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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 THE SECOND EXTRAORDINARY GENERAL MEETING IN 2012

Notice is hereby given that the second extraordinary general meeting (the “EGM”) of China Minsheng Banking Corp., Ltd. (the “Company”) in 2012 will be held at 2:00 p.m. on Thursday, 3 May 2012 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the proposal regarding the extension of the validity period of the resolution in respect of the public issuance of the A Share convertible bonds by China Minsheng Banking Corp., Ltd. and the authorization period of the Board and the authorized person for handling related matters;
2. To consider and approve proposal regarding the extension of the validity period of the resolution in respect of the issuance of new H Shares by China Minsheng Banking Corp., Ltd. and the authorization period of the Board and the authorized person for handling related matters.

Notes:

- (1) Attention shall be drawn that considering the Company had already obtained the CSRC approval in relation to the issuance of H Shares after the board meeting dated 22 February 2012, the Company undertakes to the Hong Kong Stock Exchange that it will complete the H Share issuance before the expiry of the three months from the date of the EGM.
- (2) For the purpose of determining the Shareholders who are entitled to attend the EGM, the register of members of H Shares of the Company will be closed from Tuesday, 3 April 2012 to Thursday, 3 May 2012 (both days inclusive), during such period no transfer of H Shares of the Company will be registered. In addition, according to the circular issued by the Company in respect of the proposed re-election and appointment of directors and supervisors and notice of the first extraordinary general meeting in 2012 on 24 February 2012, the register of members of H Shares of the Company will also be closed from Saturday, 10 March 2012 to Tuesday, 10 April 2012 (both days inclusive), during such period no transfer of H Shares will be registered. As such, the Company will not register any transfer of H Shares from Saturday, 10 March 2012 to Thursday, 3 May 2012 (both days inclusive). H Shareholders whose names appear on the register of members of the Company as at 4:30 p.m. on Friday, 9 March 2012 will be entitled to attend and vote at the first extraordinary general meeting in 2012, the second EGM in 2012 and the first H Share Class Meeting in 2012.

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

- (3) Holders of domestic 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 office of the Board of the Company not later than 20 days before the date of the EGM, being Friday, 13 April 2012.

The contact details of the office of the Board 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

- (4) 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 on his/her behalf. If more than one proxy is so appointed, the form of proxy shall specify the number and class of shares in respect of which each proxy is so appointed.
- (5) 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) by which the agent has been authorized shall be notarized.
- (6) 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 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. 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.
- (7) 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/her stead. Notes (3) and (4) are also applicable to holders of Domestic Shares. The form of proxy, together with any power of attorney or other authorization document(s), must be lodged with the Company’s office of the Board of the Company (please refer to note (2) 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.
- (8) Shareholders shall produce their identification documents when attending the EGM.
- (9) If a shareholder appoints a proxy to attend the EGM on his/her behalf, the proxy shall produce his/her identification document and the power of attorney or 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 notarized copy of any authorization documents issued by such corporate shareholder.

- (10) The EGM is expected to last for half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation and other expenses.
- (11) 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

19 March 2012