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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 ON THE CONVERSION RESULTS OF CONVERTIBLE BONDS AND CHANGES IN SHARES

I. Overview of Issuance and Listing of the Convertible Bonds

- (i) As approved by the China Securities Regulatory Commission (Zheng Jian Xu Ke [2012] No. 1573), China Minsheng Banking Corp., Ltd. (the “**Company**”) publicly issued 200 million A share convertible corporate bonds on 15 March 2013 with par value of RMB100 per bond and a total issued value of RMB20 billion.
- (ii) With the approval of the Shanghai Stock Exchange (“**SSE**”) (Shangzhengfazi [2013] No. 1), the Minsheng Convertible Bonds of RMB20 billion have been listed on the SSE, of which convertible bonds with value of RMB17,173,833,000 have been listed since 29 March 2013 and convertible bonds with value of RMB2,826,167,000 was listed since 2 May 2013. The securities name is "Minsheng Convertible Bonds" and the securities code is "110023".
- (iii) According to relevant regulations and the Prospectus of China Minsheng Banking Corp., Ltd. in relation to the Public Issuance of the A Share Convertible Corporate Bonds (with Subordinated Term), the conversion period of the Minsheng Convertible Bonds of the Company started from 16 September 2013. The initial conversion price was RMB10.23 per share and the prevailing conversion price is RMB8.105 per share.

II. Conversion of the Convertible Bonds

Minsheng Convertible Bonds have started conversion since 16 September 2013. From 16 September 2013 to 24 June 2015, a total of RMB19,838,768,000 of Minsheng Convertible Bonds (stock code: 110023) has been accumulatively converted into 2,446,493,105 A shares of the Company (stock code: 600016), representing 8.62% of the total number of issued ordinary shares of the Company (28,365,585,227 shares) immediately before the conversion of Minsheng Convertible Bonds (i.e. 13 September 2013).

As at 24 June 2015, the unconverted Minsheng Convertible Bonds amounted to RMB 161,232,000, representing 0.81% of the total issued Minsheng Convertible Bonds.

III. Changes in the Ordinary Share Capital

Unit: share (except for percentages)

Class of shares	Before the changes (31 March 2015)	% of total ordinary share capital	Conversion of Convertible Bonds	After the changes (24 June 2015)	% of total ordinary share capital
A shares	27,297,096,636	79.74	2,254,672,708	29,551,769,344	81.00
H shares	6,933,579,408	20.26	-	6,933,579,408	19.00
Total ordinary share capital	34,230,676,044	100.00	2,254,672,708	36,485,348,752	100.00

Note: No shares listed above are subject to selling restrictions.

IV. Others

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By Order of the Board
CHINA MINSHENG BANKING CORP., LTD.
Hong Qi
Chairman

Beijing, PRC
25 June 2015

As at the date of this announcement, the executive directors of the Company are 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. Wang Hang, Mr. Wang Junhui, Mr. Wu Di, Mr. Guo Guangchang and Mr. Yao Dafeng; and the independent non-executive directors are Mr. Qin Rongsheng, Mr. Wang Lihua, Mr. Han Jianmin, Mr. Cheng Hoi-chuen, Mr. Ba Shusong and Ms. You Lantian.