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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**

### **RESIGNATION OF DIRECTORS AND NOMINATION OF CANDIDATES FOR DIRECTORSHIP**

The board of directors (the “**Board**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) announces that, due to the requirement that an individual shall not serve as the independent non-executive director of the Company for more than six consecutive years in accordance with the Articles of Association of the Company and relevant regulatory requirements, on 29 May 2012, Mr. Liang Jinqun and Mr. Andrew Wong, whose service with the Company will amount to six years by 16 July 2012, tendered their resignation as the independent non-executive directors of the Company. However, they will continue to perform their duties as the independent non-executive directors and members of the relevant board committees until the new independent non-executive directors are appointed at the 2011 annual general meeting (the “**2011 AGM**”) of the Company. Ms. Wong Hei has also tendered her resignation as the non-executive director of the Company due to other work commitments. However, she will continue to perform her duties as the non-executive director and a member of the relevant board committees until the new non-executive director is appointed at the 2011 AGM of the Company.

Mr. Liang Jinqun, Mr. Andrew Wong and Ms. Wong Hei have confirmed that they have no disagreement with the Board and there are no other matters relating to their resignations that need to be brought to the attention of the shareholders of the Company.

The Board would like to express their gratitude to Mr. Liang Jinqun, Mr. Andrew Wong and Ms. Wong Hei for their contribution to the Company during their tenure of directorship.

To fill up the vacancies of the resigned directors, pursuant to the nomination by Shanghai Giant Lifetech Co., Ltd. and Fuxin Group Co. Ltd., the Board proposed to appoint Mr. Cheng Hoi-chuen and Mr. Ba Shusong as independent non-executive directors, and Mr. Wu Di as a non-executive director of the Company. The proposals are subject to shareholders’ approval at the 2011 AGM of the Company. A supplemental circular setting out, among others, the resolutions regarding the appointment of the above new directors will be despatched to shareholders of the Company in due course.

Please see Appendix for the biographical details of the proposed new directors.

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

29 May 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 Jinqun, Mr. Wang Lihua, Mr. Qin Rongsheng and Mr. Han Jianmin.*

The biographical details of the directors proposed for appointment at the 2011 AGM are set out as follows:

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Cheng Hoi-chuen**, aged 63, is currently serving as the independent non-executive director of CLP Group, Great Eagle Holdings Limited, MTR Corporation Limited and Hui Xian Asset Management Limited. Mr. Cheng was awarded the Justice of the Peace in Hong Kong, Officer of the Order of the British Empire and Hong Kong Gold Bauhinia Star and was appointed as a member of the 11th Chinese People's Political Consultative Conference. Mr. Cheng was the chief economist and chief financial officer of HSBC, the vice-president and chief executive officer of Hang Seng Bank, the chairman of HSBC and the chairman of HSBC Bank (China) Company Limited. Mr. Cheng was the executive director of HSBC Holdings plc and the independent non-executive director of Swire Properties Ltd. In addition, Mr. Cheng served as an adviser to the Governor of Hong Kong, a member of the executive council and legislative council as well as the Hong Kong Affairs Adviser to the People's Republic of China. Mr. Cheng received a bachelor of social science degree from The Chinese University of Hong Kong in 1973 and a master of philosophy degree from The University of Auckland in New Zealand in 1978. Mr. Cheng was conferred Honorary Fellowship by The Chinese University of Hong Kong in 2002 and a degree of Doctor of business administration, honoris causa, by the Open University and the degree of Doctor of social science, honoris causa, by The Chinese University of Hong Kong in 2005.

**Mr. Ba Shusong**, aged 43, is currently serving as the deputy head of Financial Research Institute of Development Research Center of the State Council (國務院發展研究中心金融研究所副所長), the independent director of GuoYuan Securities Co., Ltd., Shanghai Great Wisdom Co., Ltd. (上海大智慧股份有限公司), Beiya Industrial Group Co., Ltd. (北亞實業(集團)股份有限公司) and the independent non-executive director of China Chengtong Development Group Limited (中國誠通發展集團有限公司). He was the deputy division director of development and planning department of Bank of China head office, the vice president of Bank of China's Hangzhou Branch, senior manager of Bank of China Hong Kong-Macau Regional Office (中國銀行港澳管理處), assistant general manager of Risk Management Department of Bank of China (Hong Kong) Ltd., officer of Development and Planning Committee of Securities Association of China and the deputy head of the Economic Affairs Department of the Liaison Office of the Central People's Government in HKSAR. Mr. Ba was the independent director of Da An Gene Co., Ltd. of Sun Yat-sen University (中山大學達安基因股份有限公司) and Industrial Bank Co., Ltd. (興業銀行股份有限公司) and the independent non-executive director of China Investment Development Limited (中國投資開發有限公司). Mr. Ba obtained a doctor degree from the Central University of Finance and Economics in 1999. He is a research fellow and PhD tutor.

**NON-EXECUTIVE DIRECTOR**

**Mr. Wu Di**, 47, is the president and CEO of Fuxin Group Co., Ltd. He is also the director of Yong An Insurance Co., Ltd. (永安保險股份有限公司) and Hangzhou United Rural Commercial Bank. Mr. Wu is the chairman of China International Chamber of Commerce for Private Sector, a member of the standing committee of Fujian Province Industrial and Commercial Confederation, the deputy chairman of Xiamen Economics Society (廈門經濟學會), Federation of Industry and

Commerce of Xiamen (廈門工商聯) and Xiamen Association of Cross-strait Exchanges. Mr. Wu was the assistant director of Dalian Ocean Fishery Group and the deputy general manager of Shenzhen Tianma New Construction Material Co., Ltd. (深圳天馬新型建材實業有限公司). Mr. Wu obtained a bachelor's degree from Fisheries College of Jimei University (集美大學水產學院), formerly known as Xiamen Fisheries College (廈門水產學院) in 1986. He is a senior economist and a part-time professor of Huaqiao University.