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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

**THE RESOLUTIONS PASSED AT THE FIRST MEETING OF THE SIXTH
SESSION OF THE BOARD OF DIRECTORS**

This announcement is made by China Minsheng Banking Corp., Ltd. (the "Company") pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

The First Meeting of the Sixth Session of the Board of Directors of the Company was held onsite on 10 April 2012. 18 directors were entitled to be present at the Meeting and 16 directors attended the Meeting in person. Mr. Chen Jian attended the Meeting by way of telephone conference. Mr. Andrew Wong appointed Mr. Qin Rongsheng as proxy to attend the meeting and vote on his behalf. Mr. Wang Songqi appointed Mr. Liang Jinqian as proxy to attend the meeting and vote on his behalf. The convening of the meeting complied with the relevant provisions of the Company Law and the Articles of Association of the Company.

The following resolutions were passed at the meeting:

1. Election of Dong Wenbiao as the chairman of the Sixth Session of the Board of Directors of the Company;
2. Election of Hong Qi, Zhang Hongwei, Lu Zhiqiang, Liu Yonghao and Liang Yutang as the vice chairmen of the Sixth Session of the Board of Directors of the Company;
3. The lists of members and chairperson of each of the specialized committees under the Sixth Session of the Board of Directors of the Company are as follows:
 - (1) Strategic Development and Investment Management Committee of the Board of Directors

Members: Hong Qi, Zhang Hongwei, Lu Zhiqiang, Liu Yonghao, Shi Yuzhu, Wang Junhui and Wang Songqi.

Chairperson: Dong Wenbiao.

(2) Risk Management Committee of the Board of Directors

Members: Liang Yutang, Wang Yugui, Wang Hang, and Andrew Wong.

Chairperson: Wang Songqi.

(3) Nomination Committee of the Board of Directors

Members: Hong Qi, Zhang Hongwei, Wang Yugui, Wang Hang, Andrew Wong, Qin Rongsheng, Wang Lihua and Han Jianmin.

Chairperson: Liang Jinquan.

(4) Compensation and Remuneration Committee of the Board of Directors

Members: Lu Zhiqiang, Liang Yutang, Wang Hang, Chen Jian, Liang Jinquan, Qin Rongsheng, Wang Lihua and Han Jianmin.

Chairperson: Andrew Wong.

(5) Audit Committee of the Board of Directors

Members: Wong Hei, Shi Yuzhu, Andrew Wong, Wang Songqi and Han Jianmin.

Chairperson: Qin Rongsheng.

(6) Related-Party Transactions Supervision Committee of the Board of Directors

Members: Liang Yutang, Wong Hei, Shi Yuzhu, Wang Junhui, Liang Jinquan, Wang Lihua and Han Jianmin.

Chairperson: Qin Rongsheng.

4. The Board of Directors appointed Hong Qi as the president of the Company;
5. The Board of Directors appointed Xing Benxiu, Shao Ping, Zhao Pinzhang and Mao Xiaofeng as executive vice presidents of the Company;
6. The Board of Directors appointed Wan Qingyuan as the secretary of the Board of Directors of the Company; *
7. The Board of Directors appointed Bai Dan as the chief financial officer of the Company;
8. Due to the completion of placing of new H shares on 2 April 2012, the Board resolved to withdraw the proposal regarding the extension of the validity period of the resolution in respect of the issuance of new H shares by the Company and the authorization period of the Board and the authorized person for handling related matters. An announcement

regarding the foregoing withdrawal and the revised form of proxy will be dispatched to the shareholders in due course.

* Note: Mr. Mao Xiaofeng and Ms. Soon Yuk Tai will continue to be the Joint Company Secretaries of the Company under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

By Order of the Board

CHINA MINSHENG BANKING CORP., LTD.

Dong Wenbiao

Chairman

10 April 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, Chen Jian, Wong Hei, Shi Yuzhu, Wang Hang and Wang Junhui; and the independent non-executive directors are Andrew Wong, Wang Songqi, Liang Jinquan, Wang Lihua, Qin Rongsheng and Han Jianmin.