
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this 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, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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- (1) PROPOSED PROFIT DISTRIBUTION PLAN FOR 2011 AND
DISTRIBUTION PRINCIPLE FOR THE FIRST HALF OF 2012**
- (2) PROPOSED ISSUANCE PLAN OF FINANCIAL BONDS AND
SUBORDINATED BONDS FOR 2012–2014**
- (3) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**
- (4) STATEMENT OF THE USE OF PROCEEDS FOR THE
PREVIOUS FUND RAISING ACTIVITIES**
- AND**
- (5) NOTICE OF AGM**

The Company will convene an AGM 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. Notice convening the AGM is set out on pages 11 to 14 of this circular.

Reply slip and form of proxy for the use at the AGM are enclosed herewith and also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.cmbc.com.cn). If you intend to attend the AGM in person or by proxy, please complete the enclosed reply slip in accordance with the instructions printed thereon and return the same on or before Friday, 25 May 2012. Shareholders who intend to appoint a proxy to attend the AGM shall complete the enclosed 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 AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to 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 or any adjournment thereof, the notice of which is set out on pages 11 to 14 of this circular
“Articles of Association”	the articles of association of the Company
“A Share(s)”	domestic ordinary share(s) of RMB1.00 each issued by the Company which is/are subscribed for by domestic investors in Renminbi and are listed for trading on the Shanghai Stock Exchange (stock code: 600016)
“A Shareholder(s)”	holder(s) of A Share(s)
“Board”	the board of Directors of the Company
“CBRC”	China Banking Regulatory Commission
“CSRC”	China Securities Regulatory Commission
“Company” or “the Bank”	China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司), a joint stock company incorporated with limited liability in accordance with the Company Law of the People’s Republic of China, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange respectively
“Dividend”	proposed 2011 final dividend of RMB3 (inclusive of tax) in cash for every 10 existing Shares held by the Shareholders whose names appear on the register of members of the Company as at the close of business on the Record Date for the A Shareholders and the H Shareholders, payable in RMB to A Shareholders and in HK\$ to H Shareholders
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	the Stock Exchange of Hong Kong Limited
“H Share(s)”	overseas listed foreign invested share(s) of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange (stock code: 01988) and are subscribed for in HK dollars
“H Shareholder(s)”	holder(s) of H Share(s)

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excluding Hong Kong, Macau and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Record Date”	26 June 2012, being the record date for the purpose of determining the entitlement of Shareholders to the Dividend
“Shanghai Stock Exchange”	Shanghai Stock Exchange
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	the ordinary share(s) of the Company, including A Share(s) and H Share(s)

LETTER FROM THE BOARD



中國民生銀行股份有限公司
CHINA MINSHENG BANKING CORP., LTD.
(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 01988)

Members of the Board

Executive Directors:

Mr. DONG Wenbiao
Mr. HONG Qi
Mr. LIANG Yutang

Non-executive Directors:

Mr. ZHANG Hongwei
Mr. LU Zhiqiang
Mr. LIU Yonghao
Mr. WANG Yugui
Mr. CHEN Jian
Ms. WONG Hei
Mr. SHI Yuzhu
Mr. WANG Hang
Mr. WANG Junhui

Independent Non-executive Directors:

Mr. Andrew WONG
Mr. WANG Songqi
Mr. LIANG Jinquan
Mr. WANG Lihua
Mr. QIN Rongsheng
Mr. HAN Jianmin

Registered Address

No. 2 Fuxingmennei Avenue
Xicheng District
Beijing, PRC
100031

27 April 2012

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED PROFIT DISTRIBUTION PLAN FOR 2011 AND
DISTRIBUTION PRINCIPLE FOR THE FIRST HALF OF 2012**
**(2) PROPOSED ISSUANCE PLAN OF FINANCIAL BONDS AND
SUBORDINATED BONDS FOR 2012-2014**
(3) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
**(4) STATEMENT OF THE USE OF PROCEEDS FOR THE
PREVIOUS FUND RAISING ACTIVITIES**
AND
(5) NOTICE OF AGM

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you the notice of AGM and provide you (among other things) with additional information to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM for the following issues:

1. Proposed profit distribution plan for 2011 and distribution principle for the first half of 2012;
2. Proposed issuance plan of financial bonds and subordinated bonds for 2012-2014;
3. Proposed amendments to the Articles of Association; and
4. Statement on the use of proceeds for the previous fund raising activities of the Company.

1. PROPOSED PROFIT DISTRIBUTION PLAN FOR 2011 AND DISTRIBUTION PRINCIPLE FOR THE FIRST HALF OF 2012

Profit Distribution Plan for 2011

Reference is made to the Company's results announcement dated 22 March 2012 for the year ended 31 December 2011, that the declaration and distribution of the Dividend would be proposed to the forthcoming AGM for Shareholders' approval. The aforesaid proposal is subject to the conditions set out in this circular.

10% of the net profit RMB27,436 million as stated in the audited financial statements of the Company for 2011, amounting to RMB2,744 million, was appropriated to statutory surplus reserve. RMB2,900 million was appropriated to general reserve. Profits distributable to Shareholders for the year 2011 is RMB38,486 million. The Company proposes to declare Dividend in cash to A Shareholders and H Shareholders whose names appear on the register of members of the Company as at the Record Date: Dividend of RMB3 (inclusive of tax) in cash for every 10 existing Shares. Cash Dividend is denominated and declared in RMB and payable in RMB to A Shareholders and in Hong Kong dollars to H Shareholders. The actual amounts declared in Hong Kong dollars are converted based on the benchmark exchange rate for RMB to Hong Kong dollars as announced by the People's Bank of China on the date of the AGM.

Enterprise Income Tax Payable by Non-resident Enterprise Shareholders

In accordance with the Enterprise Income Tax Law of the PRC and the Regulations on the Implementation of the Enterprise Income Tax Law of the PRC, both implemented in 2008, with effect from 1 January 2008, the Company shall be obliged to withhold and pay PRC enterprise income tax on behalf of non-resident enterprise shareholders with a tax rate of 10% when the Company distributes any dividends to non-resident enterprise shareholders whose names appear on the register of members of H Shares of the Company. As such, any H Shares of the Company registered other than in the name(s) of individual(s), including HKSCC Nominees Limited, other nominees, trustees, or other organizations or groups, shall be deemed to be H Shares held by non-resident enterprise shareholder(s), and the PRC enterprise income tax shall be withheld from any dividends payable thereon.

LETTER FROM THE BOARD

Individual Income Tax Payable by Non-resident Individual Shareholders

Pursuant to the “PRC Individual Income Tax Law” (《中華人民共和國個人所得稅法》), the “PRC Implementation Regulations of the Individual Income Tax Law” (《中華人民共和國個人所得稅法實施條例》), the “Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative)” (Guo Shui Fa [2009] No.124) (《國家稅務總局關於印發<非居民享受稅收協定待遇管理辦法(試行)>的通知》(國稅發[2009]124號)) (“**Tax Treaties Notice**”), other relevant laws and regulations and the relevant rules promulgated by the State Administration of Taxation, and pursuant to the letter titled “**Tax arrangements on dividends paid to Hong Kong residents by Mainland companies**” issued by the Hong Kong Stock Exchange to the issuers on 4 July 2011, individual H Shareholders of the stocks issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax arrangements between the countries where they are residents and China or the tax arrangements between Mainland China and Hong Kong (Macau). The Company will determine the country of domicile of the individual H Shareholders based on the registered address as recorded in the register of members of H Shares of the Company on the Record Date. Detailed arrangements are as follows:

- For individual H Shareholders who are Hong Kong or Macau residents and those whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders.
- For individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, the Company will make applications on behalf of the individual H Shareholders to seek entitlement of the relevant agreed preferential treatments pursuant to the regulations under the Tax Treaties Notice, and upon approval by the tax authorities, the amount which is over the withheld tax amount will be refunded.
- For individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of higher than 10% but lower than 20%, the Company will withhold the individual income tax at the agreed-upon effective tax rate when distributing dividends, and no application procedures will be necessary.
- For individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or a country which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these individual H Shareholders.

Profit Distribution Principle for the First Half of 2012

To optimize equity return of its Shareholders, the Company plans to ensure the consistency and stability of profit distribution. In this regard, The Board proposes to the AGM to authorize the Board 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.

LETTER FROM THE BOARD

2. PROPOSED ISSUANCE PLAN OF FINANCIAL BONDS AND SUBORDINATED BONDS FOR 2012-2014

In order to expand new sources of capital, increase operation capital in direct financing market effectively, lower financing cost and raise the profit capability of the Company, the Board proposes to the Shareholders the following financial bonds and subordinated bonds issuance plans for 2012-2014 in the PRC:

(1) Issuance Plan of Financial Bonds for 2012-2014

For the purpose of implementing the policy of “Strengthen the Financing Support to Small and Micro Enterprises” of the PRC government and the strategy of “bank for Non-State-Owned Enterprises, bank for Small and Micro Enterprises and bank for high-end retail customers” of the Company, the Company proposes to issue financial bonds of no more than RMB 50 billion each year from 2012 to 2014 (inclusive) in the National Interbank Bond Market. The issuance shall be implemented by tranches for each year within its valid period.

(2) Issuance Plan of Subordinated Bonds for 2012-2014

The Company plans to, subject to the size limit as imposed by regulators, issue subordinated bonds during 2012 to 2014 in accordance with the requirements of regulatory bodies, the need of supplementary capital of the Company and the market conditions. The issuance shall be implemented by tranches for different phases within its valid period.

(3) Authorization to the Board

It will be proposed at the AGM to authorize the Board, and the Board will then delegate to the senior management of the Company to handle matters relating to the issuance of the financial bonds and subordinated bonds under the framework and principles as deliberated and adopted by the Shareholders at the AGM and within the validity period of the resolution in respect of the issuance of the financial bonds and subordinated bonds, including but not limited to determining the time, method, tranches, size, interest rates, maturity periods, markets and subscribers of the financial bonds and subordinated bonds.

(4) Validity Period of the Resolution

The resolution in respect of the issuance of the financial bonds and subordinated bonds will be valid for 36 months from the date on which the resolution is passed at the AGM.

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 26 March 2012, the Company raised additional funds by offering its overseas listed foreign shares (H Shares) which were listed on the Hong Kong Stock Exchange on 2 April 2012. The share capital of the Company was increased by such issuance of H Shares. Accordingly, the Company shall register the change in its share capital and amend its Articles of Association. A special resolution will be proposed at the AGM for shareholders’ approval of the amendments.

LETTER FROM THE BOARD

The proposed amendments to the Articles of Association are set out in the notice of the AGM in page 12 to 13 as follows:

1. Original 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, upon 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) of RMB1 each (including 117,569,500 over-allotted shares) which were listed on The Stock Exchange of Hong Kong Limited on 26 November 2009 and 23 December 2009.”

is proposed to be amended as:

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, upon 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) of RMB1 each (including 117,569,500 over-allotted shares) which were listed on The Stock Exchange of Hong Kong Limited on 26 November 2009 and 23 December 2009.

On 26 March 2012, according 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 which were listed on The Stock Exchange of Hong Kong Limited on 2 April 2012.”

LETTER FROM THE BOARD

2. Original Article 23

“Pursuant to an approval by the approval authorities under the State Council, the Bank may issue 3,321,706,000 overseas listed foreign shares (H shares), representing approximately 15% of the total issuable ordinary shares of the Bank. If over allotment option is exercised, a total of 3,439,275,000 overseas listed foreign shares (H shares) may be issued.”

is proposed to be amended as:

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).”

3. Original Article 24:

“As at 15 July 2010, the share capital of the Bank comprised 26,714,732,987 ordinary shares in issue, including 22,587,602,387 domestically listed shares and 4,127,130,600 H shares, representing approximately 84.55% and 15.45% of the total issuable 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 15 July 2010.”

is proposed to be amended as:

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 issuable 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.”

4. Original Article 27:

“The registered capital of the Bank is RMB26,714,732,987.”

is proposed to be amended as:

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

LETTER FROM THE BOARD

4. STATEMENT ON THE USE OF PROCEEDS FOR THE PREVIOUS FUND RAISING ACTIVITIES OF THE COMPANY

The Company completed the issue of new overseas listed foreign shares (H shares) in April 2012. According to the Disclosure Requirement on the Use of Proceeds from Previous Fund-raising Activities of the CBRC (Zheng Jian Fa Xing Zi [2007] No.500), the use of proceeds from previous fund-raising activities by the Company as at 6 April 2012 will be submitted to the AGM for consideration as follows:

(1) Amount of and timing of the proceeds from previous fund-raising activities

According to the resolutions of the first extraordinary general meeting in 2011, the first A Share class meeting in 2011 and the first H Share class meeting in 2011 of the Company held on 4 May 2011 and the approvals by CBRC — “Approval of CBRC for the Public Offering of A Share Convertible Bonds and Issue of New H Shares by China Minsheng Bank” (Zheng Jian Fu [2011] No.328) and the approval by CSRC — “Approval for the Issue of New Overseas Listed Foreign Shares by China Minsheng Banking Corp., Ltd.” (Zheng Jian Xu Ke [2012] No.211), the Company issued 1,650,850,240 new overseas listed foreign shares (H Shares) to foreign investors at HK\$6.79 per share. On 2 April 2012, the Company received the subscription money of HK\$11,209,286,710 from investors. After deduction of underwriting commission, trading fees and other costs of HK\$94,846,491 in aggregate, the net proceeds was HK\$11,114,440,219 which was equivalent to RMB9,009,698,675 based on the mid exchange rate between RMB and HK\$ as quoted by the People’s Bank of China on 30 March 2012, the latest date before the receipt of the proceeds. After deduction of the legal fees for PRC legal counsel and stamp duty, the net proceeds from the issue of overseas listed foreign shares (H Shares) to foreign investors amounted to RMB9,004,596,377, including paid-up capital of RMB1,650,852,240 and share premium of RMB7,353,744,137. The capital received was verified by KPMG pursuant to its capital verification report dated 3 April 2012 (KPMG-A(2012)CR No.0013).

(2) The actual use of the proceeds from previous fund-raising activities

According to the placing agreement in relation to the issue of new overseas listed foreign shares (H Shares) entered into by the Company, the net proceeds (net of the underwriting commission, trading fee, other costs and stamp duty) was applied as the working capital of the Company in line with the proposed application previously disclosed.

The Company has compared the actual use of the proceeds and the relevant information disclosed during the period from 2 April 2012 to date and concluded that the actual use is consistent with the disclosed information.

KPMG Huazhen Certified Public Accountants has issued its verification report on the Report on the Use of Proceeds from Previous Fund-raising Activities by China Minsheng Banking Corp., Ltd. (KPMG-A(2012)OR No. 0141).

CLOSURE OF REGISTER OF MEMBERS

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

LETTER FROM THE BOARD

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 2011 final dividend, 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 2011 final dividend.

VOTING BY POLL AT AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at general meetings of the Company will be taken by poll.

On a poll, every Shareholder present in person or by proxy or, being a corporation, by its duly authorized representative shall have one vote for each Share registered in his/her/its name in the register of members. Pursuant to Article 121 of the Articles of Association, a Shareholder entitled to two or more votes needs not cast all the votes in the same way for affirmative votes or dissenting votes.

RECOMMENDATION

The Board considers that all the resolutions mentioned above are in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favour of the resolutions as set out in the notice of AGM which are to be proposed at the AGM.

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)

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.

NOTICE OF THE 2011 AGM

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.

NOTICE OF THE 2011 AGM

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.

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- (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 Jinqun, 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