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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 Amendments to Articles of Association

The board of directors (the "**Board**") of China Minsheng Banking Corp., Ltd. (the "**Company**") hereby announced that:

The 8th meeting of the sixth session of the supervisory board (the "**Meeting**") was held through communication voting. The Meeting considered and approved the resolution on amendments to certain provisions of the articles of association of the Company (the "**Articles of Association**"), which was resolved to be submitted to shareholders general meeting of the Company for consideration. The proposed amendments to the applicable provisions of the Articles of Association are set out as follows:

Original articles:

Article 231 The Supervisory Board comprises the nomination and remuneration committee. The nomination committee shall be responsible for seeking the advice of shareholders and collecting the nomination proposals, reviewing whether the qualification of nominees satisfy the requirements of supervisors under the Company Law, the Commercial Banking Law and relevant laws, administrative regulations, department rules and the Articles of Association and submitting findings to the Supervisory Board for review. The Supervisory Board shall propose the report of review to the shareholders general meeting in the form of resolution for voting. Shareholders (including the proxy of shareholders) who have objections to the candidates shall be entitled to make new proposal as stipulated herein. The nomination and remuneration committee of the Supervisory Board shall review the qualification of the candidates and report to the Supervisory Board on whether they will propose the candidate list to the shareholders' general meeting for approval.

Article 242 The Supervisory Board of the Bank shall consist of the supervisory committee and the nomination and remuneration committee.

Article 243 The main duties of the supervisory committee under the Supervisory Board are:

- (1) to prepare proposals on the examination and supervision of the financial activities of the Bank;
- (2) to prepare proposals on the departure audit of the director and the senior management;
- (3) to prepare proposals on the examination and supervision of the operational decision making, risk management and internal control of the Bank;
- (4) other matters authorized by the Supervisory Board.

Article 244 The main duties of the nomination and remuneration committee of the Supervisory Board are:

- (1) to advise the Supervisory Board on its scale and composition;
- (2) to review the qualification requirements and procedures on the appointment of the supervisors and to make recommendation to the Supervisory Board;
- (3) to carry out large-scale recruitment for eligible candidates of supervisors;
- (4) to carry out initial review and advise on the appointment and requirement of the candidates for the supervisors nominated by the shareholders;
- (5) to study and prepare the remuneration policy of the supervisors and the budget, which shall be approved at the shareholders general meeting upon review by the Supervisory Board;
- (6) other matters authorized by the Supervisory Board.

Article 245 The nomination and remuneration committee of the Supervisory Board may engage intermediaries for their professional advice at the cost of the Bank.

Revised articles after proposed amendments:

Article 231 The Supervisory Board comprises the nomination and **appraisal** committee. The nomination committee shall be responsible for seeking the advice of shareholders and collecting the nomination proposals, reviewing whether the qualification of nominees satisfy the requirements of supervisors under the Company Law, the Commercial Banking Law and relevant laws, administrative regulations, department rules and the Articles of Association and submitting findings to the Supervisory Board for review. The Supervisory Board shall propose the report of review to the shareholders general meeting in the form of resolution for voting. Shareholders (including the proxy of shareholders) who have objections to the candidates shall be entitled to make new proposal as stipulated herein. The nomination and **appraisal** committee of the Supervisory Board shall review the qualification of the candidates and report to the Supervisory Board on whether they will propose the candidate list to the shareholders' general meeting for approval.

Article 242 The Supervisory Board of the Bank shall consist of the supervisory committee and the nomination and **appraisal** committee.

Article 243 The main duties of the supervisory committee under the Supervisory Board are:

- (1) to prepare proposals on the examination and supervision of the financial activities of the Bank;

(2) to prepare proposals on the examination and supervision of the operational decision making, risk management and internal control of the Bank;

(3) to organize the audit of the compliance and implementation of major decisions of the Bank, to organize the review and survey the operating entities of the Bank, and to supervise relevant rectification measures;

(4) upon the request of regulatory authorities, to conduct special examination of specific projects and promptly submit the examination report;

(5) other matters authorized by the Supervisory Board.

Article 244 The main duties of the nomination and **appraisal** committee of the Supervisory Board are:

(1) to advise the Supervisory Board on its scale and composition;

(2) to review the qualification requirements and procedures on the appointment of the supervisors and to make recommendation to the Supervisory Board;

(3) to carry out large-scale recruitment for eligible candidates of supervisors;

(4) to carry out initial review and advise on the appointment and requirement of the candidates for the supervisors nominated by the shareholders;

(5) to study and prepare the remuneration policy of the supervisors and the budget, which shall be approved at the shareholders general meeting upon review by the Supervisory Board;

(6) to organize the annual performance review of directors, supervisors and senior management personnel;

(7) to organize the departure audit of directors and senior management personnel, if needed;

(8) other matters authorized by the Supervisory Board.

Article 245 The nomination and **appraisal** committee of the Supervisory Board may engage intermediaries for their professional advice at the cost of the Bank.

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

Beijing, PRC

31 December 2012

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 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 are Qin Rongsheng, Wang Lihua, Han Jianmin, Cheng Hoi-chuen, Ba Shusong and You Lantian.