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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 EXTRAORDINARY GENERAL MEETING FOR 2016**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting of 2016 (“EGM”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) will be held at 2 p.m. on Monday, 1 February 2016 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:

**SPECIAL RESOLUTIONS**

1. To consider and approve the Proposal in respect of Change of Registered Capital of China Minsheng Banking Corp., Ltd.
2. To consider and approve the Proposal in respect of Amendments to the Articles of Association of China Minsheng Banking Corp., Ltd.
3. 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
4. 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 terms

- (8) Terms of 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 non-public issuance of preference shares
  - (17) Relationship between domestic and offshore issuances
5. 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 terms
  - (8) Terms of 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 non-public issuance of preference shares

(17)Relationship between domestic and offshore issuances

6. To consider and approve the Proposal in respect of Feasibility Analysis Report of the Use of Proceeds from Non-public Issuance of Preference Shares of China Minsheng Banking Corp., Ltd.
7. To consider and approve the Proposal in respect of Authorization to the Board and its Authorized Persons by the Shareholders' General Meeting to Exercise Full Power to Deal with Matters Relating to the Issuance of Preference Shares
8. To consider and approve the Proposal in respect of the Amendments to the Articles of Association (Preference Shares) of China Minsheng Banking Corp., Ltd.

## **ORDINARY RESOLUTIONS**

1. To consider and approve the Proposal in respect of the 2015 Interim Profit Distribution Plan of China Minsheng Banking Corp., Ltd.
2. To consider and approve the Proposal in respect of the Election of Mr. Zheng Wanchun as an Executive Director of the Sixth Session of the Board of Directors of China Minsheng Banking Corp., Ltd.
3. To consider and approve the Proposal in respect of Formulation of Capital Management Plan for 2016 to 2018 of China Minsheng Banking Corp., Ltd.
4. To consider and approve the Proposal in respect of Formulation of Shareholder Return Plan for 2016 to 2018 of China Minsheng Banking Corp., Ltd.
5. To consider and approve the Proposal in respect of Impacts on Dilution of Current Returns of Non-public Issuance of Preference Shares and the Remedial Measures of China Minsheng Banking Corp., Ltd.
6. To consider and approve the Proposal in respect of Amendments to the Rules of Procedures for Shareholders' General Meeting (Preference Shares) of China Minsheng Banking Corp., Ltd.
7. To consider and approve the Proposal in respect of Amendments to the Rules of Procedure for the Meeting of the Board of Directors (Preference Shares) of China Minsheng Banking Corp., Ltd.

## **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Thursday, 31 December 2015 to Monday, 1 February 2016 (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 Wednesday, 30 December 2015. H Shareholders whose names appear on the register of members of the Company on Thursday, 31 December 2015 will be entitled to attend and vote at the EGM.

The register of members of the Company will be closed from Friday, 12 February 2016 to Wednesday, 17 February 2016 (both days inclusive), during which period no registration of Shares will be effected. Where the Shareholders holding H Shares who have not registered with the Company intend to receive the 2015 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 Thursday, 11 February 2016. H Shareholders whose names appear on the register of members of the Company on Wednesday, 17 February 2016 will be entitled to receive the dividend.

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

Beijing, PRC  
17 December 2015

*As at the date of this notice, the executive Directors of the Company are Mr. Hong Qi and Mr. Liang Yutang; the non-executive Directors of the Company 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 of the Company are Mr. Qin Rongsheng, Mr. Wang Lihua, Mr. Han Jianmin, Mr. Cheng Hoi-chuen, Mr. Ba Shusong and Ms. 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 authorised 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 authorised in writing. If the form of proxy is signed by the attorney of the shareholder, the power of attorney or other authorisation document shall be notarised. For holders of A Shares, the form of proxy together with the power of attorney or other authorisation document notarially certified, if any, must be lodged with the office of the Board at Room 11-10, CMBC North Tower, No. 2 Fuxingmennei Avenue, Xicheng District, Beijing, China (postal code: 100031) 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 Monday, 11 January 2016.
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 notarised copy of the resolution passed by the Board or other authority or other notarised copy of any authorisation 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.