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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 People's Republic of China with limited liability)

(Stock Code: 01988)

(USD Preference Shares Stock Code: 04609)

**ELECTION OF CHAIRMAN AND
VICE CHAIRMEN OF THE BOARD
APPOINTMENTS OF MEMBERS
OF THE SPECIAL COMMITTEES OF THE BOARD
APPOINTMENT OF PRESIDENT
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WAIVER FROM STRICT COMPLIANCE WITH RULE 3.28 AND
RULE 8.17 OF THE LISTING RULES AND
CHANGE OF AGENT FOR THE SERVICE OF PROCESS
IN HONG KONG**

ELECTION OF CHAIRMAN AND VICE CHAIRMEN OF THE BOARD

The board of directors (the “**Board**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) is pleased to announce that Mr. Hong Qi, an executive director of the seventh session of the Board, was elected as the Chairman of the seventh session of the Board by the Board, and Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, the non-executive directors, and Mr. Liang Yutang, an executive director of the seventh session of the Board, were elected as the Vice Chairmen of the seventh session of the Board by the Board, with effect from the current date.

For the biographies and other relevant information of Mr. Hong Qi, Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao and Mr. Liang Yutang, please refer to the poll results announcement of the Company dated 20 February 2017. As at the date of this announcement, there has been no change in such information.

APPOINTMENTS OF MEMBERS OF THE SPECIAL COMMITTEES OF THE BOARD

The Board is pleased to announce that members of the special committees of the seventh session of the Board are as follows:

Strategic Development and Investment Management Committee

Chairman: Hong Qi

Members: Zhang Hongwei, Lu Zhiqiang, Liu Yonghao, Zheng Wanchun, Shi Yuzhu, Yao Dafeng, Weng Zhenjie, Liu Jipeng

Nomination Committee

Chairman: Hong Qi

Members: Zhang Hongwei, Liu Yonghao, Tian Zhiping, Cheng Hoi-chuen, Li Hancheng, Xie Zhichun, Peng Xuefeng, Liu Ningyu

Compensation and Remuneration Committee

Chairman: Cheng Hoi-chuen

Members: Lu Zhiqiang, Liang Yutang, Zheng Wanchun, Wu Di, Liu Jipeng, Li Hancheng, Peng Xuefeng, Xie Zhichun

Audit Committee

Chairman: Liu Ningyu

Members: Tian Zhiping, Weng Zhenjie, Cheng Hoi-chuen, Peng Xuefeng

Related Party Transactions Supervision Committee

Chairman: Li Hancheng

Members: Liang Yutang, Song Chunfeng, Liu Jipeng, Liu Ningyu

Risk Management Committee

Chairman: Xie Zhichun

Members: Liang Yutang, Wu Di, Yao Dafeng, Song Chunfeng

Some directors are subject to the approval on their qualifications by the regulatory institution of China banking industry.

APPOINTMENT OF PRESIDENT

The Board is pleased to announce that Mr. Zheng Wanchun, an executive director of the seventh session of the Board, was appointed as the President of the Company with effect from the current date. The term of office of Mr. Zheng Wanchun is consistent with the service term of the seventh session of the Board.

For the biography and other relevant information of Mr. Zheng Wanchun, please refer to the poll results announcement of the Company dated 20 February 2017. As at the date of this announcement, there has been no change in such information.

APPOINTMENT OF JOINT COMPANY SECRETARIES

The Board hereby announces that due to adjustment in work commitments, Mr. Wan Qingyuan and Ms. Soon Yuk Tai have ceased to act as the Joint Company Secretaries of the Company with effect from the current date.

Mr. Wan Qingyuan and Ms. Soon Yuk Tai have confirmed that they have no disagreement with the Board and there are no other matters relating to their cessations that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Wan Qingyuan and Ms. Soon Yuk Tai for their contributions during their tenure of office as the Joint Company Secretaries.

The Board is pleased to announce that Mr. Fang Zhou (“**Mr. Fang**”) and Ms. Wong Wai Yee, Ella (“**Ms. Wong**”) were appointed as the Joint Company Secretaries of the Company with a service term consistent with the service term of the seventh session of the Board.

Details of the biographies of Mr. Fang and Ms. Wong are as follows:

Mr. Fang, has a doctoral degree in economics and has been the Chief Director of the Office of the Board of the Company since April 2015. Mr. Fang joined the Company in April 1998 and held positions in the corporate business department and the human resources department of the head office, the deputy general manager (person-in-charge) and the general manager of the risk management department of the Nanjing branch of the Company from July 2001 to April 2003, the credit approver of the Wuhan branch dispatched by the credit assessment department of the head office from April 2003 to March 2004, the director of the human resources department of the Beijing branch of the Company from March 2004 to November 2007 and concurrently the director of the credit assessment department of the Beijing branch of the Company from December 2006 to November 2007, the vice president of the Fuzhou branch of the Company from November 2007 to September 2010, the vice president (person-in-charge) of the Wenzhou branch of the Company from September 2010 to February 2012 and the president and secretary of the Communist Party Committee of the Hangzhou branch of the Company from February 2012 to April 2015. Prior to joining the Company, Mr. Fang worked in the business department of the Hubei branch of China Construction Bank from 1993 to 1998. Mr. Fang obtained a doctoral degree in economics from Wuhan University and is an economist.

Ms. Wong, currently works as a senior manager of corporate services of Tricor Services Limited (“**Tricor**”), a global professional services provider specializing in integrated Business, Corporate and Investor Services.

Ms Wong has over 15 years of experience in the corporate services field. She has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. She is currently the company secretary of Vedan International (Holdings) Limited (a listed company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), stock code: 2317).

Ms Wong is a Chartered Secretary and an Associate of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators in the United Kingdom. Ms Wong holds a Bachelor of Economics from The University of Hong Kong and a Postgraduate Diploma in Corporate Administration from the City University of Hong Kong.

Prior to joining Tricor, Ms Wong was a Supervisor of Company Secretarial Department of Ernst & Young, Hong Kong.

WAIVER FROM STRICT COMPLIANCE WITH RULE 3.28 AND RULE 8.17 OF THE LISTING RULES

Since Mr. Fang does not possess the qualifications or relevant experience required by Rule 3.28 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rule 3.28 and Rule 8.17 of the Listing Rules for a period of three years from the date of Mr. Fang’s appointment as a Joint Company Secretary of the Company (the “**Waiver Period**”) on the grounds that the Company will engage Ms. Wong, another Joint Company Secretary who possesses the relevant professional qualifications of company secretary required under Rules 3.28 and 8.17 of the Listing Rules, to provide assistance and guidance to Mr. Fang in discharging his duties as one of the Joint Company Secretaries of the Company.

This waiver is granted on the conditions that (i) Mr. Fang will be assisted by Ms. Wong during the Waiver Period; (ii) the Company shall notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to re-visit the situation. The Stock Exchange expects that, after the end of the Waiver Period, the Company will be able to demonstrate that Mr. Fang satisfies Rule 3.28 of the Listing Rules, having had the benefit of Ms. Wong’s assistance such that a further waiver will not be necessary; and (iii) the Company will announce details of the waiver, including its reasons and conditions. The waiver will be revoked immediately if and when Ms. Wong ceases to provide assistance to Mr. Fang.

The Board would like to take this opportunity to express its welcome to Mr. Fang and Ms. Wong to their new appointments.

CHANGE OF AGENT FOR THE SERVICE OF PROCESS IN HONG KONG

The Board hereby announces that Ms. Wong will replace Ms. Soon Yuk Tai as the agent of the service of process in Hong Kong of the Company with effect from the current date.

By Order of the Board
CHINA MINSHENG BANKING CORP., LTD.
Hong Qi
Chairman

Beijing, PRC
20 February 2017

As at the date of this announcement, the executive directors of the Company are Mr. Hong Qi, Mr. Liang Yutang and Mr. Zheng Wanchun; the non-executive directors are Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Shi Yuzhu, Mr. Wu Di, Mr. Yao Dafeng, Mr. Song Chunfeng, Mr. Tian Zhiping and Mr. Weng Zhenjie; and the independent non-executive directors are Mr. Liu Jipeng, Mr. Li Hancheng, Mr. Xie Zhichun, Mr. Cheng Hoi-chuen, Mr. Peng Xuefeng and Mr. Liu Ningyu.