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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)**

## **NOTICE OF 2012 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2012 annual general meeting (“AGM”) of China Minsheng Banking Corp., Ltd. (the “Company”) will be held at 2:00 p.m. on Monday, 17 June 2013 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC, for the consideration and, if thought fit, passing of the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the annual report for 2012 of the Company
2. To consider and approve the final financial report for 2012 of the Company
3. To consider and approve the annual budgets for 2013 of the Company
4. To consider and approve the work report of the Board of Directors for 2012 of the Company
5. To consider and approve the work report of the Supervisory Board for 2012 of the Company
6. To consider and approve the proposed profit distribution plan for the second half of 2012 and interim profit distribution policy for 2013 of the Company
  - 6.1 To consider and approve the proposed profit distribution plan for the second half of 2012 of the Company
  - 6.2 To consider and approve the proposed interim profit distribution policy for 2013 of the Company
7. To consider and approve the re-appointment and remuneration of the auditing firm for 2013
8. To consider and approve the amendments to the Terms of Reference of the Supervisory Board of China Minsheng Banking Corp., Ltd.
9. To consider and approve the amendments to the Administrative Measures of Connected Transactions of China Minsheng Banking Corp., Ltd.

## SPECIAL RESOLUTIONS

10. To consider and approve the proposed issuance plans of eligible tier-2 capital instruments of China Minsheng Banking Corp., Ltd. for 2013–2014
11. To consider and approve the amendments to the Articles of Association of China Minsheng Banking Corp., Ltd.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Saturday, 18 May 2013 to Monday, 17 June 2013 (both days inclusive), during which period no transfer of Shares of the Company will be effected. For unregistered holders of H Shares who intend to attend the AGM, all share certificates and the relevant transfer documents must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 16 May 2013. Shareholders whose names appear on the register of members of the Company on Saturday, 18 May 2013 will be entitled to attend and vote at the AGM.

The register of members of the Company will be closed from Friday, 21 June 2013 to Wednesday, 26 June 2013 (both days inclusive), during which period no transfer of Shares of the Company will be effected. For unregistered holders of H Shares who wish to be eligible to receive the 2012 final dividend, all share certificates and the transfer documents must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 20 June 2013. Shareholders whose names appear on the register of members of the Company on Wednesday, 26 June 2013 will be entitled to receive the 2012 final dividend (subject to the approval by Shareholders at the AGM).

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

25 April 2013

*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, Wu Di and Guo Guangchang; and the independent non-executive directors of the Company are Qin Rongsheng, Wang Lihua, Han Jianmin, Cheng Hoichuen, Ba Shusong and You Lantian.*

*Notes:*

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the shareholder or his/her/its attorney who has been authorized in writing. If the shareholder is a corporation, the form of proxy shall be affixed with the corporation's seal or signed by its director, or its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the shareholder, the power of attorney or other authorization document shall be notarized. For holders of A Shares, the form of proxy together with the power of attorney or other authorization document notarially certified, if any, must be lodged with the office of the Board of Directors of the Company at 87707, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Beijing, PRC (postal code: 100873) not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof in order for such documents to be valid. For holders of H Shares, the aforementioned documents must be lodged with the H share registrar, Computershare Hong Kong Investor Services Limited 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 AGM or any adjournment thereof in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Shareholders who intend to attend the AGM (in person or by proxy) shall complete and deliver the reply slip of AGM enclosed to Computershare Hong Kong Investor Services Limited or the office of the Board of Directors of the Company by hand, post or fax on or before Tuesday, 28 May 2013.
4. Shareholders shall produce their identification documents when attending the AGM.
5. If a proxy attends the AGM 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 attorney, which specify the date of its issuance. If a representative of a corporate shareholder attends the AGM, 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.
6. The AGM is expected to last for half day. Shareholders who attend the AGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
7. The contact of the office of the Board of Directors of the Company:

Address: 87707, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie,  
Beijing, PRC  
Postal Code: 100873  
Contact persons: Ms. Li, Ms. Liu  
Telephone: 86-10-68946790  
Facsimile: 86-10-68466796