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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 THE FIRST EGM FOR 2014

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting (the “EGM”) of China Minsheng Banking Corp., Ltd. (the “Company”) for 2014 will be held at 2:00 p.m. on Thursday, 27 February 2014 at Conference Room 1, 2/F, Building VII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, the PRC for the purpose of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

1. Resolution on the downward adjustment to the conversion price of A Share convertible bonds of China Minsheng Banking Corp., Ltd.

The register of members of the Company will be closed from Tuesday, 28 January 2014 to Thursday, 27 February 2014 (both days inclusive), during such period no transfer of Shares of the Company will be effected. Where holders of H Shares who have not registered with the Bank intend to attend the EGM, all share certificates and transfer documents shall be lodged 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, not later than 4:30 p.m. on Monday, 27 January 2014. Shareholders whose names appear on the register of members of the Company on Tuesday, 28 January 2014 will be entitled to attend and vote at the EGM. Shareholders holding A Share convertible bonds shall abstain from voting.

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

12 January 2014

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 Hoi-chuen, Ba Shusong and You Lantian.

Notes:

- (1) Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder 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 duly 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 H Shares, the aforementioned documents shall 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 EGM or any adjournment thereof in order for such documents to be valid. Completion and return of the form of proxy shall not preclude a shareholder 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 EGM (in person or by proxy) shall complete and return the reply slip for the EGM enclosed to Computershare Hong Kong Investor Services Limited by hand, post or fax on or before Friday, 7 February 2014.
- (4) Shareholders shall produce their identification documents when attending the EGM.
- (5) 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 attorney, which specify 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.
- (6) The EGM is expected to last for half day. Shareholders who attend the EGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.