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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 THE THIRD EGM IN 2012

Notice is hereby given that the third extraordinary general meeting (the “**EGM**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) in 2012 will be held at the Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC on Monday, 17 December 2012 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the additional appointment of Ms. You Lantian as an Independent Non-executive Director of the sixth session of the Board with the same term as the current session of the Board;
2. To consider and approve the additional appointment of Mr. Guo Guangchang as a Non-executive Director of the sixth session of the Board with the same term as the current session of the Board.

SPECIAL RESOLUTION

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

Original Article 292

“The Bank may distribute dividends in the form of cash or stock.

The Bank shall provide reasonable investment returns to investors by distributing profits and its profit distribution policy shall be sustainable and stable. The Bank shall make dividends distribution in profit-making years. To the extent that the normal working capital requirement is fulfilled, the Bank shall distribute dividends primarily in cash.

The total profit distributed in the form of cash dividends for the last three years shall not be less than 30% of the average annual distributable profit of the Bank of the last three years, when making profits distribution. The Bank may distribute interim cash dividends.

If the Bank generated profits in the previous accounting year but the Board of Directors did not made any cash profit distribution proposal after the end of the previous accounting year, the reasons thereof and the application of funds retained by the Bank not available for distribution shall be explained in details in its periodic reports and the Independent Directors shall give an independent opinion in such regard.

The Bank shall disclose its implementation of the cash dividend policy and other relevant matters in its periodic reports in accordance with the applicable requirements.

In the event that adjustments are required to be made to the Bank's profit distribution policy due to the needs of operation and long term development of the Bank, the adjusted profit distribution policy shall comply with the relevant requirements of the regulatory authorities of the places where the shares of the Bank are listed. Any resolution regarding adjustments to the profit distribution policy shall be subject to the prior review of the Independent Directors and the Supervisory Board and, after consideration by the Board, be proposed to the general meeting of the Bank for approval by the Shareholders. Any resolution regarding the adjustments to the Bank's cash dividend policy shall be approved by more than two-thirds of the votes of the Shareholders attending the general meeting of the Bank. Online voting shall be made available, when such proposal is voted on a general meeting.

Cash dividends and other distributions payable to shareholders of the Bank's domestic shares shall be made in RMB. Cash dividends and other distributions payable to H share holders shall be denominated and declared in RMB and paid in HK dollars. Payment in foreign currencies required for the cash dividends and other distributions payable to shareholders of overseas-listed foreign shares shall be obtained according to the applicable PRC foreign exchange control regulations.

Distribution of scrip dividends in form of stock shall be approved by general meeting of shareholders and subject to approval by the banking regulatory authority of the State Council.”

Revised Article 292 after proposed amendments:

“The Bank may distribute dividends in the form of cash or stock.

The Bank shall provide reasonable investment returns to investors by distributing profits and its profit distribution policy shall be sustainable and stable. The Bank shall make dividends distribution in profit-making years. To the extent that the normal working capital requirement is fulfilled, the Bank shall distribute dividends primarily in cash.

The profit distribution in the form of cash dividends by the Bank each year shall not be less than 10% of the distributable profit of the Bank during the year. The Bank may distribute interim cash dividends.

If the Bank generated profits in the previous accounting year but the Board of Directors did not make any cash profit distribution proposal after the end of the previous accounting year, the reasons thereof and the application of funds retained by the Bank not available for distribution shall be explained in details in its periodic reports and the Independent Directors shall give an independent opinion in such regard. **Online voting shall be made available, when such proposal is voted on a general meeting.**

The Bank shall disclose its implementation of the cash dividend policy and other relevant matters in its periodic reports in accordance with the applicable requirements.

In the event that adjustments are required to be made to the Bank's profit distribution policy due to the needs of operation and long term development of the Bank, the adjusted profit distribution policy shall comply with the relevant requirements of the regulatory authorities of the places where the shares of the Bank are listed. Any resolution regarding adjustments to the profit distribution policy shall be subject to the prior review of the Independent Directors and the Supervisory Board and, after consideration by the Board, be proposed to the general meeting of the Bank for approval by the Shareholders. Any resolution regarding the adjustments to the Bank's cash dividend policy shall be approved by more than two-thirds of the votes of the Shareholders attending the general meeting of the Bank. Online voting shall be made available, when such proposal is voted on a general meeting.

Cash dividends and other distributions payable to shareholders of the Bank's domestic shares shall be made in RMB. Cash dividends and other distributions payable to H share holders shall be denominated and declared in RMB and paid in HK dollars. Payment in foreign currencies required for the cash dividends and other distributions payable to shareholders of overseas-listed foreign shares shall be obtained according to the applicable PRC foreign exchange control regulations.

Distribution of scrip dividends in form of stock shall be approved by general meeting of shareholders and subject to approval by the banking regulatory authority of the State Council.”

Notes:

- (1) For the details of the Directors proposed for appointment, please refer to the circular of the Company dated 30 October 2012.
- (2) For the purpose of determining the shareholders of the Company (the “Shareholders”) who are entitled to attend the EGM, the register of members of H Shares of the Company will be closed from Saturday, 17 November 2012 to Monday, 17 December 2012 (both days inclusive), during such period no transfer of H Shares will be registered. Unregistered H Shareholders who wish to attend the EGM must lodge all transfer documents accompanied by the relevant share certificates with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, no later than 4:30 p.m. on Friday, 16 November 2012. H Shareholders whose names appear on the register of members of the Company as at 4:30 p.m. on Friday, 16 November 2012 will be entitled to attend and vote at the EGM.

The address of Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, is as follows:

Shops 1712–1716, 17th Floor,
Hopewell Centre,
183 Queen's Road East,
Wanchai, Hong Kong

- (3) H Shareholders who intend to attend the EGM shall complete and deliver the reply slip of the EGM enclosed to Computershare Hong Kong Investor Services Limited not later than 20 days before the date of the EGM, being Tuesday, 27 November 2012.
- (4) Any H Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint in writing one or more proxies (who need not be a Shareholder) to attend and vote on his/her behalf. If more than one proxy is so appointed, the instrument of appointment shall specify the number of Shares in respect of which each proxy is so appointed.
- (5) Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the Shareholder or its agent who has been duly authorized in writing. If the form of proxy is signed by the agent of the Shareholder, the power of attorney or other authorization document(s) shall be notarized.
- (6) The form of proxy (if the form of proxy is signed by the agent of the appointer who has been authorized by the power of attorney or other authorization document(s), the notarized power of attorney or other authorization document(s)) must be lodged with Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company in Hong Kong 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 EGM or any adjournment thereof in order for such documents to be valid. Delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (7) Shareholders shall produce their identification documents when attending the EGM.
- (8) If a proxy attends the EGM on behalf of a Shareholder, he/she shall produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her legal representative, which specifies the date of its issuance. If a representative of a corporate Shareholder attends the EGM, 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.
- (9) The EGM is expected to last for half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation and other expenses.

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

30 October 2012

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, Shi Yuzhu, Wang Hang, Wang Junhui and Wu Di; and the independent non-executive directors of the Company are Wang Songqi, Qin Rongsheng, Wang Lihua, Han Jianmin, Cheng Hoi-chuen and Ba Shusong.