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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)

NOTICE OF 2010 ANNUAL GENERAL MEETING

Notice is hereby given by the Board of Directors that the 2010 Annual General Meeting (the “AGM”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) will be held on Thursday, 26 May 2011 at 9 a.m. by way of physical meeting. Details of the AGM are as follows:

A. GENERAL INFORMATION OF THE AGM

(I) Date and time

The AGM will be held on Thursday, 26 May 2011 at 9 a.m. and it is expected to last for half day.

(II) Venue

Meeting Room 1, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC

(III) Convener

The AGM is convened by the Board of Directors of the Company.

(IV) Form

The AGM will be conducted by way of voting at physical meeting.

(V) Attendees

1. Holders of A Shares of “MINSHENG BANK” (stock code: 600016) whose names appear on the register of members of A Shares maintained by China Securities Depository and Clearing Corporation Limited (Shanghai Branch) as at the close of the trading session of A Shares on Shanghai Stock Exchange on Thursday, 21 April 2011 at 3:00 p.m. (the “A Shareholders”);

2. Holders of H Shares of “MINSHENG BANK” (stock code: 01988) whose names appear on the register of members of H Shares maintained by Computershare Hong Kong Investor Services Limited as at the close of business on Thursday, 21 April 2011 (the “H Shareholders”);
3. Proxies appointed by the A Shareholders or the H Shareholders;
4. The Directors, Supervisors and senior management of the Company;
5. Representatives of intermediaries engaged by the Company and guests invited by the Board of Directors.

B. RESOLUTIONS OF THE AGM

(I) The following resolutions will be considered and approved at the AGM:

Ordinary Resolutions

1. To consider and approve the annual report of the Company for 2010.
2. To consider and approve the work report of the Board of Directors of the Company for 2010.
3. To consider and approve the work report of the Supervisory Board of the Company for 2010.
4. To consider and approve the audited accounts of the Company for 2010.
5. To consider and approve the proposed profit appropriation plan of the Company for 2010.
6. To consider and approve the annual budgets of the Company for 2011.
7. To consider and approve the revised “Administrative Measures of Connected Transactions of China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司關聯交易管理辦法)”.

Special Resolutions

8. To consider and approve the statement on the use of proceeds from the previous fund raising activities of the Company.
9. To consider and approve the authorization to the Board of Directors to issue the RMB bonds in Hong Kong at an appropriate time.

10. To consider and approve the amendments to certain provisions of the “Articles of Association of China Minsheng Banking Corp., Ltd.” in the following manner:

The original Article 24 will be deleted in its entirety and replaced with the following:

“Article 24 As at 15 July 2010, the share capital of the Bank comprises 26,714,732,987 ordinary shares in issue, including 22,587,602,387 domestically listed shares and 4,127,130,600 H shares, representing approximately 84.55% and 15.45% respectively of the total issuable ordinary shares of the Bank.

The above calculation includes bonus shares distributed by the Bank, shares issued upon capitalization of capital reserve and shares issued upon the exercise of convertible bonds by creditors up to 15 July 2010.”

The original Article 27 will be deleted in its entirety and replaced with the following:

“Article 27 The registered capital of the Bank is RMB26,714,732,987.”

11. To consider and approve the change of registered capital of the Company.

(II) Documents to be tabled at the AGM:

1. Report of connected transactions of China Minsheng Banking Corp., Ltd. during 2010.
2. Report of Independent Directors of China Minsheng Banking Corp., Ltd. for the year 2010.

Notes:

- (1) Documents relating to the above resolutions will be posted on the websites of the Shanghai Stock Exchange (www.sse.com.cn), The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) (www.hkex.com.hk) and the Company (www.cmbc.com.cn) at least 5 working days prior to the AGM.
- (2) All votes of resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “Listing Rules”) and the results of the poll will be published on the websites of the Hong Kong Stock Exchange (www.hkex.com.hk) and the Company (www.cmbc.com.cn) in accordance with the Listing Rules.
- (3) Matters related to the Proposed Declaration of Final Dividend, Withholding and Payment of Enterprise Income Tax for Non-resident Enterprise Shareholders:

The Board of Directors of the Company has recommended a final dividend of RMB1 for every 10 shares (tax inclusive) payable in cash for the year ended 31 December 2010, which amounted to RMB2,672 million in total. If the above profit appropriation plan under Ordinary Resolution No. 5 is approved at the AGM, the final dividend will be paid to the shareholders whose names appear on the register of members of the Company on Wednesday, 8 June 2011.

According to the Enterprise Income Tax Law of the People's Republic of China and the Rules for the Implementation of the Enterprise Income Tax Law of the People's Republic of China which were promulgated in 2008 and came into effect on 1 January 2008, the Company is required to withhold enterprise income tax at the rate of 10% before distributing dividend to non-resident enterprise shareholders whose names appear on the register of members for H Shares of the Company. Any H Shares registered in the name of non-individual shareholders, including HKSCC Nominees Limited, other nominees, trustees or other organizations or groups will be treated as being held by non-resident enterprise shareholders and the dividends which they are entitled to will be subject to the withholding of the enterprise income tax.

The register of H Shares of the Company will be closed from Friday, 3 June 2011 to Wednesday, 8 June 2011 (both days inclusive). In order to be entitled to the final dividend, H Shareholders who have not registered the transfer documents 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 Thursday, 2 June 2011.

- (4) As announced by the Company on 18 March 2011, the register of members of H Shares of the Company is closed from 4 April 2011 to 4 May 2011, both days inclusive, for the purpose of determining entitlements to attend and vote at the extraordinary general meeting of the Company to be held on 4 May 2011. Unregistered holders of H Shares who wish to attend the extraordinary general meeting must lodge all transfer documents accompanied by the relevant share certificates with the H Share registrar of the Company no later than 4:30 p.m. on Friday, 1 April 2011. In order to determine the list of shareholders of the Company who are entitled to attend the AGM, the register of members of H Shares of the Company will be closed from 26 April 2011 to 26 May 2011, both days inclusive. Accordingly, shareholders of the Company whose names appear on the register of members of H Shares of the Company at 4:30 p.m. on 21 April 2011 (Thursday) will be entitled to attend and vote at the AGM. As no change will be made to the register of members of H Shares of the Company after 4:30 p.m. on Friday, 1 April 2011 until the conclusion of the AGM, H Shareholders of the Company whose names appear on the register of members of H Shares of the Company at 4:30 p.m. on 1 April 2011 (Friday) are the same group of H Shareholders whose names appear on the register of members of H Shares of the Company at 4:30 p.m. on 21 April 2011 (Thursday) and are thus entitled to attend and vote at the AGM.
- (5) 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 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.
- (6) Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the shareholder or his/her/its attorney agent who has been authorized in writing. If the shareholder is a legal person, the form of proxy shall be affixed with the legal person'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 forms of proxy, together with any power of attorney or other authority (if any), which is notarially certified, must be lodged with the Company's Secretariat of the Board of Directors 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.
- (7) Shareholders who intend to attend the AGM (in person or by proxy) shall complete and deliver the reply slip of AGM enclosed to the Secretariat of the Board of Directors of the Company by hand, post or fax on or before Friday, 6 May 2011.
- (8) Shareholders shall produce their identification documents when attending the AGM.
- (9) If a proxy attends the AGM on behalf of a shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies 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.

(10) 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.

(11) The contact of the Secretariat 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: Miss Li and Miss Zhou
Telephone: 86-10-68946790
Facsimile: 86-10-68466796

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

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

8 April 2011