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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)**

**Announcement**  
**Proposed Amendment to Articles of Association**

In order to enhance the corporate governance structure of the Supervisory Board of China Minsheng Banking Corp., Ltd. (the “**Company**”) and strengthen the supervisory and management functions of the Supervisory Board, according to the motion proposed by Shanghai Giant Lifetech Co., Ltd. (a shareholder who holds 3.02% of the total issue shares of the Company with voting rights), on 22 March 2012, the board of directors (the “**Board**”) of the Company agreed to include the following special resolution at the forthcoming first extraordinary general meeting in 2012 (the “**EGM**”) for the purpose of considering the amendment to the articles of association of the Company (the “**Articles**”).

It is proposed to amend the internal composition of the Supervisory Board set out in the Articles 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 to the Articles shall be subject to the approval of the shareholders of the Company by way of a special resolution at the EGM.

The Company will dispatch a supplemental circular to the shareholders, specifying the additional information of the amendment to the Articles and the resolution to be proposed at the EGM. A supplemental notice of the EGM will also be dispatched.

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

Beijing, 22 March 2012

*As at the date of this announcement, the executive directors of the Company are Mr. Dong Wenbiao, Mr. Hong Qi and Mr. Liang Yutang; the non-executive directors 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 are Mr. Andrew Wong, Mr. Wang Songqi, Mr. Liang Jinquan, Mr. Wang Lihua, Mr. Qin Rongsheng and Mr. Han Jianmin.*