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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)

**ANNOUNCEMENT**  
**ADJUSTMENT OF CONVERSION PRICE OF**  
**A-SHARE CONVERTIBLE BONDS**

Reference is made to the announcement of China Minsheng Banking Corp., Ltd. (the “**Company**”) dated 17 June 2013 regarding the voting results of 2012 annual general meeting of the Company (the “**Meeting**”). The profit distribution plan for the second half of 2012 of the Company was considered and approved at the Meeting. The Meeting resolved to distribute a cash dividend for the second half of 2012 of RMB1.50 (before tax) for every ten shares to all shareholders whose names appear on the register of members after market close on 26 June 2013.

Reference is made to the overseas regulatory announcement dated 12 March 2013 regarding the prospectus in relation to the public issuance of A-share convertible bonds of the Company (“**A-share Convertible Bonds**”) and the announcement dated 13 March 2013 regarding the issue of A-share Convertible Bonds. According to the terms under the *Prospectus in relation to the Public Issuance of A-share Convertible Bonds of China Minsheng Banking Corp., Ltd.*, after the issuance of the A-share Convertible Bonds, the Company shall adjust the conversion price upon subsequent distribution of cash dividends based on the following formula:

When there is distribution of cash dividends:  $P1 = P0 - D$

Where: “P0”, “D” and “P1” represent initial conversion price, cash dividend per share and adjusted conversion price respectively.

Given the fact that the record date for the profit distribution plan for the second half of 2012 of the Company shall be 26 June 2013, the initial conversion price of the A-share Convertible Bonds will be adjusted from RMB10.23 per share to RMB10.08 per share from 27 June 2013.

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

19 June 2013

*As at the date of this announcement, 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, Wu Di and Guo Guangchang; and the independent non-executive directors of the Company are Qin Rongsheng, Wang Lihua, Han Jianmin, Cheng Hoi-chuen, Ba Shusong and You Lantian.*