



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)

**Terms of Reference for Nomination Committee of the Board of
Directors of China Minsheng Banking Corp., Ltd.***

Chapter 1 General

Article 1 These terms of reference were formulated in accordance with the Company Law of the People's Republic of China, the Commercial Banking Law of the People's Republic of China, the Corporate Governance Guidelines for Banking and Insurance Institutions, Measures for the Administration of Independent Directors of Listed Companies, the Articles of Association of China Minsheng Banking Corp., Ltd. (hereinafter referred to as the "Articles of Association") and other relevant laws, administrative regulations, rules and regulatory documents.

Article 2 The Nomination Committee of the board of directors (hereinafter referred to as the "Committee") is a special authority established by the board of directors in accordance with the Articles of Association and shall be accountable to the board of directors. It shall also provide professional opinions on the decision-making of the board of directors or make decisions on professional matters upon authorization by the board of directors.

Article 3 The members of the Committee shall be directors who have professional knowledge or work experience appropriate to the duties of the Committee. The Committee shall comprise at least three members, with the majority being independent directors and the chairman shall be an independent director. The composition of the Committee and change of the members shall be nominated by the chairman of the board of directors and shall be determined by the board of directors.

Article 4 The term of office of the members of the Committee shall be the same as that of the directors, subject to re-election and reappointment upon expiration of their term of office. If any member ceases to hold office as a director of the Bank during his/her term of office, he/she will be automatically disqualified as a member of the Committee. If the number of members is less than three as a result of the vacancy, the board of directors shall fill the vacancy as soon as possible in accordance with Article 3 of these terms of reference.

Article 5 The Committee shall establish a secretarial body and have one secretary to the Committee. The secretary to the Committee and the secretarial body shall assist the Committee in its performance and operation.

Chapter 2 Duties and Obligations

Article 6 The major duties of the Committee are:

- (1) analyzing and assessing the structure, size and diversity (including but not limited to gender, age, culture and educational background, professional experience, skills, knowledge and length of service) of the board of directors and making recommendations to the board of directors to implement the Bank's corporate strategy annually;
- (2) responsible for formulating selection criteria and process of directors and senior management of the head office and making recommendations to the board of directors; and considering candidates on merit and against the objective criteria, with due regard for the benefits of diversity of the board of directors when identifying suitable candidates of directors;
- (3) extensively searching for qualified candidates for the offices of directors and senior management of the head office;
- (4) extensively searching for and selecting outstanding management talents, and proposing candidates for senior executives of head office departments and branches to the senior management of the head office;
- (5) performing selection, review on the qualifications of candidates for the offices of directors and senior management of the head office and making recommendations on the following matters to the board of directors;
 1. nomination or appointment or removal of directors;
 2. appointment or dismissal of senior management of the head office;
 3. other matters stipulated by the laws, administrative regulations, rules, regulatory documents and Articles of Association.
- (6) reviewing the qualifications of candidates for the offices of independent directors, including their independence, professionalism, experience and ability;
- (7) reviewing the independence and performance of independent directors on a regular basis;
- (8) reviewing and approving the qualifications of candidates for presidents of branches to be employed, presidents of Credit Card Center and persons in charge of finance department and the candidates to be served as chairman, chief supervisor and general managers of subsidiaries before the commencement of their terms of office;
- (9) formulating the working procedures of electing additional directors and senior management of the head office under special circumstances and carrying out additional nomination when necessary;
- (10) guiding and supervising the establishment and improvement of an integrated database for developing management personnel of the Bank;

- (11) regularly reviewing the time required for a director to perform his/her duties;
- (12) reviewing the Board Diversity Policy, as appropriate, reviewing the measurable objectives that the board of directors has set for implementing the Board Diversity Policy, and the progress on achieving the objectives, and making disclosure of its review results in the Corporate Governance Report annually;
- (13) performing duties stipulated by the laws, administrative regulations, rules and requirements of the securities regulators in the place where the shares of the Bank are listed and dealing with other matters conferred by the board of directors.

The Committee shall avoid being affected by shareholders and shall exercise the right to nominate directors in an independent and prudent manner.

Article 7 The Committee may establish a work leadership group for major works to specifically instruct the conduct of such works.

Article 8 The Committee may engage an intermediary to conduct special consultation on important matters.

Article 9 The Committee may require the relevant departments of the Bank to provide such information as may be necessary for performing its duties and shall be authorized to require the relevant departments and employees of the Bank to provide assistance.

Chapter 3 Rules of Proceedings

Article 10 Meetings of the Committee shall be convened by its chairman when necessary and a notice specifying the items to be discussed, venue and time of the meeting shall be given by the secretarial body of the Committee to all members of the Committee five days prior to such meeting. The chairman of the Committee (or in his or her absence or being unable to preside over the meeting, a member who is an independent director designated by the chairman) shall chair the meeting.

In case of an emergency where an extraordinary meeting shall be held as soon as possible, the above-mentioned notice period to convene a meeting may be exempted subject to the consent of the chairman of the Committee, provided that the chairman of the Committee shall make an explanation at the meeting.

Article 11 The quorum of the meetings of the Committee shall be not less than two thirds of the members. A resolution proposed to the board of directors shall be passed by not less than half of all members of the Committee before being submitted and a resolution authorized by the board of directors to resolve shall be passed by not less than two thirds of all members of the Committee.

Article 12 The meetings of the Committee may be convened in the form of meeting in person or circulating written resolutions.

Article 13 Subject to the consent of the chairman of the Committee, the Committee may invite other relevant directors, supervisors and senior management of the Bank to attend the meetings. The Committee may also invite intermediaries to send representatives to attend the meetings when necessary.

Article 14 The meetings of the Committee shall vote by a poll. Each member shall be entitled to one vote provided that any members having interests in the considered proposals shall abstain from voting on the proposal.

Members of the Committee who are not able to present in person at the meeting may submit their written opinions to the chairman of the Committee before the convening of the meeting.

Article 15 Minutes of the meetings shall be kept after the physical meetings of the Committee, which shall be true, accurate and complete, and fully reflect the opinions of the attendees on the matters considered and the voting results of each voting matter. Relevant personnels, including the directors, the secretary to the board of directors and the the person who takes the minutes attending the meetings, shall sign on the minutes of the meetings for confirmation. Based on the review of the directors, the Bank shall keep the finalized minutes of the meetings for filing, which shall be circulated to all members of the Committee.

Minutes of the meetings shall be kept at meetings convened through circulation of written proposal, setting out the voting results of each voting matter, and the minutes of meeting shall be circulated to all members of the Committee and filed.

Article 16 Members and other personnel present at the meetings shall have an obligation to keep all matters discussed in such meetings confidential and shall not disclose the relevant information without authorization.

Article 17 Members of the Committee shall duly perform their duties and participate in the meetings and activities of the Committee on time. The attendance of the members shall be a criterion of the evaluation of the performance of the directors concerned.

Article 18 The independent directors serving as members of the Committee shall perform their duties in The accordance with the relevant laws, administrative regulations, rules, regulatory documents and the Articles of Association. When the independent directors performing their duties and noticing the significant matters of the Bank within the scope of duties of the Committee, they can bring forth the matters to the Committee for discussion and consideration in a timely manner in accordance with the procedures.

Article 19 The Committee shall submit an annual working report or (when necessary) an interim report to the board of the directors concerned.

Article 20 The Bank shall prepare and keep the files of the meetings of the Committee, which include meeting notices, meeting materials, votes, minutes of the meeting signed and confirmed by the attending directors or the minutes of the meetings shall be kept at meetings convened through circulation of written proposal, etc. The meeting records of the Committee shall be kept permanently.

Chapter 4 Working Procedures

Article 21 The Committee shall formulate its annual working plan based on the strategies and working plan of the board of directors.

Article 22 The working procedures of the Committee shall include proposing resolutions, decision-making, reporting, handling extraordinary resolutions and feedback upon decisions.

Article 23 Proposing resolutions procedures. Proposals of the meeting include matters specifically required to be considered and voted on, reports to be heard or matters to be reported.

The proposal submitting department shall submit the proposal signed by the authorized person in writing to the secretarial body of the Committee, who shall request the chairman of the Committee to convene a meeting to study such proposal. The time limit for submission of the proposal shall meet the operational and management requirements of the Committee.

The Committee shall, based on its duties and the Bank's development needs, and also has the right to discuss and study the relevant matters required to be decided by the board of directors and directly make a proposal.

Article 24 Decision-making procedures. The chairman of the Committee shall organize the meeting to study and consider or listen to the proposal, and if necessary, communicate with the management, relevant departments, other special committees or other directors on the contents of the proposal before the meeting to form a review opinion. The Committee shall submit the proposal considered and approved to the board of directors. The secretarial body of the Committee shall notify the proposal submitting department in a timely manner of the opinions or requests of the Committee for proposals that have not been passed, that have been postponed for voting, or that the Committee considers to be inaccurate, unspecific, or insufficient in relevant materials.

The Committee shall exercise its decision-making authority over the matters authorized for decision-making by the board of directors, and may make resolutions as necessary, notify relevant departments in a timely manner for implementation and report to the board of directors for filing.

Article 25 Reporting procedures. The Committee shall discuss and study the matters within its terms of reference that are not required to be decided based on its duties and working plan. If it is necessary to report to the board of directors according to relevant requirements or the Committee deems it necessary to further report to the board of directors, the Committee shall report to the board of directors after its study and approval.

Article 26 Handling extraordinary resolutions procedures. The Committee shall arrange and convene a meeting for the discussion of extraordinary resolutions forwarded by the chairman of the board of directors or approved by the chairman of the Committee immediately after the receipt of such resolutions.

Article 27 Feedback upon decisions procedures. Upon forming a resolution or deliberating an opinion, the Committee shall issue a notice to or share Committee’s opinion with the proposal submitting department or the undertaking department, make arrangements and exercise supervision when necessary, and listen to the reporting of the implementation progresses.

Chapter 5 Miscellaneous

Article 28 A “meeting in person” referred to in these terms of reference shall mean a meeting attended in person or convened by way of video or telephone, etc. which can make sure that attendants can communicate and discuss matters instantly.

A meeting convened by way of “circulating written resolutions” referred to in these terms of reference shall mean a meeting method in which a vote is made on a proposal by serving it for consideration or by circulating it for consideration, respectively, or by circulating a report and giving feedback.

Article 29 Unless otherwise specified, terms used herein shall have the same meanings as those defined in the Articles of Association.

Article 30 These terms of reference shall come into effect upon the passing of the resolution of the board of directors. The original Terms of Reference for the Nomination Committee of the Board of Directors of China Minsheng Banking Corp., Ltd. (considered and approved at the twenty-ninth meeting of the eighth session of the board of directors on 30 November 2022) was repealed simultaneously.

Article 31 For any matters not covered by these terms of reference or in the event of any conflict with the relevant provisions of the laws, administrative regulations, rules, regulatory documents or the Articles of Association promulgated or amended after these terms of reference come into effect, such provisions shall prevail.

Article 32 The interpretation of these terms of reference shall be vested in the board of directors of the Bank.