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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Minsheng Banking Corp., Ltd, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**ADDITIONAL APPOINTMENT OF MS. YOU LANTIAN AS
AN INDEPENDENT NON-EXECUTIVE DIRECTOR,
ADDITIONAL APPOINTMENT OF MR. GUO GUANGCHANG
AS A NON-EXECUTIVE DIRECTOR,
AMENDMENTS TO CERTAIN PROVISION
OF THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE THIRD EGM IN 2012**

The Company will convene the third EGM in 2012 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.. A notice convening the EGM is set out on pages 10 to 13 of this circular. The letter from the Board of the Company is set out on pages 3 to 7 of this circular.

Reply slip and form of proxy for the use at the EGM are enclosed herewith and also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.cmbc.com.cn). If you intend to attend the EGM in person or by proxy, please complete the enclosed reply slip in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited on or before Tuesday, 27 November 2012. Shareholders who intend to appoint a proxy to attend the EGM shall complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

30 October 2012

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company” or “the Bank”	China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司), a joint stock company incorporated with limited liability in accordance with the Company Law of the People’s Republic of China, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange respectively
“C.P.C”	Communist Party of China
“CPPCC”	China People’s Political Consultative Conference
“Director(s)”	director(s) of the Company
“EGM”	the third extraordinary general meeting of the Company in 2012 to 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 considering the matters set out in this circular
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“H Share(s)”	overseas listed foreign invested shares(s) of RMB1.00 each in the ordinary share capital of the Company, which is/are listed on the Hong Kong Stock Exchange (Stock Code: 01988) and is/are traded in HK dollars
“H Shareholder(s)”	holder(s) of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	23 October 2012, being the latest practicable date prior to the printing of the circular for the purpose of ascertaining certain information for inclusion here
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan

DEFINITIONS

“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of the Company, including A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)

LETTER FROM THE BOARD



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)

Members of the Board:

Executive Directors

Mr. DONG Wenbiao
Mr. HONG Qi
Mr. LIANG Yutang

Non-executive Directors:

Mr. ZHANG Hongwei
Mr. LU Zhiqiang
Mr. LIU Yonghao
Mr. WANG Yugui
Mr. SHI Yuzhu
Mr. WANG Hang
Mr. WANG Junhui
Mr. WU Di

Independent Non-executive Directors:

Mr. WANG Songqi
Mr. QIN Rongsheng
Mr. WANG Lihua
Mr. HAN Jianmin
Mr. CHENG Hoi-chuen
Mr. BA Shusong

Registered Address:

No. 2 Fuxingmennei Avenue
Xicheng District
Beijing, PRC
100031

**Principal Place of Business
in Hong Kong:**

36/F, Bank of America Tower
12 Harcourt Road, Central
Hong Kong

30 October 2012

Dear Sir or Madam,

**ADDITIONAL APPOINTMENT OF MS. YOU LANTIAN AS
AN INDEPENDENT NON-EXECUTIVE DIRECTOR,
ADDITIONAL APPOINTMENT OF MR. GUO GUANGCHANG
AS A NON-EXECUTIVE DIRECTOR,
AMENDMENTS TO CERTAIN PROVISION
OF THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE THIRD EGM IN 2012**

1. INTRODUCTION

This circular aims to provide you with the notice of the EGM and other information to enable you to make an informed decision to vote on the following resolutions which will be proposed at the EGM:

1. 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;

LETTER FROM THE BOARD

2. 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; and
3. amendments to certain provision of the Articles of Association.

2. 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

Reference is made to the announcement of the Company dated 30 October 2012 in relation to the resignation of Director of the Company. The Board received the resignation letter from the Independent Non-executive Director, Mr. Wang Songqi, on 29 October 2012. On the ground that Mr. Wang Songqi has served as an Independent Non-executive Director of the Company for six consecutive years, he tendered his resignation as an Independent Non-executive Director and a member of the relevant committees of the Board according to the Articles of Association and the relevant regulatory requirements. However, he will continue to perform his duties as the Independent Non-executive Director and a member of the relevant board committees until the new Independent Non-executive Director is appointed at the EGM. To fill up the vacancy of the resigned Director, pursuant to the nomination by the Board, the Board proposed to appoint Ms. You Lantian as an Independent Non-executive Director of the Company. The proposal is subject to Shareholders' approval at the EGM.

Ms. You Lantian has confirmed that she has fulfilled the independent factors as stipulated in Rule 3.13 of the Hong Kong Listing Rules. The Company considered that she is independent pursuant to the guidelines on independence under the Hong Kong Listing Rules.

The biographical details of Ms. You Lantian proposed to be appointed at the EGM and other relevant information regarding her appointment are set out in the Appendix to this circular.

3. 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

Reference is made to the announcement of the Company dated 28 September 2012 in relation to the resignation of Director of the Company. Mr. Chen Jian, a Non-executive Director of the Company, ceased to be the Non-executive Director of the Company. To fill up the vacancy of the resigned Director, pursuant to the nomination by the Board, the Board proposed to appoint Mr. Guo Guangchang as a Non-executive Director of the Company. The proposal is subject to Shareholders' approval at the EGM.

The biographical details of Mr. Guo Guangchang proposed to be appointed at the EGM and other relevant information regarding his appointment are set out in the Appendix to this circular.

4. AMENDMENTS TO CERTAIN PROVISION OF THE ARTICLES OF ASSOCIATION

In respect of the *Notice Regarding Further Optimization of Cash Dividends Distribution of Listed Companies* issued by Beijing Securities Regulatory Bureau on 29 June 2012 (the "Notice"), the Company will make amendments to the applicable provision of the Articles of Association to comply with requirements in the Notice in time. A special resolution regarding the amendments to certain provision of the Articles of Association will be proposed at the EGM for consideration and approval.

LETTER FROM THE BOARD

The proposed amendments to the applicable provision of the Articles of Association are set out as follows:

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 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.

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.

LETTER FROM THE BOARD

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 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. **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."

The amendments to the Articles of Association shall be subject to the approval of the Shareholders of the Company by way of a special resolution at the EGM and shall come into effect after the approval by the banking regulatory authority of the State Council.

5. EGM

A notice convening the EGM to 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. is set out on pages 10 to 13 of this circular. No Shareholder is required to abstain from voting on any of the resolutions at the EGM.

All votes of resolutions at the EGM will be taken by registered poll pursuant to the Hong Kong Listing Rules and the results of the poll will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.cmbc.com.cn) in accordance with the Hong Kong Listing Rules.

LETTER FROM THE BOARD

For the purpose of determining the H 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). Unregistered holders of H Shares 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, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong 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 the EGM.

Reply slip and form of proxy for the use at the EGM are enclosed herewith and also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.cmbc.com.cn). If you intend to attend the EGM in person or by proxy, please complete the enclosed reply slip in accordance with the instructions printed thereon and return the same on or before Tuesday, 27 November 2012. Shareholders who intend to appoint a proxy to attend the EGM shall complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same not less than 24 hours before the time fixed for holding EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

6. RECOMMENDATION

The Board consider that all of the above resolutions are in the best interests of the Company and Shareholders and thus recommend all Shareholders to vote in favor of all resolutions to be proposed at the EGM as set out in the notice of the EGM.

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

The biographical details of the Directors proposed for appointment at the EGM and other relevant information regarding the appointment as at the Latest Practicable Date are set out as follows:

DIRECTORS

Independent Non-executive Director

Ms. You Lantian, aged 61, was the former deputy head of United Front Work Department and is a member of the Eleventh National Committee of CPPCC and the deputy director of the Committee for Liaison with Hong Kong, Macao, Taiwan and Overseas Chinese. Ms. You was previously the party secretary of Beijing Institute of Planning Labour Administration, the deputy head and head of Beijing Municipal Labour Bureau. Ms. You also served as the head of Beijing Municipal Labour and Social Security Bureau, a member of the standing committee of Beijing Municipal Committee and the secretary of Chongwen District Committee. Besides, Ms. You was previously a member of the standing committee of Beijing Municipal Committee, the head of United Front Work Department, the secretary of Health Committee and the chairwoman of Municipal Labour Union. Ms. You obtained her master's degree in economic administration from the Party School of the Central Committee of C.P.C in 1996 and is a senior economist.

The Board proposes to appoint Ms. You as an Independent Non-executive Director with the same term as the current session of the Board, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. Remuneration of Ms. You will be determined with reference to the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd..

Save as disclosed above, Ms. You does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares of the Company within the meaning of Part XV of SFO.

In addition, there is no other information of Ms. You which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules nor is she involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

Non-executive Director

Mr. Guo Guangchang, aged 45, is currently the executive director and chairman of Fosun International Limited (00656.HK), and a director of Club Méditerranée SA (a company listed on Euronext), Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (600196.SH, 02196.HK*) and Shanghai Forte Land Co., Ltd., the shares of which were withdrawn from listing on the Hong Kong Stock Exchange in May 2011. Mr. Guo was previously the non-executive director of Sinopharm Group Co., Ltd. (01099.HK). Mr. Guo is currently a deputy to the Eleventh National People's Congress, the vice chairman of Shanghai Federation of Industry and Commerce and the honorary chairman of Zhejiang Chamber of Commerce in Shanghai. Mr. Guo obtained a bachelor's degree in philosophy and a master's degree in business administration from Fudan University in 1989 and 1999 respectively and is a senior engineer.

The Board proposes to appoint Mr. Guo as a Non-executive Director with the same term as the current session of the Board, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. Remuneration of Mr. Guo will be determined with reference to the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd..

* H Shares are planned to be listed on the Hong Kong Stock Exchange on 30 October 2012.

Save as disclosed above, Mr. Guo does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Guo was interested or deemed interested in 302,995,570 A Shares of the Company, representing 1.34% of the total issued A Shares of the Company; 358,332,000 H Shares of the Company, representing 6.20% of the total issued H Shares of the Company. Save as disclosed above, Mr. Guo has no other interests in the Shares of the Company within the meaning of Part XV of SFO.

In addition, there is no other information of Mr. Guo which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

NOTICE OF THE THIRD EGM IN 2012



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.

NOTICE OF THE THIRD EGM IN 2012

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 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. **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.

NOTICE OF THE THIRD EGM IN 2012

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.

NOTICE OF THE THIRD EGM IN 2012

- (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.