



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 THE FIRST EXTRAORDINARY GENERAL MEETING IN 2011

Notice is hereby given that the first extraordinary general meeting (the “**EGM**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) in 2011 will be held at 1/F, Fragrant Hill Hotel, Beijing Fragrant Hill Park, Haidian District, Beijing, the People's Republic of China on Wednesday, 4 May 2011 at 2 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the following resolution in respect of the issuance of A Share Convertible Bonds by the Company:

“**THAT:**

the following items of the issuance of A Share Convertible Bonds (the “**CB**” or “**Convertible Bonds**”) of the Company be and are hereby individually approved and be implemented upon the approvals of relevant government authorities in the People's Republic of China:

- (1) Type of securities to be issued
- (2) Issue size
- (3) Par value and issue price
- (4) Term
- (5) Interest rate
- (6) Method and timing of interest payment
- (7) Conversion period
- (8) Determination and adjustment of the CB Conversion Price
- (9) Downward adjustment to CB Conversion Price
- (10) Method for determining the number of Shares for conversion
- (11) Terms of redemption

- (12) Terms of sale back
 - (13) Entitlement to dividend of the year of conversion
 - (14) Method of issuance and target investors
 - (15) Subscription arrangement for the existing holders of A Shares
 - (16) CB Holders and CB Holders' meetings
 - (17) Use of proceeds from the issuance of the Convertible Bonds
 - (18) Special provisions in relation to supplementary capital
 - (19) Guarantee and security
 - (20) The validity period of the resolution in respect of the issuance of the Convertible Bonds
 - (21) Matters relating to authorization in connection with the issuance of the Convertible Bonds"
- (Please refer to the announcement of the Company dated 25 February 2011 (the "**Announcement**") for details.)

2. To consider and approve the following resolution in respect of the issuance of new H Shares by the Company:

"THAT:

the following items of the issuance of new H Shares of the Company be and are hereby individually approved and be implemented upon the approvals of relevant government authorities in the People's Republic of China:

- (1) Class of Shares
- (2) Size of issuance
- (3) Target investor
- (4) Pricing
- (5) Accumulated profit
- (6) Use of proceeds
- (7) The validity period of the resolution
- (8) Matters relating to authorization in connection with the issuance of the H Shares"

(Please refer to the Announcement for details.)

3. To consider and approve the resolution in respect of the statement on the use of proceeds from the previous fund raising activities. (Please refer to the Announcement for details.)

4. To consider and approve the resolution in respect of the proposal on the use of proceeds raised from the issuance of A Share Convertible Bonds and issuance of new H Shares. (Please refer to the Announcement for details.)

ORDINARY RESOLUTION

1. To consider and approve the resolution in respect of the Capital Management Programming (2011–2013) of China Minsheng Banking Corp., Ltd. (Please refer to the circular which will be dispatched by the Company in due course for details.)

Notes:

- (a) Please refer to the Announcement for details of the issuance of A Share Convertible Bonds and issuance of new H Shares. Capitalised terms used in this notice shall have the same meanings as those defined in the Announcement unless the context otherwise requires. A circular setting out further details of the resolutions will be dispatched by the Company in due course.
- (b) In order to determine the entitlement to attend the EGM, the register of H Shares of the Company will be closed from Monday, 4 April 2011 to Wednesday, 4 May 2011 (both days inclusive), during such period no transfer of H Shares will be registered. Unregistered holders of H Shares who wish to attend the EGM 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. H Shareholders whose names appear on the register of members of the Company as at 4:30 p.m. on Friday, 1 April 2011 are entitled to attend and vote at the EGM.

The address of Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, is as follows:

Shops 1712–1716, 17th Floor,
Hopewell Centre,
183 Queen's Road East,
Wanchai, Hong Kong

- (c) Holders of domestic invested shares of the Company (“**Domestic Shares**”) or H Shareholders who intend to attend the EGM shall complete and deliver the reply slip of EGM enclosed to the Secretariat of the Board of Directors of the Company not later than 20 days before the date of the EGM, being Thursday, 14 April 2011.

The contact details of the Secretariat of the Board of Directors of the Company are as follows:

87707,
Building VIII, Beijing Friendship Hotel,
No. 1 Zhongguancun Nandajie, Haidian District, Beijing,
The People's Republic of China
Postal Code: 100873
Facsimile: 86-10-6846 6796

- (d) Any H Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint in writing one or more proxies (who need not be a member of the Company) to attend and vote in his stead. If more than one proxy is so appointed, the instrument of appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (e) Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the appointer or its agent who has been duly authorized in writing. If the form of proxy is signed by the agent of the appointer, the power of attorney or other authorization document(s) shall be notarized.
- (f) For holders of H Shares, the form of proxy (if the form of proxy is signed by the agent of the appointer who has been authorized by the power of attorney or other authorization document(s), the notarized power of attorney or other authorization document(s)) must be lodged with Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company in Hong Kong (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. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (g) Each holder of Domestic Shares is entitled to appoint one or more proxies (who need not be a member of the Company) in writing to attend and vote at the EGM in his stead. Notes (d) and (e) are also applicable to holders of Domestic Shares. The forms of proxy, together with any power of attorney or other authority, must be lodged with the Company's Secretariat of the Board of Directors (please refer to note (c) above for the address) 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.
- (h) Shareholders shall produce their identification documents when attending the EGM.
- (i) If a proxy attends the EGM 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 legal representative, which specifies 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.
- (j) The EGM is expected to last for half day. Shareholders who attend the EGM shall bear their own travelling and accommodation and other expenses.
- (k) 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

18 March 2011