#### THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in China Minsheng Banking Corp., Ltd., you should at once hand this supplemental circular and the accompanying revised form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01988)

ELECTION OF NON-EXECUTIVE DIRECTORS AND EXECUTIVE DIRECTORS OF THE NINTH SESSION OF THE BOARD ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE NINTH SESSION OF THE BOARD ELECTION OF SHAREHOLDER SUPERVISORS AND EXTERNAL SUPERVISORS OF THE NINTH SESSION OF THE BOARD OF SUPERVISORS

#### AND

# SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING FOR 2023

The supplemental circular should be read in conjunction with the original circular of the AGM of the Bank dated 3 June 2024 to the Shareholders (the "Original Circular").

The Bank will convene the AGM at 2:00 p.m. on Wednesday, 26 June 2024 as scheduled at Conference Room No. 3, 1/F, Minsheng Bank East Gate, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC. Notice convening the AGM has been sent to the Shareholders pursuant to the Hong Kong Listing Rules on 3 June 2024. The supplemental notice of the AGM is set out in pages 16 to 19 in this supplemental circular.

If you intend to appoint a proxy to attend the AGM, please complete the enclosed revised form of proxy in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited (for holders of H Shares) and the office of the Board of the Bank (for holders of A Shares) not less than 24 hours before the time fixed for holding the AGM (i.e. not later than 2:00 p.m. on Tuesday, 25 June 2024) in person or by post. Completion and return of the revised form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

If you intend to attend the AGM in person or by proxy, please complete the reply slip and return the same to Computershare Hong Kong Investor Services Limited (for holders of H Shares) and the office of the Board of the Bank (for holders of A Shares) on or before Friday, 21 June 2024.

\* References to times and dates in this supplemental circular are to Hong Kong times and dates.

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#### **DEFINITIONS**

In this supplemental circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"A Share(s)" domestic ordinary Share(s) of RMB1.00 each issued by

the Bank which is/are subscribed for by domestic investors and are listed for trading on the SSE (stock

code: 600016)

"AGM" the annual general meeting of the Bank for 2023 to be

held at 2:00 p.m. on Wednesday, 26 June 2024 at Conference Room No. 3, 1/F, Minsheng Bank East Gate, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC or any adjournment thereof, the supplemental notice

of which is set out in this supplemental circular

"Articles of Association" the articles of association of the Bank

"Bank" or "China Minsheng Banking" or "Minsheng

Banking"

China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司), a joint stock company incorporated with limited liability in accordance with the Company Law of the People's Republic of China, the H Shares and A Shares of which are listed on the Hong Kong Stock

Exchange and the SSE, respectively

"Board" the board of directors of the Bank

"Director(s)" the director(s) of the Bank

"H Share(s)" overseas listed foreign invested Share(s) of RMB1.00

each in the share capital of the Bank, which are listed on the Hong Kong Stock Exchange (stock code: 01988) and

are subscribed for in HK dollars

"Hong Kong" the Hong Kong Special Administrative Region of the

**PRC** 

"Hong Kong Listing Rules" the Rules Governing the Listing of Securities on The

Stock Exchange of Hong Kong Limited

"Hong Kong Stock Exchange" The Stock Exchange of Hong Kong Limited

"Latest Practicable Date" 5 June 2024, being the latest practicable date for

ascertaining certain information contained in this

supplemental circular

### **DEFINITIONS**

"PRC" or "China" the People's Republic of China

"RMB" or "Renminbi" Renminbi, the lawful currency of the PRC

"Share(s)" the ordinary Share(s) of the Bank, including A Share(s)

and H Share(s)

"SFO" the Securities and Futures Ordinance (Chapter 571 of the

Laws of Hong Kong)

"Shareholder(s)" holder(s) of the Share(s)

"SSE" the Shanghai Stock Exchange



# 中國民生銀行股份有限公司 CHINA MINSHENG BANKING CORP., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability) (Stock Code: 01988)

#### Members of the Board:

Executive Director: Mr. Gao Yingxin

Non-executive Directors:

Mr. Zhang Hongwei

Mr. Lu Zhiqiang

Mr. Liu Yonghao

Mr. Shi Yuzhu

Mr. Wu Di

Mr. Song Chunfeng

Mr. Yang Xiaoling

Mr. Zhao Peng

Independent Non-executive Directors:

Mr. Qu Xinjiu Ms. Wen Qiuju

Mr. Song Huanzheng

Mr. Yeung Chi Wai, Jason

Mr. Cheng Fengchao

Mr. Liu Hanxing

**Registered Address:** 

No. 2 Fuxingmennei Avenue, Xicheng District, Beijing, China 100031

7 June 2024

To the Shareholders

Dear Sir or Madam.

ELECTION OF NON-EXECUTIVE DIRECTORS AND EXECUTIVE DIRECTORS OF THE NINTH SESSION OF THE BOARD ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE NINTH SESSION OF THE BOARD ELECTION OF SHAREHOLDER SUPERVISORS AND EXTERNAL SUPERVISORS OF THE NINTH SESSION OF THE BOARD OF **SUPERVISORS** 

AND

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING **FOR 2023** 

#### INTRODUCTION

The purpose of this supplemental circular is to issue the supplemental notice of AGM and to provide you (among other things) with additional information to enable you to make informed decisions on whether to vote for or against the additional resolutions to be proposed at the AGM for the following issues:

# 1. Election of Non-Executive Directors and Executive Directors of the Ninth Session of the Board

According to the Resolution on Nominating the Candidates for non-executive Directors and executive Directors of the Ninth Session of the Board of the Bank considered and approved at the ninth extraordinary meeting of the eighth session of the Board of the Bank, the specific list of candidates for non-executive Directors and executive Directors of the ninth session of the Board as nominated by the eighth session of the Board is set out below (in no particular order):

#### (I) Candidates for non-executive Directors (7)

Mr. ZHANG Hongwei, Mr. LIU Yonghao, Mr. SHI Yuzhu, Mr. SONG Chunfeng, Mr. ZHAO Peng, Mr. LIANG Xinjie, Mr. LIN Li

#### (II) Candidates for executive Directors (3)

Mr. GAO Yingxin, Mr. WANG Xiaoyong, Mr. ZHANG Juntong

The biographical details of the candidates for non-executive Directors as required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules are as follows:

Mr. ZHANG Hongwei, born in 1954, is a Vice Chairman and a non-executive Director of the eighth session of the Board of the Bank. Mr. ZHANG is the chairman of United Energy Group Limited and Orient Group Co., Ltd. Mr. ZHANG was previously the honorary chairman and a director of Orient Group Incorporation, the chairman of Jinzhou Port Co., Ltd., a member of the 11th CPPCC National Committee and a standing committee member of the 10th CPPCC National Committee. Mr. ZHANG served as a vice chairman of ACFIC from 1997 to 2007. Mr. ZHANG obtained his MBA Degree from Harbin Institute of Technology in 1996 and is a senior economist.

Mr. LIU Yonghao, born in 1951, is a Vice Chairman and a non-executive Director of the eighth session of the Board of the Bank. Mr. LIU is currently the chairman and president of New Hope Group Co., Ltd., a director of New Hope Liuhe Co., Ltd., the chairman of the General Association of Sichuan Entrepreneurs, a member of the 14th CPPCC National Committee, a vice president of China Association for Public Companies and one of the promoters of China Guangcai Programme. Mr. LIU was also a vice chairman of the 7th and 8th sessions of ACFIC, a member of the 8th, 9th, 10th and 11th CPPCC National Committee, a standing committee member of the 9th and 10th CPPCC National Committee, a vice chairman of the Committee for Economic Affairs of the 10th and 11th CPPCC National Committee, a deputy to the 12th National People's Congress (NPC), a member of the Guangcai Programme.

Mr. SHI Yuzhu, born in 1962, is a non-executive Director of the eighth session of the Board of the Bank. Mr. SHI is the chairman of Giant Network Group Co., Ltd. (formerly known as "Chongqing New Century Cruise Co., Ltd."), Giant Interactive Group Inc. (formerly known as "Shanghai ZhengTu Interactive Group Inc.") and Giant Charity Foundation. Mr. SHI was previously a director of Shanghai ZhengTu Interactive Group Inc. from 2006 to 2018, and a vice chairman of China Minsheng Investment Group Corp., Ltd. from 2014 to 2018. Mr. SHI obtained his Bachelor's Degree in Mathematics from Zhejiang University in 1984 and graduated from the postgraduate programme of Department of Soft Science from Shenzhen University in 1990.

Mr. SONG Chunfeng, born in 1969, is a non-executive Director of the eighth session of the Board of the Bank. Mr. SONG is the managing director of China Shipowners Mutual Assurance Association, a vice president of China Shipowners' Association, a vice chairman of Quanzhou Jinjiang COSCO Development Co., Ltd., an executive director of China P&I Management Co., Ltd., a director of China P&I Services (Hong Kong) Limited, an executive director of Shanghai Haixing Asset Management Limited, a director of CPI Services (UK) Limited, and a supervisor of Haitong Securities Co., Ltd., Mr. SONG was a managing director of COSCO (Hong Kong) Insurance Brokers Limited, the chairman and general manager of Shenzhen COSCO Insurance Brokers Limited, a manager of the commerce office under the transportation department of COSCO/China COSCO Holdings Co., Ltd., and a principal staff member, a deputy division director, and the division director of the commerce division under the transportation department of COSCO. Mr. SONG obtained his Ph.D. Degree in Law from Peking University in 2006 and is a senior economist.

Mr. ZHAO Peng, born in 1973, is a non-executive Director of the eighth session of the Board of the Bank. Mr. ZHAO is currently an assistant general manager and board secretary of Dajia Insurance Group Co., Ltd., a vice chairman of Financial Street Holdings Co., Ltd. and a director of Sino-Ocean Group Holding Limited. Mr. ZHAO served as a director of Dajia Life Insurance Co., Ltd., a member of the team designated by the former CBIRC to take over Anbang Insurance Group, a deputy division director then division director of the development and reform department of the former CIRC, an executive member of Rizhao Commercial Bank and a director of Beijing Tong Ren Tang Co., Ltd. Mr. ZHAO obtained his Ph.D. Degree in Economic Law from China University of Political Science and Law in 2014. He has the qualification for an economist.

Mr. LIANG Xinjie, born in 1977, is currently the general manager of Dajia Property Insurance Co., Ltd. Mr. LIANG previously served as deputy general manager and assistant general manager of Dajia Property Insurance Co., Ltd., general manager of motor insurance department of Dinghe Property Insurance Company Limited (鼎和財產保險股份有限公司), and general manager of underwriting department and deputy general manager of motor insurance department of China United Property Insurance Company Limited (中華聯合財產保險股份有限公司). Mr. LIANG obtained a master's degree in finance from Southwestern University of Finance and Economics in 2006.

Mr. LIN Li, born in 1963, is currently the chairman of Shenzhen Live Group Co., Ltd. (深圳市立業集團有限公司) and Chinalin Securities Co., Ltd. (華林證券股份有限公司), a director of WeBank Co., Ltd. (深圳前海微眾銀行股份有限公司), Shenzhen Capital Group Co., Ltd. (深圳市創新投資集團有限公司) and E-Capital Transfer Co., Ltd.(證通股份有限公司), a vice chairman of Federation of Industry and Commerce of Tibet Autonomous Region (西藏自 治區工商聯合會), a standing committee member of Shenzhen Federation of Industry and Commerce, the chairman of Shenzhen Social Commonwealth Foundation (深圳公益基金會), a vice chairman of Federation of Shenzhen Commerce (深圳市深商總會), and a vice chairman of Society for Promotion of the Guangcai Programme of Tibet Autonomous Region (西藏自治 區光彩事業促進會). Mr. LIN was previously a deputy to the Fifth People's Congress of Shenzhen, a member of the Third and Fourth CPPCC Shenzhen Committee, a supervisor of Ping An Insurance (Group) Company of China, Ltd., the chief auditor and head of accounting department of Shenzhen Shangbu Sub-branch and the head of Shenzhen Binhe Sub-branch of Bank of China, the manager of the finance department of Shenzhen Zhonghua Trading Company, an accountant of Heyuan Zijin Sub-branch of Agricultural Bank of China, and a credit officer of Heyuan Zijin Sub-branch of People's Bank of China. Mr. LIN holds a doctorate degree in finance and has the qualifications for accountant and AMAC fund practitioner.

The biographical details of the candidates for executive Directors as required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules are as follows:

Mr. GAO Yingxin, born in 1962, is Chairman and an executive Director of the eighth session of the Board of the Bank. Mr. GAO is concurrently the chairman of CMBC International Holdings Limited. Before joining the Bank, Mr. GAO was a vice chairman of the board and the chief executive of BOC Hong Kong (Holdings) Limited and Bank of China (Hong Kong) Limited from January 2018 to May 2020, an executive director of Bank of China Limited (BOC) from December 2016 to January 2018, an executive vice president of BOC from February 2015 to January 2018, an executive director and a deputy chief executive of BOC Hong Kong (Holdings) Limited and Bank of China (Hong Kong) Limited from February 2005 to February 2015, the president and chief operating officer of BOC International Holdings Limited from July 2004 to February 2005, the general manager of the corporate banking department of BOC head office from June 1999 to July 2004, and a deputy general manager of the credit department and a deputy general manager of the corporate banking department of BOC head office from September 1996 to June 1999. Mr. GAO was a member of the 13th CPPCC National Committee. Mr. GAO obtained his Master's Degree in Engineering from East China University of Science and Technology in 1986 and is a senior economist. As of the Latest Practicable Date, Mr. GAO held 200,000 A Shares and 300,000 H Shares of the Bank, respectively.

Mr. WANG Xiaoyong, born in 1970, was appointed as President of the Bank in March 2024, and his qualification as the President was approved by the National Financial Regulatory Administration (NFRA) in April 2024. Before joining the Bank, from September 2016 to February 2024, Mr. WANG had successively served as the president of the Chongqing branch, the general manager of the channel and operation management department, and the president of the Sichuan branch of China Construction Bank. From June 2006 to September 2016, he had successively served as an assistant general manager of the risk monitoring and control department, a deputy general manager of the credit management department, a vice president of the Shandong branch and a vice president of the Gansu branch of China Construction Bank. From April 1996 to June 2006, he had successively worked at the audit department, the office of the risk and internal control management committee and the risk management department of China Construction Bank. Mr. WANG graduated from Beijing Normal University with a Bachelor's Degree in 1991. Mr. WANG obtained his Master's Degree in Accounting from the Central University of Finance and Economics in 1996, and his Ph.D. Degree in Management Science and Engineering from Tianjin University in 2013. He is currently a senior economist.

Mr. ZHANG Juntong, born in 1974, was appointed as an Executive Vice President of the Bank in March 2024, and his qualification as an Executive Vice President was approved by the NFRA in May 2024. Mr. ZHANG served as Chairman of the Board of Supervisors of the Bank, an Employee Supervisor, and Chairman of the Supervisory Committee and a member of the Nomination and Examination Committee of the Board of Supervisors from February 2017 to March 2024. Mr. ZHANG graduated from Peking University with a Bachelor's Degree in 1997, and obtained his Master's Degree in World Economy from Peking University in 2000. As of the Latest Practicable Date, Mr. ZHANG held 150,000 A Shares and 200,000 H Shares of the Bank, respectively.

The term of office of the Directors of the ninth session of the Board is three years. Mr. GAO Yingxin, Mr. ZHANG Hongwei, Mr. LIU Yonghao, Mr. SHI Yuzhu, Mr. SONG Chunfeng and Mr. ZHAO Peng are all re-elected Directors and their terms of office will commence from the date of election at the AGM. Mr. WANG Xiaoyong, Mr. ZHANG Juntong, Mr. LIANG Xinjie and Mr. LIN Li will take office after their election at the AGM and their qualifications as Directors approved by the National Financial Regulatory Administration (NFRA), the terms of which will commence from the date of such approval by the NFRA. They shall be eligible for re-election at the expiry of their terms of office subject to the fulfilment of the provisions of the laws and regulations and the Articles of Association. The non-executive Directors and executive Directors of the ninth session of the Board of the Bank will receive appropriate remuneration, including annual fees and allowances for special committees, in accordance with relevant national regulations and the Bank's remuneration-related practices. Please refer to the annual report to be published by the Bank in due course for the specific amount of their remuneration.

Save as disclosed herein, the candidates for non-executive Directors and executive Directors of the ninth session of the Board have not held any directorships in any other listed companies or any other positions with the Bank and its subsidiaries in the past three years. The candidates for non-executive Directors and executive Directors of the ninth session of the Board do not have any relationship with any Directors, Supervisors, other senior management, substantial Shareholders or controlling Shareholders of the Bank, nor do they have any interests in the Shares of the Bank within the meaning of Part XV of the SFO. The candidates for non-executive Directors and executive Directors of the ninth session of the Board do not have any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules or any other matters that need to be brought to the attention of the Shareholders and creditors of the Bank.

For details of the independent opinions issued by the independent non-executive Directors of the Bank, please refer to the relevant announcement of the Bank dated 7 June 2024 on the website of Shanghai Stock Exchange (www.sse.com.cn) and the website of the Bank (www.cmbc.com.cn).

#### 2. Election of Independent Non-executive Directors of the Ninth Session of the Board

According to the Resolution on Nominating the Candidates for Independent Directors of the Ninth Session of the Board of the Bank considered and approved at the ninth extraordinary meeting of the eighth session of the Board of the Bank, the specific list of candidates for independent non-executive Directors of the ninth session of the Board as nominated by the eighth session of the Board is set out below (in no particular order):

#### Candidates for independent non-executive Directors (6)

Mr. QU Xinjiu, Ms. WEN Qiuju, Mr. SONG Huanzheng, Mr. YEUNG Chi Wai, Jason, Mr. CHENG Fengchao and Mr. LIU Hanxing

The biographical details of the candidates for independent non-executive Directors as required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules are as follows:

Mr. QU Xinjiu, born in 1964, is an independent non-executive Director of the eighth session of the Board of the Bank. Mr. QU is currently a professor of China University of Political Science and Law and a part-time lawyer of Beijing Fada Law Firm. Mr. QU served previously as a deputy dean and dean of the School of Criminal Justice of China University of Political Science and Law, the director of the Institute of Criminal Law of the School of Criminal Justice of China University of Political Science and Law, and served concurrently as a deputy director of the investigation supervision department of the Supreme People's Procuratorate of the People's Republic of China, a deputy procurator-general of People's Procuratorate of Fengtai District of Beijing Municipality, and a part-time lawyer of Beijing Dadi Law Firm. Mr. QU obtained his Ph.D. Degree in Procedural Law from China University of Political Science and Law in 2001. Mr. QU has the qualifications for university teachers and lawyers.

Ms. WEN Qiuju, born in 1965, is an independent non-executive Director of the eighth session of the Board of the Bank. Ms. WEN currently serves as a managing partner of Da Hua Certified Public Accountants LLP and the chairman of Da Hua International Management Consulting (Beijing) Co., Ltd. (大華國際管理諮詢(北京)有限 公司). Ms. WEN obtained a Master's Degree in Western Accounting from Dongbei University of Finance and Economics in 1989. She is a certified public accountant and a certified public valuer.

Mr. SONG Huanzheng, born in 1968, is an independent non-executive Director of the eighth session of the Board of the Bank. Mr. SONG currently serves as the director and senior partner of Beijing S&P Law Firm, a consultant expert for Civil Administrative Cases of the Supreme People's Procuratorate, a member of the lawyer team of the China National Committee of the International Chamber of Commerce (ICC), a standing council member of the Chinese Civil Procedural Law Association of the China Law Society, a member of the Expert Committee for China Association of Trade in Services, a standing council member of the Corporate Governance Research Branch of the China Behaviour Law Association, an expert of the think tank of the China Academy of Management Science, a member of the Capital Market and Securities Legal Affairs Professional Committee, and the M&A and Reorganisation Legal Professional Committee of the Beijing Lawyers Association, an external director of a municipal state-owned enterprise under the State-owned Assets Supervision Administration Commission of People's Government of Beijing Municipality (Beijing SASAC) (appointed to Beijing State-owned Assets Management Co., Ltd.), an arbitrator and a member of the Expert Advisory Committee of the Chongging Arbitration Commission, a part-time professor of the School of Law and the director of the Legal Practice Research Centre of Xiangtan University. Mr. SONG was the chief lawyer of China Real Estate Development Group, a standing council member of Chinese Society of International Economic Law and an external director of a municipal state-owned enterprise under the Beijing SASAC (appointed to the Beijing Enterprises Group Company Limited). Mr. SONG obtained a Master's Degree in Economic Law from Southwest University of Political Science & Law in 1993. He is qualified as a lawyer.

Mr. YEUNG Chi Wai, Jason, born in 1955, Chinese (Hong Kong) nationality, is an independent non-executive Director of the eighth session of the Board of the Bank. Mr. YEUNG currently serves as the Group Chief Compliance and Risk Management Officer of Fung Holdings (1937) Limited, and an independent non-executive director of China Telecom Corporation Limited. Mr. YEUNG served as an independent non-executive director of Bank of Communications Co., Ltd. and AviChina Industry & Technology Company Limited; a deputy chief executive (personal banking business) of Bank of China (Hong Kong) Limited, the board secretary of Bank of China (Hong Kong) Limited, the board secretary of Bank of China Limited; a director and legal counsel of China Everbright Limited and China Everbright International Ltd.; a lawyer and partner of Woo Kwan Lee & Lo; a member of the Hong Kong Hospital Authority Board; a director of The Hong Kong Mortgage Corporation Limited and the Financial Dispute Resolution Centre; a member of the Insurance Advisory Committee of HKSAR Government. He also worked in the Hong Kong Government and the Hong Kong Securities and Futures Commission. Mr. YEUNG obtained his Master's Degree in Business Administration from the Business School of the University of Western Ontario, Canada in 2001. Mr. YEUNG is qualified as a lawyer.

Mr. CHENG Fengchao, born in 1959, is an independent non-executive Director of the eighth session of the Board of the Bank. Mr. CHENG serves as the chairman of the Research Society for Finance and Industry (a social organisation), an independent non-executive director of PICC Property and Casualty Company Limited and Sinochem International Corporation, a member of the Academic Advisory Committee of the China Association for Public Companies, and a doctoral supervisor of Hunan University. Mr. CHENG was previously an equity director of Industrial and Commercial Bank of China Limited and Agricultural Bank of China Limited, an supervisor of China Everbright Group Limited, an external supervisor of Everbright Securities Company Limited, an external supervisor of China Huarong Asset Management Company Limited (currently known as "China CITIC Financial Asset Management Co., Ltd."), an independent non-executive director of Minerals Capital Company Limited, Beijing GeoEnviron Engineering & Technology, Inc., Lihuayi Weiyuan Chemical Co., Ltd. and Tongfang Co., Ltd., the legal representative of Beijing Mingjia Zhibo Enterprise Management Consulting Co., Ltd. (北京名嘉智博企業管理諮詢有限公司), the general manager of the development research department, appraisal management department, etc. of China Great Wall Asset Management Company (currently known as "China Great Wall Asset Management Co., Ltd."), and a vice chairman and the secretary general of the Hebei Institute of Certified Public Accountants. Mr. CHENG obtained his Ph.D. Degree in Management Science and Engineering from Business School of Hunan University in 2004. He is a financial science researcher, a senior accountant, a certified public accountant, and a certified public valuer.

Mr. LIU Hanxing, born in 1973, is an independent non-executive Director of the eighth session of the Board of the Bank. Mr. LIU is now the general manager of Mingzhe Maosheng (Hainan) Investment Co., Ltd. He previously served as the director of the general office, asset allocation & research department and equity management department of the National Council for Social Security Fund of the People's Republic of China, an non-executive director of Bank of Communications Co., Ltd., an vice president of Beijing branch of Bank of Communications Co., Ltd., a deputy division director of the non-bank department and a deputy division director of the information centre of the former China Banking Regulatory Commission, and a principal staff member of the general office of the People's Bank of China. Mr. LIU obtained his Ph.D. Degree in Management Science and Engineering from the Graduate School of the Chinese Academy of Sciences in 2012. He holds the qualification of intermediate financial economist.

The term of office of the Directors of the ninth session of the Board is three years. Mr. QU Xinjiu, Ms. WEN Qiuju, Mr. SONG Huanzheng, Mr. YEUNG Chi Wai, Jason, Mr. CHENG Fengchao and Mr. LIU Hanxing are all re-elected Directors and their terms of office will commence from the date of election at the AGM. The independent non-executive Directors shall not serve the Bank for a cumulative period of more than six years, and shall be eligible for re-election at the expiry of their terms of office subject to the fulfilment of the provisions of the laws and regulations and the Articles of Association. The remuneration of the independent non-executive Directors of the ninth session of the Board of the Bank will be determined in accordance with the Rules for Remuneration of Directors and Supervisors of China Minsheng Banking Corp., Ltd. (《中國民生銀行股份有限公司董事、監事薪酬制度》), including a monthly remuneration of RMB50,000 before tax for the Directors and, depending on the actual circumstances, allowances for special committees, meeting fees and research fees. Please refer to the annual report to be published by the Bank in due course for the specific amount of their remuneration.

Save as disclosed herein, the candidates for independent non-executive Directors of the ninth session of the Board have not held any directorships in any other listed companies or any other positions with the Bank and its subsidiaries in the past three years. The candidates for independent non-executive Directors of the ninth session of the Board do not have any relationship with any Directors, Supervisors, other senior management, substantial Shareholders or controlling Shareholders of the Bank, nor do they have any interests in the Shares of the Bank within the meaning of Part XV of the SFO. The candidates for independent non-executive Directors of the ninth session of the Board do not have any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules or any other matters that need to be brought to the attention of the Shareholders and creditors of the Bank.

The Nomination Committee of the Board is of the view that the candidates for independent non-executive Directors of the ninth session of the Board meet the conditions of office, qualifications and independence requirements set out in the laws, regulations and the Articles of Association.

The candidates for independent non-executive Directors of the ninth session of the Board have extensive experience in the fields of law, accounting, auditing, management consulting, finance, supervision and compliance, banking and securities business. Their appointment as independent non-executive Directors of the Bank will be conducive to the Bank in maintaining the Board diversity, which brings in a wealth of expertise and experience to the Board. In deciding on the nomination of candidates for independent non-executive Directors, the Nomination Committee of the Board and the Board have considered the benefits that a candidate for independent non-executive Director would bring to the Board from various aspects, including but not limited to gender, age, culture, educational background, professional experience, skills and knowledge.

As at the Latest Practicable Date, the candidates for independent non-executive Directors of the ninth session of the Board have confirmed that (i) they are independent in respect of each of the factors set out in Rules 3.13(1) to (8) of the Hong Kong Listing Rules; (ii) they have no past or present financial or other interests in the business of the Bank or any of the subsidiaries of the Bank, and do not have any connection with any of the Bank's core connected persons (as defined under the Hong Kong Listing Rules); and (iii) at the time of their proposed appointment, there are no other factors which may affect their independence.

For details of the statement and undertaking by the nominators of independent non-executive Directors of the ninth session of the Board of the Bank, the statement and undertaking by the candidates for independent non-executive Directors, the independent opinions issued by the independent non-executive Directors of the Bank, and review opinions issued by the Nomination Committee of the Board on the qualification of the candidates for independent non-executive Directors, please refer to the relevant announcement of the Bank dated 7 June 2024 on the website of Shanghai Stock Exchange (www.sse.com.cn) and the website of the Bank (www.cmbc.com.cn).

This resolution is an accumulative voting resolution, and is submitted for consideration at the AGM. Details of the voting method of the accumulative voting system are set out in the revised form of proxy dated 6 June 2024 published on the HKEXnews website (www.hkexnews.hk) of the Hong Kong Stock Exchange.

# 3. Election of Shareholder Supervisors and External Supervisors of the Ninth Session of the Board of Supervisors

According to the Resolution Nominating the Candidates for Shareholder Supervisors and External Supervisors of the Ninth Session of the Board of the Supervisors of the Bank considered and approved at the fourth extraordinary meeting of the eighth session of the Board of Supervisors of the Bank, the specific list of candidates for Shareholder Supervisors and external Supervisors of the ninth session of the Board of the Supervisors is set out below (in no particular order):

#### (I) Candidates for Shareholder Supervisors (2)

Mr. WENG Zhenjie and Mr. WU Di

#### (II) Candidates for external Supervisors (2)

Mr. LU Zhongnan and Mr. LI Yu

The biographical details of the candidates for Shareholder Supervisors as required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules are as follows:

Mr. WENG Zhenjie, born in 1962, is a non-executive Director of the eighth session of the Board of the Bank and a member of the Strategic Development and Consumer Rights Protection Committee, the Compensation and Remuneration Committee and the Audit Committee of the eighth session of the Board. Mr. WENG is the chairman of Chongqing International Trust Inc. and GuoDu Securities Co., Ltd. Mr. WENG also serves as a director of China Trust Protection Fund Co., Ltd., and China Trust Registration Corporation Limited. Mr. WENG worked as the chairman and chief executive officer of Chongqing International Trust Inc., the chairman of Southwest Securities Co., Ltd., the chairman of Chongqing Three Gorges Bank Co., Ltd., a director of Hefei Science & Technology Rural Commercial Bank Company Limited, a member of the 9th Central Economic Committee of China National Democratic Construction Association (CNDCA), a deputy officer of the 10th and 11th Central Financial Committee of CNDCA, a deputy to the third and fourth Chongqing Municipal People's Congress and a standing committee member of the standing committee of the third and fourth Chongqing Municipal People's Congress, a standing member of the 5th CPPCC Chongqing Municipal Committee, a deputy general manager of Beijing Centergate Technologies (Holding) Co., Ltd., an instructor of the Chinese People's Liberation Army Institute of Telecommunication Engineering, and a vice chairman of the Chongqing Municipal Committee of CNDCA. Mr. WENG obtained his Master's Degree in Engineering in 1986. He is a senior economist, an expert with special allowances of the State Council and has been granted the honorary title of National Model Worker.

Mr. WU Di, born in 1965, is a non-executive Director of the eighth session of the Board of the Bank and a member of the Compensation and Remuneration Committee, the Risk Management Committee and the Related Party Transactions Supervision Committee of the eighth session of the Board. Mr. WU is the chairman and president of Good First Group Co., Ltd., and a director of Hangzhou United Rural Commercial Bank. Mr. WU is also a deputy to the Fujian Provincial People's Congress, a vice chairman of Fujian Federation of Commerce & Industry, an honorary vice chairman of Fujian Society for Promotion of the Guangcai Programme, the honorary chairman of the Non-Stated-Owned Enterprise Chamber of Commerce in Fujian, a member of the CPPCC Xiamen Municipal Committee, a vice chairman of Xiamen Municipal Committee of CNDCA, the vice president of the General Association of Liaoning Entrepreneurs, the honorary chairman of the Xiamen Chamber of Commerce in Shanghai, the chairman of the Liaoning Chamber of Commerce in Fujian and a council member of Jimei University. Mr. WU obtained his Ph.D. Degree in Economics from Renmin University of China and now serves as director of the education foundation and a guest professor of Renmin University of China. Mr. WU is a senior economist.

The biographical details of the candidates for external Supervisors as required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules are as follows:

Mr. LU Zhongnan, born in 1955, is currently a Shareholder Supervisor of the eighth session of the Board of Supervisors of the Bank and is also a member of the Supervisory Committee and the Nomination and Examination Committee of the eighth session of the Board of Supervisors of the Bank. Mr. LU is currently an independent non-executive director of Yantai Bank Co., Ltd. and Harbin Bank Financial Leasing Co., Ltd. (哈銀金融租賃有限責任公司). Mr. LU was previously an independent non-executive director of Qilu Bank Co., Ltd. Mr. LU graduated from the postgraduate course for advanced studies in economic management from Heilongjiang Provincial Academy of Social Sciences. He is currently a senior economist.

Mr. LI Yu, born in 1974, is currently a Shareholder Supervisor of the eighth session of the Board of Supervisors of the Bank. He is also a member of the Supervisory Committee and the Nomination and Examination Committee of the eighth session of the Board of Supervisors. Mr. LI is currently a vice chairman of Shanghai Innovation Investment Limited (上海創新投資有限公司) and the CEO of Ranger- Duree Healthcare Management Group Co., Ltd. Mr. LI was previously the executive president of Shandong Yatai Zhonghui Group Co., Ltd. (山東亞太中慧集團) and a vice president of Pacific Alliance Group. Mr. LI obtained his Master's Degree in Economics (majoring in Finance) from the School of Finance of Renmin University of China.

The term of office of the Supervisors of the ninth session of the Board of Supervisors is three years. The terms of office will commence from the date of election of a new session of Shareholder Supervisors and external Supervisors at the AGM. The Shareholder Supervisors and external Supervisors of the ninth session of the Board of Supervisors of the Bank will receive appropriate remuneration, including annual fees and allowances for special committees, in accordance with relevant national regulations and the Bank's remuneration-related practices. Please refer to the annual report to be published by the Bank in due course for the specific amount of their remuneration.

Save as disclosed herein, the candidates for Shareholder Supervisors and external Supervisors of the ninth session of the Board of Supervisors have not held any directorships in any other listed companies or any other positions with the Bank and its subsidiaries in the past three years. The candidates for Shareholder Supervisors and external Supervisors of the ninth session of the Board of Supervisors do not have any relationship with any Directors, Supervisors, other senior management, substantial Shareholders or controlling Shareholders of the Bank, nor do they have any interests in the Shares of the Bank within the meaning of Part XV of the SFO. The candidates for Shareholder Supervisors and external Supervisors of the ninth session of the Board of Supervisors do not have any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules or any other matters that need to be brought to the attention of the Shareholders and creditors of the Bank.

The employee Supervisors of the ninth session of the Board of Supervisors of the Bank are elected by the employee representative meeting or the labour union of the Bank in accordance with the laws, regulations, and the Articles of Association.

#### Supplemental Notice of AGM and revised form of proxy

The Bank will convene the AGM at 2:00 p.m. on Wednesday, 26 June 2024 as scheduled at Conference Room No. 3, 1/F, Minsheng Bank East Gate, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC.

As the original notice (the "Original Notice") and the original form of proxy (the "Original Form of Proxy") of the AGM dispatched together with the Original Circular do not contain the additional ordinary resolutions as set out in this supplemental circular, the Bank has prepared the supplemental notice of the AGM, which is set out in pages 16 to 19 in this supplemental circular. A revised form of proxy is also enclosed to include the additional ordinary resolutions.

According to the Articles of Association, (i) if the amount of equity interest in the Bank pledged by a shareholder reaches or exceeds 50% of his/her shareholding in the Bank, the voting right of such shareholder at the shareholders' general meeting shall be restricted; and (ii) if a substantial shareholder's credit granted by the Bank is overdue, the voting right of such shareholder at the shareholders' general meeting shall be restricted.

Details of other resolutions to be considered at the AGM, the qualification of Shareholders entitled to attend the AGM, registration procedures and book close period of H Shares, voting and other matters have been set out in the Original Circular and the Original Notice dispatched to the Shareholders on 3 June 2024.

#### CANCELLATION OF TWO RESOLUTIONS AT THE AGM

As a result of the resolutions at the ninth extraordinary meeting of the eighth session of the Board to nominate Mr. WANG Xiaoyong and Mr. ZHANG Juntong as executive Directors of the ninth session of the Board of the Bank, the two resolutions set out in the Original Notice, the Original Circular and the Original Form of Proxy, namely, resolution regarding the election of Mr. WANG Xiaoyong as executive Director and resolution regarding the election of Mr. ZHANG Juntong as executive Director, will no longer be tabled at the AGM for the consideration. Save for the cancellation of the above two resolutions, there is no change to the contents as set out in the Original Notice, the Original Circular and the Original Form of Proxy.

#### RECOMMENDATION

The Board considers that the additional resolutions mentioned above are in the best interests of the Bank and its Shareholders. As such, the Board recommends the Shareholders to vote in favour of the additional resolutions to be proposed at the AGM.

By Order of the Board
CHINA MINSHENG BANKING CORP., LTD.
Gao Yingxin
Chairman

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(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01988)

## SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING FOR 2023

**Reference is made to** the notice of the 2023 annual general meeting (the "AGM") of China Minsheng Banking Corp., Ltd. (the "Bank") dated 3 June 2024 (the "Original Notice"), setting out the time and venue of the AGM and resolutions to be proposed at the AGM for the consideration and approval of the Shareholders.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as previously scheduled at 2:00 p.m. on Wednesday, 26 June 2024 at Conference Room No. 3, 1/F, Minsheng Bank East Gate, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC. As a result of the resolutions at the ninth extraordinary meeting of the eighth session of the Board to nominate Mr. Wang Xiaoyong and Mr. Zhang Juntong as executive Directors of the ninth session of the Board of the Bank, the two resolutions set out in the Original Notice, the Original Circular of the AGM and the Original Form of Proxy, namely, resolution regarding the election of Mr. Wang Xiaoyong as executive Director and resolution regarding the election of Mr. Zhang Juntong as executive Director, will no longer be tabled at the AGM for the consideration. Save for the cancellation of the above two resolutions, there is no change to the contents as set out in the Original Notice, the Original Circular of the AGM and the Original Form of Proxy. Furthermore, the AGM will consider and pass the following additional resolutions, if thought fit:

#### **ORIDINARY RESOLUTIONS**

#### **Non-accumulative Voting Resolutions**

- 14.00 The resolutions regarding the election of non-executive Directors and executive Directors of the ninth session of the Board of China Minsheng Banking
  - 14.01 Election of Zhang Hongwei as non-executive Director of the Bank
  - 14.02 Election of Liu Yonghao as non-executive Director of the Bank
  - 14.03 Election of Shi Yuzhu as non-executive Director of the Bank
  - 14.04 Election of Song Chunfeng as non-executive Director of the Bank

### SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING FOR 2023

- 14.05 Election of Zhao Peng as non-executive Director of the Bank
- 14.06 Election of Liang Xinjie as non-executive Director of the Bank
- 14.07 Election of Lin Li as non-executive Director of the Bank
- 14.08 Election of Gao Yingxin as executive Director of the Bank
- 14.09 Election of Wang Xiaoyong as executive Director of the Bank
- 14.10 Election of Zhang Juntong as executive Director of the Bank
- 15.00 The resolutions regarding the election of Shareholder Supervisors and external Supervisors of the ninth session of the Board of Supervisors of China Minsheng Banking
  - 15.01 Election of Weng Zhenjie as Shareholder Supervisor of the Bank
  - 15.02 Election of Wu Di as Shareholder Supervisor of the Bank
  - 15.03 Election of Lu Zhongnan as external Supervisor of the Bank
  - 15.04 Election of Li Yu as external Supervisor of the Bank

#### **Accumulative Voting Resolutions**

- 16.00 The resolutions regarding independent non-executive Directors of the ninth session of the Board of China Minsheng Banking
  - 16.01 Election of Qu Xinjiu as independent non-executive Director of the Bank
  - 16.02 Election of Wen Qiuju as independent non-executive Director of the Bank
  - 16.03 Election of Song Huanzheng as independent non-executive Director of the Bank
  - 16.04 Election of Yeung Chi Wai, Jason as independent non-executive Director of the Bank
  - 16.05 Election of Cheng Fengchao as independent non-executive Director of the Bank
  - 16.06 Election of Liu Hanxing as independent non-executive Director of the Bank

By Order of the Board
CHINA MINSHENG BANKING CORP., LTD.
Gao Yingxin
Chairman

7 June 2024

As at the date of this supplemental notice, the Executive Director of the Bank is Mr. Gao Yingxin; the Non-Executive Directors are Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Shi Yuzhu, Mr. Wu Di, Mr. Song Chunfeng, Mr. Yang Xiaoling and Mr. Zhao Peng; and the Independent Non-Executive Directors are Mr. Qu Xinjiu, Ms. Wen Qiuju, Mr. Song Huanzheng, Mr. Yeung Chi Wai, Jason, Mr. Cheng Fengchao and Mr. Liu Hanxing.

#### SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING FOR 2023

#### Notes:

- 1. Apart from the cancellation of the resolution regarding the election of Mr. Wang Xiaoyong as executive Director and resolution regarding the election of Mr. Zhang Juntong as executive Director and the newly proposed resolutions, there are no other changes to the other resolutions and other related matters stated in the Original Notice. For details of other resolutions to be considered and approved at the AGM and other related matters, please refer to the Original Notice and the Original Circular dispatched to the shareholders of the Bank on 3 June 2024.
- 2. Any member of the Bank entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Bank. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- 3. Shareholders of the Bank shall appoint their proxies in writing. The revised form of proxy shall be signed by the shareholder or his/her/its attorney who has been authorized in writing. If the shareholder is a corporation, the revised form of proxy shall be affixed with the corporation's seal or signed by its director, or its attorney duly authorized in writing. If the revised form of proxy is signed by the attorney of the shareholder, the power of attorney or other authorization document shall be notarized. For holders of H shares, the aforementioned documents must be lodged with the H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the AGM (i.e. not later than 2:00 p.m. on Tuesday, 25 June 2024) in order for such documents to be valid. Completion and delivery of the revised form of proxy shall not preclude a member of the Bank from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 4. If any shareholder has not returned the original form of proxy (the "Original Form of Proxy") for the AGM dispatched by the Bank on 3 June 2024 in accordance with the instructions specified therein and intends to appoint his/her proxies to attend the AGM on his/her behalf, he/she shall return the revised form of proxy (the "Revised Form of Proxy") for the AGM delivered by the Bank on 7 June 2024. In such case, shareholders are not required to return the Original Form of Proxy.
- 5. If any shareholder has returned the Original Form of Proxy in accordance with the instructions specified therein, he/she shall pay attention to the followings:
  - a) If any shareholder has not returned the Revised Form of Proxy, the Original Form of Proxy so duly completed will be regarded as a valid form of proxy submitted by such shareholder (except that the original "12. The resolution regarding the election of Mr. Wang Xiaoyong as executive Director" and "13. The resolution regarding the election of Mr. Zhang Juntong as executive Director" are cancelled and will not be submitted at the 2023 AGM for consideration). The proxies specified in the Original Form of Proxy will be entitled to vote on any resolution duly proposed at the AGM (including the additional resolutions stated in this supplemental notice of the AGM) as previously instructed by such shareholder or at their discretion (if no instructions have been given).
  - b) If any shareholder has returned the Revised Form of Proxy at least 24 hours before the appointed time of the AGM (i.e. no later than 2:00 p.m. on Tuesday, 25 June 2024), the Revised Form of Proxy so completed will be regarded as a valid form of proxy submitted by such shareholder.
  - c) If any shareholder returns the Revised Form of Proxy after the deadline contained in this supplementary notice of the AGM, the Revised Form of Proxy will be deemed invalid and the Original Form of Proxy previously submitted by such shareholder will not be revoked. The Original Form of Proxy so completed will be regarded as a valid form of proxy submitted by such shareholder (except that the original "12. The resolution regarding the election of Mr. Wang Xiaoyong as executive Director" and "13. The resolution regarding the election of Mr. Zhang Juntong as executive Director" are cancelled and will not be submitted at the 2023 AGM for consideration). The proxies specified in the Original Form of Proxy will be entitled to vote on any resolution duly proposed at the AGM (including the additional resolutions stated in this supplemental notice of the AGM) as previously instructed by such shareholder or at their discretion (if no instructions have been given).

#### SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING FOR 2023

- 6. Shareholders who intend to attend the AGM (in person or by proxy) shall complete and deliver the reply slip of the AGM to Computershare Hong Kong Investor Services Limited or the office of the Board of the Bank by hand, post or fax on or before Friday, 21 June 2024.
- 7. Shareholders shall produce their identification documents when attending the AGM.
- 8. If a proxy attends the AGM on behalf of a shareholder, he/she shall produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specify the date of its issuance. If a representative of a corporate shareholder attends the AGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or other notarized copy of any authorization documents issued by such corporate shareholder.
- 9. The AGM is expected to last for half a day. Shareholders who attend the AGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
- 10. For details regarding the additional resolutions, please refer to the supplemental circular dated 7 June 2024.
- 11. References to times and dates of this supplemental notice are to Hong Kong times and dates.