
THIS 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. (the “Company”), you should at once hand this supplemental circular and the form of proxy dispatched by the Company on 22 March 2012 to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**Supplemental Circular of the Circular to Shareholders dated 24 February 2012
in relation to
Additional Resolution to be proposed at the First EGM in 2012 for
Amendment to the Articles of Association
and
Supplemental Notice of the First EGM in 2012**

This supplemental circular (the “Supplemental Circular”) should be read in conjunction with the circular to shareholders dated 24 February 2012 (the “First Circular”).

A notice convening the first extraordinary general meeting (the “First EGM in 2012”) in 2012 of the Company to be held at 9:00 a.m. on Tuesday, 10 April 2012 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC was set out in the First Circular. The supplemental notice of the extraordinary meeting dated 22 March 2012 is set out on pages 3 to 4 of this Supplemental Circular.

Additional resolution for the amendment of the articles of association of the Company (the “Articles”) will be proposed at the First EGM in 2012. Details of the resolution will be set out in this Supplemental Circular. Second form of proxy for the use at the First EGM in 2012 which contains the additional resolution to be proposed at the First EGM in 2012 are enclosed herewith and also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk). The second form of proxy enclosed herewith shall supersede the form of proxy enclosed in the First Circular. Shareholders who intend to appoint a proxy to attend the First EGM in 2012 shall complete the enclosed second form of proxy in accordance with the instructions printed thereon and return the same not less than 24 hours before the time fixed for holding the First EGM in 2012 or any adjournment thereof (as the case may be). Completion and return of the second form of proxy will not preclude you from attending the First EGM in 2012 and voting in person if you so wish.

22 March 2012

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LETTER FROM THE BOARD



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)

Directors:

Mr. Dong Wenbiao (*Chairman and Executive Director*)
Mr. Hong Qi (*President and Executive Director*)
Mr. Liang Yutang (*Vice President and Executive Director*)
Mr. Zhang Hongwei (*Vice Chairman and Non-executive Director*)
Mr. Lu Zhiqiang (*Vice Chairman and Non-executive Director*)
Mr. Liu Yonghao (*Vice Chairman and Non-executive Director*)
Mr. Wang Yugui (*Non-executive Director*)
Mr. Chen Jian (*Non-executive Director*)
Ms. Wong Hei (*Non-executive Director*)
Mr. Shi Yuzhu (*Non-executive Director*)
Mr. Wang Hang (*Non-executive Director*)
Mr. Wang Junhui (*Non-executive Director*)
Mr. Liang Jinquan (*Independent non-executive Director*)
Mr. Wang Songqi (*Independent non-executive Director*)
Mr. Andrew Wong (*Independent non-executive Director*)
Mr. Qin Rongsheng (*Independent non-executive Director*)
Mr. Wang Lihua (*Independent non-executive Director*)
Mr. Han Jianmin (*Independent non-executive Director*)

Registered Office:

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

Principal Place of

Business in Hong Kong:
36/F, Bank of America Tower,
12 Harcourt Road, Central,
Hong Kong

22 March 2012

Dear Shareholder(s),

**Supplemental Circular of the Circular to Shareholders dated 24 February 2012
in relation to
Additional Resolution to be proposed at the First EGM in 2012 for
Amendment to the Articles of Association
and
Supplemental Notice of the First EGM in 2012**

1. INTRODUCTION

Reference is made to the notice of the First EGM in 2012 issued by the Company on 24 February 2012. The First EGM in 2012 will be held at 9:00 a.m. on Tuesday, 10 April 2012 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhonguancun Nandajie, Haidian District, Beijing, PRC.

LETTER FROM THE BOARD

In accordance with the Articles, shareholder(s) separately or jointly holding 3% or more of the shares in the Company are entitled to submit written proposal of additional resolution to the convener of shareholders' general meeting ten days before the date of the meeting. The convener shall issue a supplemental notice of meeting containing details of the additional resolution in two days after the receipt of the proposal.

On 20 March 2012, Shanghai Giant Lifetech Co., Ltd. (a shareholder holding in aggregate 3.02% of the total issued shares of the Company with voting rights) submitted a written proposal on the amendment of the Articles to the board of directors (the "Board"). In accordance with the relevant laws and regulations and the Articles, the Board has agreed to propose the additional resolution at the First EGM in 2012 for consideration. The form and procedure of the proposed additional resolution is in compliance with the Company Ordinance and the Articles.

2. AMENDMENT TO THE ARTICLES OF ASSOCIATION

It is proposed to change the internal composition of the Supervisory Board set out in the Articles of Association by amending the following original Section 3 of Article 234 of the Articles:

"The Supervisory Board shall have one chairman and one vice chairman. The appointment and removal of the chairman and vice chairman of the Supervisory Board shall be approved by more than two-thirds (including two-thirds) of all supervisors by poll."

It is proposed to amend as follows:

"The Supervisory Board shall have one chairman and several vice chairmen. The appointment and removal of the chairman and vice chairman of the Supervisory Board shall be approved by more than two-thirds (including two-thirds) of all supervisors by poll."

The amendment is intended to enhance the corporate governance structure of the Supervisory Board to strengthen the supervisory and management functions. The amendment shall be subject to the approval of the shareholders of the Company by way of a special resolution at the EGM.

3. RECOMMENDATIONS

The directors consider that the additional resolution in relation to the amendment of the Articles is in the interests of the Company and shareholders as a whole and thus recommend all shareholders to vote in favor of the resolution in relation to the amendment of the Articles at the First EGM 2012.

Yours faithfully,
By order of the Board
CHINA MINSHENG BANKING CORP., LTD.
Dong Wenbiao
Chairman



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)

**SUPPLEMENTAL NOTICE OF
THE FIRST EXTRAORDINARY GENERAL MEETING IN 2012**

Reference is made to the notice of the first extraordinary general meeting in 2012 (the “First EGM in 2012”) issued by the China Minsheng Banking Corp., Ltd. (the “Company”) dated 24 February 2012, which sets out, amongst other things, the First EGM in 2012 to be held at 9:00 a.m. on Tuesday, 10 April 2012 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC for the purpose of considering the ordinary resolution to be proposed to the shareholders in respect of the proposed re-election and appointment of Directors and Supervisors.

SUPPLEMENTAL NOTICE is hereby given that the First EGM in 2012 of the Company will be held as originally scheduled. In addition to the resolutions set out in the notice of the First EGM in 2012 of the Company dated 24 February 2012, the following resolution will be considered and approved as special resolution:

ADDITIONAL SPECIAL RESOLUTION

3. To consider and approve the amendment to certain provision of the “Articles of Association of China Minsheng Banking Corp., Ltd.”:

Amendment to the following original Section 3 of Article 234 of the Articles:

“The Supervisory Board shall have one chairman and one vice chairman. The appointment and removal of the chairman and vice chairman of the Supervisory Board shall be approved by more than two-thirds (including two-thirds) of all supervisors by poll.”

It is proposed to amend as follows:

“The Supervisory Board shall have one chairman and several vice chairmen. The appointment and removal of the chairman and vice chairman of the Supervisory Board shall be approved by more than two-thirds (including two-thirds) of all supervisors by poll.”

By Order of the Board
CHINA MINSHENG BANKING CORP., LTD.
Dong Wenbiao
Chairman

22 March 2012

SUPPLEMENTAL NOTICE OF THE FIRST EGM IN 2012

Notes:

1. Save for the inclusion of the newly submitted resolution, there are no other changes to the resolutions set out in the notice of the First EGM in 2012 dated 24 February 2012. For the details and other matters in relation to other resolutions to be passed at the First EGM in 2012, please refer to the notice of the First EGM and the circular of the Company dated 24 February 2012.
2. Since the form of proxy sent together with the circular dated 24 February 2012 (the “First Form of Proxy”) does not contain the additional proposed resolution as set out in this supplemental notice, a new form of proxy (the “Second Form of Proxy”) has been prepared and is enclosed with this supplemental notice.
3. The Second Form of Proxy for use at the First EGM in 2012 is enclosed and is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.cmbc.com.cn). Whether or not you intend to attend the First EGM in 2012, you are requested to complete and return the enclosed Second Form of Proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the First EGM in 2012 or any adjournment thereof (as the case may be). Completion and return of the Second Form of Proxy will not preclude you from attending the First EGM in 2012 and voting in person if you so wish.
4. A shareholder of H Shares who has not yet lodged the First Form of Proxy with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, is requested to lodge the Second Form of Proxy if he or she wishes to appoint proxies to attend the First EGM in 2012 on his or her behalf. The Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, is at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. In this case, the First Form of Proxy should not be lodged with the Company’s H Share registrar.
5. A shareholder of H Shares who has already lodged the First Proxy Form with the Company’s H Share registrar should note that:
 - (i) If no Second Form of Proxy is lodged with the H Share registrar of the Company, the First Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy so appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly put to the First EGM in 2012 other than those referred to in the notice of the First EGM in 2012 and the First Form of Proxy, including the additional proposed resolution as set out in this supplemental notice.
 - (ii) If the Second Form of Proxy is lodged with the H Share registrar of the Company at or before 9:00 am on Monday, 9 April 2012, the Second Form of Proxy, whether duly completed or not, will revoke and supersede the First Form of Proxy previously lodged by the shareholder. The Second Form of Proxy will be treated as a valid form of proxy if duly completed.
 - (iii) If the Second Form of Proxy is lodged with the H Share registrar of the Company after 9:00 am on Monday, 9 April 2012, the Second Form of Proxy will be deemed invalid. It will not revoke the First Form of Proxy previously lodged by the shareholder. The First Form of Proxy will be treated as a valid form of proxy if duly completed. The proxy so appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly put to the First EGM in 2012 other than those referred to in the Notice of the First EGM in 2012 and the First Form of Proxy, including the additional proposed resolutions as set out in this supplemental notice.
6. Shareholders are reminded that completion and return of the First Form of Proxy and/or the Second Form of Proxy will not preclude them from attending and voting in person at the First EGM in 2012 or any adjournment thereof.

As at the date of this notice, the executive directors of the Company are Mr. Dong Wenbiao, Mr. Hong Qi and Mr. Liang Yutang; the non-executive directors of the Company are Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Wang Yugui, Mr. Chen Jian, Ms. Wong Hei, Mr. Shi Yuzhu, Mr. Wang Hang and Mr. Wang Junhui; and the independent non-executive directors of the Company are Mr. Andrew Wong, Mr. Wang Songqi, Mr. Liang Jinquan, Mr. Wang Lihua, Mr. Qin Rongsheng and Mr. Han Jianmin.