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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of 2014 (“**EGM**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) will be held at 2 p.m. on Tuesday, 23, December 2014 at the 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:

SPECIFIAL RESOLUTIONS

1. To consider and approve the Proposal in respect of the Qualification of China Minsheng Banking Corp., Ltd. in relation to the Non-public Issuance of Preference Shares
2. To consider and approve each of the following items of the Proposal in respect of Non-public Issuance of Domestic Preference Shares by China Minsheng Banking Corp., Ltd.:
 - (1) Type and number of securities to be issued
 - (2) Maturity
 - (3) Method of Issuance
 - (4) Places
 - (5) Nominal Value and Issue Price
 - (6) Dividend Distribution Provisions
 - (7) Conditional Redemption
 - (8) Mandatory Conversion
 - (9) Restriction on and Restoration of Voting Rights
 - (10) Order of distribution of residual assets and basis for liquidation

- (11) Use of proceeds
 - (12) Rating
 - (13) Guarantee
 - (14) Transferability
 - (15) Compliance of Latest Regulatory Requirements
 - (16) Effective Period of the Resolution of the Private Placing of Preference Shares
 - (17) Relationship between Domestic and Offshore Issuances
3. To consider and approve each of the following items of the Proposal in respect of Non-public Issuance of Offshore Preference Shares by China Minsheng Banking Corp., Ltd.:
- (1) Type and number of securities to be issued
 - (2) Maturity
 - (3) Method of Issuance
 - (4) Places
 - (5) Nominal Value and Issue Price
 - (6) Dividend Distribution Provisions
 - (7) Conditional Redemption
 - (8) Mandatory Conversion
 - (9) Restriction on and Restoration of Voting Rights
 - (10) Order of distribution of residual assets and basis for liquidation
 - (11) Use of proceeds
 - (12) Rating
 - (13) Guarantee
 - (14) Transferability
 - (15) Compliance of Latest Regulatory Requirements

(16) Effective Period of the Resolution of the Private Placing of Preference Shares

(17) Relationship between Domestic and Offshore Issuances

4. To consider and approve the Proposal in respect of Feasibility Analysis Report of the Use of Proceeds from Non-public Issuance of Preference Shares by China Minsheng Banking Corp., Ltd.
5. To consider and approve the Proposal in respect of Authorization to the Board and its Authorised Persons to Exercise Full Power to Deal with Matters relating to the Issuance Of Preference Shares by China Minsheng Banking Corp., Ltd.
6. To consider and approve the Proposal in respect of Issuance Plan of Financial Bonds and Tier-2 Capital Bonds of China Minsheng Bank for 2014 to 2016
7. To consider and approve the Proposal in respect of the Authorization to the Board to Issue Offshore Bonds in Due Course
8. To consider and approve the Proposal in respect of Amendments to the Articles of Association of China Minsheng Banking Corp., Ltd.
9. To consider and approve the Proposal in respect of Change of Registered Share of China Minsheng Banking Corp., Ltd.

ORDINARY RESOLUTIONS

1. Proposal in respect of Formulation of Capital Management Planning for 2014 to 2016 of China Minsheng Banking Corp., Ltd.
2. To consider and approve the Proposal in respect of Formulation of Shareholder Return Plan for 2014 to 2016 of China Minsheng Banking Corp., Ltd.
3. To consider and approve the Proposal in respect of Impacts on Dilution of Current Returns of Non-public Issuance of Preference Shares by China Minsheng Banking Corp., Ltd. and relevant Remedial Measures and Non-public Issuance of Renmibi Ordinary Shares (A Shares).
4. To consider and approve the Proposal in respect of Amendments to the Rules of Procedures for Shareholders' General Meeting of China Minsheng Banking Corp., Ltd.
5. To consider and approve the Proposal in respect of Amendments to the Rules of Procedure for the Meeting of the Board of Directors of China Minsheng Banking Corp., Ltd.
6. To consider and approve the Proposal in respect of the 2014 Interim Profit Distribution Plan of China Minsheng Banking Corp., Ltd.
7. To consider and approve the Proposal in respect of the Appointment of Mr. Yao Dafeng as Director of the Sixth Session of the Board of Directors of China Minsheng Banking Corp., Ltd.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Sunday, 23 November 2014 to Tuesday, 23 December 2014 (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 EGM, 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 Friday, 21 November 2014. H Shareholders whose names appear on the register of members of the Company on Sunday, 23 November 2014 will be entitled to attend and vote at the EGM.

The register of members of the Company will be closed from Thursday, 1 January 2015 to Tuesday, 6 January 2015 (both days inclusive), during which period no registration of Shares of the Company will be effected. Where the Shareholders holding H Shares who have not registered with the Company intend to receive the 2014 interim dividend, all Share certificates and 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 Wednesday, 31 December 2014. H Shareholders whose names appear on the register of members of the Company on Tuesday, 6 January 2015 will be entitled to receive the 2014 interim dividend.

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

Beijing, PRC
7 November 2014

As at the date of this notice, the executive Directors of the Company Hong Qi, Liang Yutang and Mao Xiaofeng; the non-executive Directors of the Company are Zhang Hongwei, Lu Zhiqiang, Liu Yonghao, Wang Yugui, 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 EGM 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 at 87707, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC (postal code: 100873) 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. 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 EGM 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 EGM (in person or by proxy) shall complete and deliver the reply slip of EGM enclosed to Computershare Hong Kong Investor Services Limited or the office of the Board by hand, post or fax on or before Tuesday, 2 December 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 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 a day. Shareholders who attend the EGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
7. The contact of the office of the Board:

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