (h) There are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong.
- (i) Save for our A Shares which are listed on the Shanghai Stock Exchange, none of our equity and debt securities is listed or dealt with in any other stock exchange nor is any listing or permission to deal being or proposed to be sought.
- (j) We have no outstanding convertible debt securities.
- (k) We currently do not intend to apply for the status of a Sino-foreign investment joint stock limited company and do not expect to be subject to the Sino-foreign Joint Venture Law of the PRC.

J Consents

UBS AG, Hong Kong Branch and BOCI Asia Limited, as the Joint Sponsors; PricewaterhouseCoopers, as our reporting accountant and auditor; Jones Lang LaSalle Sallmanns Limited, as our property valuer; and Grandall Legal Group (Beijing), as our legal advisor on PRC law, have given and have not withdrawn their respective written consents to the issue of this prospectus with the inclusion of their reports and/or letters and/or valuation certificates and/or the references to their names included herein in the form and context in which they are respectively included.

K Bilingual Prospectus

The English language and Chinese language versions of this prospectus are being published separately, in reliance upon the exemption provided by section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

L Promoters

The promoters of our Bank are as follows:

1. 中國船東互保協會 (China Shipowners Mutual Assurance Association)
2. 中國中小企業投資有限公司 (前稱中國鄉鎮企業投資開發有限公司) (China Small and Medium Enterprise Investment Development Co., Ltd. (formerly known as China Town and Township Enterprises Investment and Development Co., Ltd.))
3. 福信集團有限公司 (前稱廈門福信集團有限公司) (Fuxin Group Co., Ltd. (formerly known as Xiamen Fuxin Group Co., Ltd.))
4. 中國中煤能源集團公司 (前稱中國煤炭工業進出口總公司) (China Coal Power Group company (formerly known as China Coal Industrial Import and Export Company))
5. 哈爾濱歲寶熱電股份有限公司 (Harbin Shirble Electric-Heat Co., Ltd.)
6. 希望集團有限公司 (Hope Group Co., Ltd.)
7. 鞍山市騰鰲特區遼河飼料集團公司 (Anshan Teng Ao Special District Liao He Forage Group Company)
8. 長沙南方華僑港澳台胞貿易公司 (Changsha Southern Huaqiao Gang'aotaibao Trading Co., Ltd.)

9. 山西安泰國際企業(集團)股份有限公司 (Shanxi Antai International Enterprise (Group) Co., Ltd.)
10. 河南省興亞企業集團有限公司 (Henan Xing Ya Enterprise Group Co., Ltd.)
11. 順德市萬和企業集團公司 (Shunde Vanward Enterprises Group Co., Ltd.)
12. 深圳市上步實業股份有限公司 (Shenzhen Shangbu Industrial Co., Ltd.)
13. 衢州市鴻基實業有限公司 (Quzhou Hong Ji Industrial Co., Ltd.)
14. 北京恒潤達科工貿公司 (Beijing Heng Run Da Ke Industrial and Trading Company)
15. 鄭州斐蒙達皮製品有限公司 (Zhengzhou Fei Meng Da Leather Products Co., Ltd.)
16. 南寧市南和發展公司 (Nanning Nan He Development Company)
17. 北京理想產業發展公司 (Beijing Ideal Industrial Investment Group)
18. 鞍山太平洋實業(集團)有限公司 (Anshan Pacific Industrial (Group) Co., Ltd.)
19. 四川華僑鳳凰集團股份有限公司(前稱成都華僑新苑實業有限公司) (Sichuan Huaqiao Phoenix Group Co., Ltd. (Formerly known as Chengdu Huaqiao Xinyuan Enterprise Co., Ltd.))
20. 河南原田置業公司 (Henan Yuan Tian Property Company)
21. 廣西噴施寶有限公司 (Guangxi Penshibao Co., Ltd.)
22. 太原清泉煤焦化運銷集團公司 (Taiyuan Qing Quan Coal Coking Transportation and Marketing Group Company)
23. 山西省海鑫鋼鐵有限公司 (Shanxi Haixin Steel Group Co., Ltd.)
24. 洛陽建築機械廠 (Yituo (Luoyang) Building Machinery Corp., Ltd.)
25. 天津港田集團公司 (Tianjin Gangtian Group Company)
26. 營口經濟技術開發區鐵合金廠(前稱遼寧蓋州市蘆屯鎮鐵東管件廠) (Yingkou Economic & Technological Development Zone Ferroalloy Factory (Formerly known as Liaoning Gaizhou Lutuan Tiedong Pipe Fitting Factory))
27. 浙江永久科技實業有限公司(前稱浙江瑞安市永久機電廠) (Zhejiang Yongjiu Scientific & Technological Industrial Co., Ltd. (Formerly known as Zhejiang Rui An Yongjiu Electromechanical Factory))
28. 上虞市信誠實業公司 (Shangyu Xincheng Industrial Company)
29. 浙江臥龍集團公司 (Zhejiang Wolong Group Co., Ltd.)
30. 深圳泰坤實業股份有限公司 (Shenzhen Taikun Industrial Co., Ltd.)
31. 昆明興業公司(前稱昆明市工商聯興業公司) (Kunming Xingye Company (Formerly known as Kunming Gong Shang Lian Xing Ye Company))
32. 廣州益通集團公司 (Guangzhou Yitong Group)⁽¹⁾
33. 泛海集團有限公司(前稱山東泛海集團公司) (Oceanwide Group Co., Ltd. (Formerly known as Shandong Oceanwide Group Company))
34. 哈爾濱亞麻廠 (Harbin Linen Mill)
35. 寧波市經濟建設投資公司 (Ningbo Economic Construction Investment Company)

⁽¹⁾ This Promoter company has been de-registered on March 15, 2000 according to a company search done at the local office of SAIC in Guangzhou on February 25, 2004.

36. 北京萬通實業股份有限公司 (Beijing Vantone Industry Co., Ltd.)
37. 杭州通普電器公司 (Hangzhou Unitop Electric Co., Ltd.)
38. 昆明建華企業集團 (Kunming Jianhua Enterprise Group)
39. 深圳前進開發公司 (Shenzhen Advance Development Company)
40. 鄭州夢達實業有限公司 (Zhengzhou Mengda Industrial Co., Ltd.)
41. 昆明百貨大樓 (Kunming Department Stores Building)
42. 河南電力開發有限公司 (Henan Power Development Co., Ltd.)
43. 中國旅遊國際信託投資有限公司 (China Travel International Trust Investment Co., Ltd.)
44. 湛江經濟技術開發區財務開發公司 (Zhanjiang Economic & Technological Development Zone Finance Development Company)
45. 南海桂城商業貿易物資總公司 (Nanhai Guicheng Commercial & Trading Material General Corporation)
46. 深圳市寶安區潤田企業公司 (Shenzhen Bao'an Runtian Enterprise Company)
47. 廣東恒豐投資集團有限公司 (Guangdong Hengfeng Investment Group Co., Ltd.)
48. 深圳呈鑫實業發展公司 (Shenzhen Chengxin Industrial Development Company)
49. 廣州商匯有限公司 (Guangzhou Shanghui Co., Ltd.)
50. 鞍山城南軋鋼集團公司 (Anshan Chengnan Steel Rolling Group Company)
51. 南寧市展通物資供應公司 (Nanning Zhantong Material Supply Company)
52. 中國建材鄭州中嶽聯營特種水泥廠 (China Building Materials Zhengzhou Zhongyue Associated Special Cement Factory)
53. 中國山東台島集團 (China Shandong Taidao Group)⁽²⁾
54. 廣東省工商大廈 (Guangdong Industrial and Commercial Building)
55. 北京門山園開發公司 (Beijing Men Shan Yuan Development Company)
56. 浙江上虞市財務開發公司 (Zhejiang Shang Yu Financial Development Company)
57. 河北食品工業總公司 (Hebei Food Industry General Corporation)⁽³⁾
58. 廣東連山明華電化廠 (Guangdong Lianshan Minghua Electrochemical Factory)
59. 深圳匯商有限公司 (Shenzhen Hui Shang Co., Ltd.)

Except as described in the section headed "Connected Transactions" and save for the stock dividends and the bonus shares issued as a result of the transfer from the capital surplus as disclosed in paragraph IB of this Appendix, which were available to the Promoters who are shareholders of our Bank as any other shareholders of our Bank, within the two years immediately preceding the date of this prospectus, no cash, securities, amount or other benefit has been paid, allotted or given, or has been proposed to be paid, allotted or given, to any of the Promoters named above in connection with the Global Offering or the related transactions described in this prospectus.

⁽²⁾ This Promoter company has been de-registered on October 20, 1998 according to a company search done at the local office of SAIC in Beijing on February 24, 2004.

⁽³⁾ This Promoter company has been de-registered on December 30, 2003 according to a company search done at the local office of SAIC in Hebei Province on March 3, 2004.