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 H SHARE CLASS MEETING FOR 2016

NOTICE IS HEREBY GIVEN that the first H share class meeting of 2016 ("**H Share Class Meeting**") of China Minsheng Banking Corp., Ltd. (the "**Company**") will be held after the conclusion of the first extraordinary general meeting of 2016 and the first A share class meeting of 2016 or any adornment thereof 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

Conditional upon the approval of the same by the shareholders at the extraordinary general meeting and the class meeting for holders of A Shares to be convened on 1 February 2016, to consider and approve the following items one by one:

1. 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) Placees

    (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

2. 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) Placees

(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

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 H Share Class Meeting, 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 H Share Class Meeting.

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 H Share Class Meeting 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 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 H Share Class Meeting 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 H Share Class Meeting (in person or by proxy) shall complete and deliver the reply slip of H Share Class Meeting 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 H Share Class Meeting.

5. If a proxy attends the H Share Class Meeting 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 H Share Class Meeting, 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 H Share Class Meeting is expected to last for half a day. Shareholders who attend the H Share Class Meeting (in person or by proxy) shall bear their own travelling, accommodation and other expenses.