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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)

NOTICE OF 2011 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2011 annual general meeting (“AGM”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) will be held at 9:00 a.m. on Friday, 15 June 2012 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC, for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the annual report of the Company for 2011.
2. To consider and approve the final financial report of the Company for 2011.
3. To consider and approve the annual budgets of the Company for 2012.
4. To consider and approve the work report of the Board of Directors of the Company for 2011.
5. To consider and approve the work report of the Supervisory Board of the Company for 2011.
6. To consider and approve the re-appointment of KPMG Huazhen Certified Public Accountants and KPMG Certified Public Accountants as the Company’s auditors for domestic and international audit work respectively for the year 2012 and the proposal in relation to remuneration for the Company’s auditors for the year of 2012, which amounts to RMB9 million (including audit and review fee of RMB8.4 million, audit fee of internal control effectiveness of RMB0.6 million).
7. To consider and approve the proposal on profit distribution for 2011 and distribution principle for the first half of 2012:
 - 7.1 to consider and approve the profit distribution plan of the Company for 2011, pursuant to which a final dividend of RMB3 (inclusive of tax) shall be paid in cash for every 10 existing shares;

- 7.2 to consider and approve the profit distribution principle of the Company for the first half of 2012 and authorize the Board of Directors of the Company to determine the 2012 interim profit distribution plan, provided that the cash dividend to be paid is not less than 20% of the Company's net profit in the first half of 2012.

SPECIAL RESOLUTIONS

8. To consider and approve the statement on the use of proceeds for the previous fund raising activities of the Company.
9. To consider and approve the proposal on the issuance plan of financial bonds and subordinated bonds of the Company for 2012–2014.
10. To consider and approve the amendments to certain provisions of the “Articles of Association of China Minsheng Banking Corp., Ltd.”:

10.1 Original Article 3 be deleted and replaced by the following:

Article 3 “On 27 November 2000, upon an approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2000] No.146), the Bank issued 350,000,000 RMB-denominated ordinary shares pursuant to an initial public offering. These shares were listed on the Shanghai Stock Exchange on 19 December 2000.

On 27 February 2003, upon an approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2003] No.13), the Bank issued convertible bonds of RMB4 billion at par value of RMB100. These convertible bonds were due and repayable (including principal and interests) on 26 February 2008. The number of shares converted is 1,616,729,400 shares (including bonus shares and additional shares).

On 22 June 2007, upon an approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2007] No.7), the Bank issued 2,380,000,000 new RMB-denominated ordinary shares to eight domestic corporate investors pursuant to a private placement.

On 21 October 2009, pursuant to an approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [2009] No.1104), the Bank issued 3,439,275,500 overseas listed foreign shares (H shares) (including 117,569,500 over-allotted shares) of RMB1 each. These shares were listed on The Stock Exchange of Hong Kong Limited on 26 November 2009 and 23 December 2009, respectively.

On 26 March 2012, pursuant to an approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [2012] No.211), the Bank issued 1,650,852,240 overseas listed foreign shares (H shares) of RMB1 each. These shares were listed on The Stock Exchange of Hong Kong Limited on 2 April 2012.”

10.2 Original Article 23 be deleted and replaced by the following:

Article 23 “Pursuant to an approval by the approval authorities under the State Council, the Bank issued 5,090,127,740 overseas listed foreign shares (H shares), including 3,439,275,500 overseas listed foreign shares (H shares) (including 117,569,500 over-allotted shares) initially offered and 1,650,852,240 additional overseas listed foreign shares (H shares).”

10.3 Original Article 24 be deleted and replaced by the following:

Article 24 “As at 2 April 2012, the share capital of the Bank comprised 28,365,585,227 ordinary shares in issue, including 22,587,602,387 domestically listed shares and 5,777,982,840 H shares, representing approximately 79.63% and 20.37% of the total issued ordinary shares of the Bank respectively.

The above calculation includes bonus shares distributed by the Bank, shares issued upon capitalization of capital reserve and shares issued upon the exercise of convertible bonds by creditors up to 2 April 2012.”

10.4 Original Article 27 be deleted and replaced by the following:

Article 27 “The registered capital of the Bank is RMB28,365,585,227 which is equal to the paid-up capital.”

Notes:

- (1) All votes of resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Listing Rules**”) and the results of the poll will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.cmbc.com.cn) in accordance with the Listing Rules.
- (2) The register of members of the Company will be closed from Wednesday, 16 May 2012 to Friday, 15 June 2012 (both days inclusive), during which period no transfer of shares of the Company will be effected. To be eligible to attend and vote at the AGM, all transfer documents must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) not later than 4:30 p.m. on Tuesday, 15 May 2012. Shareholders whose names appear on the register of members of the Company on Wednesday, 16 May 2012 will be entitled to attend and vote at the AGM.

The register of members of the Company will be closed from Thursday, 21 June 2012 to Tuesday, 26 June 2012 (both days inclusive), during which period no transfer of shares of the Company will be effected. To be eligible to receive the final dividend for 2011, all transfer documents must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) not later than 4:30 p.m. on Wednesday, 20 June 2012. Shareholders whose names appear on the register of members of the Company on Tuesday, 26 June 2012 will be entitled to receive the final dividend for 2011.

- (3) Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. 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.

- (4) Shareholders shall appoint their proxies in writing. The 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 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 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 or any adjournment thereof in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) Shareholders who intend to attend the AGM (in person or by proxy) shall complete and deliver the reply slip of AGM enclosed to the Secretariat of the Board of Directors of the Company by hand, post or fax on or before Friday, 25 May 2012.
- (6) Shareholders shall produce their identification documents when attending the AGM.
- (7) If a proxy attends the AGM on behalf of a shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies 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.
- (8) The AGM is expected to last for half day. Shareholders who attend the AGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
- (9) The contact of the Secretariat of the Board of Directors of the Company:

Address: 87707, Building VIII, Beijing Friendship Hotel,
No. 1 Zhongguancun Nandajie, Beijing, PRC
Postal Code: 100873
Telephone: 86-10-68946790
Facsimile: 86-10-68466796
- (10) As at the date of this notice, the executive directors of the Company are Dong Wenbiao, Hong Qi and Liang Yutang; the non-executive directors of the Company are Zhang Hongwei, Lu Zhiqiang, Liu Yonghao, Wang Yugui, Chen Jian, Wong Hei, Shi Yuzhu, Wang Hang and Wang Junhui; and the independent non-executive directors of the Company are Andrew Wong, Wang Songqi, Liang Jinquan, Wang Lihua, Qin Rongsheng and Han Jianmin.

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

Beijing, the PRC, 27 April 2012