

China Minsheng Financial Holding Corporation Limited
中國民生金融控股有限公司
(Incorporated in Hong Kong with limited liability)
(Stock Code: 245)

**TERMS OF REFERENCE OF
THE NOMINATION COMMITTEE**

A. Role and function

The Nomination Committee is established as a committee of the board of directors (the “**Board**”). It is responsible for considering and reviewing the directors’ Nomination policy.

B. Composition of Nomination Committee

The members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors.

The chairman of the Nomination Committee shall be either the chairman of the Board or the independent non-executive director and appointed by the Board. In his absence, members present may elect any member to chairman a committee meeting.

A quorum for the meeting shall be two members of the Nomination Committee.

C. Meeting

The member of Nomination Committee can call for a meeting when it is necessary and should meet at least once a year.

The Nomination Committee may, from time to time, invite any Board member or officer or any other person to attend any of its meeting so as to ensure that the Nomination Committee to better perform its duties and obligations.

The Company Secretary or his or her delegate or such other person appointed by the chairman shall be the secretary of the Nomination Committee.

Meeting can be attended in person or via electronic means including telephonic or videoconferencing. The members of the Nomination Committee can attend the meeting via telephonic or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).

A resolution passed and signed by all members of nomination committee is valid, and the validity is same as any resolution passed at the meeting held.

D. Duties and Authority

To fulfill its responsibilities, the Nomination Committee shall:

1. to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
2. to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
3. to assess the independence of independent non-executive directors;
4. to formulate and review the Board Diversity Policy, discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval;
5. to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman; and
6. to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board.

E. Resources

The Nomination Committee is authorized by the Board to seek any advices from independent professionals and if necessary, may invite those professional(s) with relevant experience, to attend the meeting of Nomination Committee. The Company should provide the Nomination Committee sufficient resources to perform its duties. The Nomination Committee shall have access to independent professional advice at the Company's expenses, if necessary.

Should there be any inconsistency between the English and Chinese versions of the above terms of reference, the English version shall prevail.