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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 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

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.