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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: 1988)

NON-PUBLIC ISSUANCE AND PLACING OF A SHARES

CONNECTED TRANSACTION AND SUBSCRIPTION AGREEMENTS

RESUMPTION OF TRADING

NON-PUBLIC ISSUANCE AND PLACING OF A SHARES

CONNECTED TRANSACTION AND SUBSCRIPTION AGREEMENTS

The Board is pleased to announce that on 7 January 2011, the Board has approved to recommend to the Shareholders the Non-Public Issuance and Placing of A Shares to specified targets, with the size of issuance not more than 4,700 million A Shares. On the same day, the Company and the targets of issuance entered into the respective Subscription Agreements. The Non-Public Issuance and Placing of A Shares is subject to approval by the CBRC and the Shareholders, as well as the approval of the CSRC.

According to the Hong Kong Listing Rules, among the subscribers, each of Shanghai Giant Lifetech Co., Ltd., Sichuan South Hope Enterprises Co., Ltd. and China Oceanwide Holdings Group Co., Ltd. constitutes a connected person of the Company under the Hong Kong Listing Rules and their proposed subscription of A Shares constitute a connected transaction of the Company. Accordingly, such transaction is subject to the requirements of reporting, announcement and approval of the Independent Shareholders pursuant to requirements of the Hong Kong Listing Rules.

The Independent Board Committee comprising Mr. Andrew Wong, Mr. Wang Songqi, Mr. Liang Jinquan, Mr. Wang Lihua, Mr. Qin Rongsheng and Mr. Han Jianmin, each an independent non-executive Director, has been formed to advise the Independent Shareholders in respect of the Acquisition. An independent financial adviser will be appointed to advise the

Independent Board Committee and the Independent Shareholders in this connection.

RESUMPTION OF TRADING

At the request of the Company, trading in the issued H Shares on the Hong Kong Stock Exchange was suspended with effect from 9:30 a.m. on 7 January 2011 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the issued H Shares on the Hong Kong Stock Exchange with effect from 9:30 a.m. on 10 January 2011.

The Board is pleased to announce that on 7 January 2011, the Board has approved to recommend to the Shareholders the Non-Public Issuance and Placing of A Shares to specified targets, with the size of issuance not more than 4,700 million Shares. On the same day, the Company and the targets of issuance entered into the respective Subscription Agreements. The Non-Public Issuance and Placing of A Shares is subject to approval by the CBRC and the Shareholders, as well as the approval of the CSRC.

1. THE PROPOSAL IN RESPECT OF THE ELIGIBILITY OF NON-PUBLIC ISSUANCE AND PLACING OF A SHARES BY THE COMPANY

Pursuant to the PRC law, rules and regulatory documents including the PRC Company Law, the PRC Securities Law, the Measures Governing the Issue of Securities by Listed Companies and the Implementation Rules for the Non-public Issue of Shares by Listed Companies in the context of the actual status quo of the Company, the Board confirms that the Company complies with the regulations relevant to the Non-Public Issuance and Placing of A Shares, and approved that application be made by the Company with respect to the Non-Public Issuance and Placing of A Shares.

This proposal will be submitted to the Extraordinary General Meeting for consideration and approval.

2. THE PROPOSAL IN RESPECT OF THE NON-PUBLIC ISSUANCE AND PLACING OF A SHARES

2.1 Types and nominal value of A Shares to be issued

The new Shares to be offered are RMB denominated common Shares with a nominal value of RMB 1 per Share, which are listed domestically (A Shares).

2.2 Method of issuance

All new A Shares will be offered to target subscribers under the Non-Public Issuance and Placing of A Shares.

2.3 Target subscribers

- (1) Shanghai Giant Lifetech Co., Ltd.;

- (2) China Oceanwide Holdings Group Co., Ltd.;
- (3) Sichuan South Hope Enterprises Co., Ltd.;
- (4) China Life Insurance Company Limited;
- (5) Jiangsu Rongsheng Investment Group Co., Ltd.;
- (6) Hawtai Motor Group Co., Ltd.; and
- (7) China Shipowner Mutual Assurance Association.

2.4 The size of the issuance

The number of A Shares to be offered to target subscribers will be 4,700 million A Shares in total, among which

- (1) 1,424,000,000 A Shares will be offered to Shanghai Giant Lifetech Co., Ltd.;
- (2) 1,190,000,000 A Shares will be offered to China Oceanwide Holdings Group Co., Ltd.;
- (3) 6,600,000,000 A Shares will be offered to Sichuan South Hope Enterprises Co., Ltd.;
- (4) 500,000,000 A Shares will be offered to China Life Insurance Company Limited;
- (5) 500,000,000 A Shares will be offered to Jiangsu Rongsheng Investment Group Co., Ltd.;
- (6) 266,000,000 A Shares will be offered to Hawtai Motor Group Co., Ltd.; and
- (7) 160,000,000 A Shares will be offered to China Shipowner Mutual Assurance Association.

2.5 Issue price

RMB4.57 (equivalent to approximately HK\$5.35) per A Share (being not less than 90% of the average trading price of the A Shares in the 20 trading days preceding the date of announcement in relation to the Board resolutions in the Board about the offering offered to target subscribers under the Non-Public Issuance and Placing of A Shares (8 January 2011)).

The issue price shall be adjusted to take into account of any cash dividends, bonus share issue or capitalization from capital public reserve from the pricing base day to the Offer Date as follows:

$$P = (B - C) \div (1 + D) \times A \div B$$

Where:

- A: original issue price
- B: average trading price of the shares of the Company for the 20 trading days prior to the pricing base day
- C: dividends per share
- D: percentage of increase of share capital after the bonus share issue or capitalization from capital public reserve
- P: adjusted issue price

As of the date (6 January 2011) before the date of this announcement (i.e. the date of determining the terms of the Issuance), the closing prices of Shares on the Shanghai Stock Exchange was RMB5.03 (equivalent to approximately HK\$5.89) per A Share and HK\$6.59 per H Share on the Hong Kong Stock Exchange.

2.6 Lock-up period

The Shares to be offered shall not be transferred within 36 months from the completion date of the issuance. Shares to be subscribed by a shareholder who holds or controls over 5% (5% included) of the Shares or voting rights of the Company after issuance and is also a top 3 shareholder of the Company, or by a shareholder who is not a top 3 shareholder but considered as a shareholder with material effect to the Company by relevant regulatory authorities, shall not be transferred within 60 months from the completion date of the issuance.

2.7 Use of proceeds

The proceeds raised under the Non-Public Issuance and Placing of A Shares will be no more than RMB214.79 million (equivalent to approximately HK\$25,130 million) and all the net proceeds after the deduction of applicable taxes and intermediary fees will be used for replenishing the core capital of the Company.

2.8 Place of listing

Upon expiration of the lock-up period, the new issued Shares will be traded on the Shanghai Stock Exchange.

2.9 Arrangement relating to the undistributed profits

After completion of the Placing of new Shares, the new and existing Shareholders will share the undistributed profits of the Company accumulated prior to the Placing of new Shares.

2.10 Valid period of the resolution

The resolution relating to this proposal shall be valid for 12 months from the date of passing of the relevant resolution at the general meeting. We respectfully submit that the general meeting should authorize the Board to decide the deferral of the implementation of the Placing plan within 12 months from the date of passing of the relevant resolution at the general meeting under its discretion, whenever there is any force majeure or any other condition that may bring any difficulty to the implementation of the Placing plan or may bring material adverse effect to the Company notwithstanding the implementation of the Placing plan, and relevant concrete matters should be handled by the Board or a person/persons authorized by the Board.

This proposal will be submitted to the Extraordinary General Meeting, the A Share Class Meeting and the H Share Class Meeting for consideration and approval.

3. CONNECTED TRANSACTION AND SUBSCRIPTION AGREEMENTS

3.1 Connected transaction

3.1.1 Target and size of Issuance

Shanghai Giant Lifetech Co., Ltd., Sichuan South Hope Enterprises Co., Ltd. and China Oceanwide Holdings Group Co., Ltd. will subscribe no more than 3,274,000,000 A Shares issued by the Company in the Issuance at a cash consideration of no more than RMB14,962 million (equivalent to approximately HK\$17,506 million) in total.

Shanghai Giant Lifetech Co., Ltd. is a company controlled by Shi Yuzhu, a Director of the Company, Sichuan South Hope Enterprises Co., Ltd. controlled by Liu Yonghao, a Director of the Company and China Oceanwide Holdings Group Co., Ltd. is a company controlled by Lu Zhiqiang, a Director of the Company.

3.1.2 Issue price and basis of determination

The pricing base day of A shares of the Issuance shall be the date on which the resolution by 14th meeting of the fifth session of the Board of the Company is announced (8 January 2011), and the issue price shall be no less than RMB4.57 (equivalent to approximately HK\$5.35) per A Share, that is no less than 90% of the average trading price of A shares of the Company for the 20 trading days prior to the pricing base day (the average trading price of A shares of the Company for the 20 trading days prior to the pricing base day = total trading amount of A shares for the 20 trading days prior to the pricing base day / total trading volume of A shares for the 20 trading days prior to the pricing base day). The issue price shall be adjusted to take into account of any cash dividends, bonus share issue or capitalization from capital public reserve from the pricing base day to the Offer Date as follows:

$$P = (B - C) \div (1 + D) \times A \div B$$

Where:

- A: original issue price
- B: average trading price of the shares of the Company for the 20 trading days prior to the pricing base day
- C: dividends per share
- D: percentage of increase of share capital after the bonus share issue or capitalization from capital public reserve
- P: adjusted issue price

3.1.3 Lock-up period

The Shares to be offered shall not be transferred within 36 months from the completion date of the issuance. Shares to be subscribed by a shareholder who holds or controls over 5% (5% included) of the Shares or voting rights of the Company after issuance and is also a top 3 shareholder of the Company, or by a shareholder who is not a top 3 shareholder but considered as a shareholder with material effect to the Company by relevant regulatory authorities, shall not be transferred within 60 months from the completion date of the issuance.

3.1.4 Payment of Subscription Price

Each of subscribers agrees and acknowledges that, subject to the official approval by the CSRC of the Issuance, it shall, pursuant to the payment notice issued by the Company and the sponsor (lead underwriter), transfer the Subscription Price after deducting the performance bond into the account designated by the sponsor (lead underwriter) in a lump sum.

3.1.5 Conditions for the Subscription Agreements to become effective

The Subscription Agreements shall take effect upon the date on which the following conditions are satisfied:

- (1) the Non-Public Issuance and Placing of A Shares has been approved by the board of directors of the Company;
- (2) the Non-Public Issuance and Placing of A Shares has been approved by the meeting of relevant class(es) of shareholders of the Company;
- (3) the proposal of the Non-Public Issuance and Placing of A Shares and subscription by the subscribers of the shares pursuant to the Non-Public Issuance and Placing of A Shares has been approved by CBRC; and
- (4) the Non-Public Issuance and Placing of A Shares has been approval by the CSRC.

3.1.6 Liability for breach of the Subscription Agreements

A performance bond system is provided for in the Issuance. The payment of the performance bond and applicable punishment provided for in the Issuance shall be the liability for breach of the Subscription Agreements.

3.2 Consideration of the connected transaction and basis of determination

The pricing base day of A shares of the Issuance shall be the date on which the resolution by 14th meeting of the fifth session of the Board of the Company is announced (8 January 2011), and the issue price shall be no less than RMB4.57 (equivalent to approximately HK\$5.35) per A Share, that is no less than 90% of the average trading price of A shares of the Company for the 20 trading days prior to the pricing base day (the average trading price of A shares of the Company for the 20 trading days prior to the pricing base day = total trading amount of A shares for the 20 trading days prior to the pricing base day / total trading volume of A shares for the 20 trading days prior to the pricing base day). The issue price shall be adjusted to take into account of any cash dividends, bonus share issue or capitalization from capital public reserve from the pricing base day to the Offer Date as follows:

$$P = (B - C) \div (1 + D) \times A \div B$$

Where:

A: original issue price

B: average trading price of the shares of the Company for the 20 trading days prior to the pricing base day

C: dividends per share

D: percentage of increase of share capital after the bonus share issue or capitalization from capital public reserve

P: adjusted issue price

3.3 Major terms of the agreement governing the connected transaction

3.3.1 Basic information on subscribers who are connected persons

No.	Name of Subscriber	Shares held before the Issuance (10,000 Shares)	Shares to be subscribed pursuant to the Issuance (10,000 Shares)
1.	Shanghai Giant Lifetech Co., Ltd.	11,484	142,400
2.	Sichuan South Hope Enterprises Co., Ltd.	55,831	66,000

3.	China Oceanwide Holdings Group Co., Ltd.	69,894	119,000
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3.3.2 Main terms of the conditional Subscription Agreement

No.	Term	Contents
1.	Subscription price	<p>(1) The pricing base day shall be the date on which the Company's Board resolution on the Non-Public Issuance and Placing of A Shares is announced;</p> <p>(2) The Subscription Price shall be no less than 90% of the average trading price of A shares of the Company for the 20 trading days prior to the pricing base day (the average trading price of A shares of the Company for the 20 trading days prior to the pricing base day = total trading amount of A shares for the 20 trading days prior to the pricing base day / total trading volume of A shares for the 20 trading days prior to the pricing base day);</p> <p>(3) Subject to the bottom price of the Issuance, the final Subscription Price shall be agreed by the Company and subscribers;</p> <p>(4) The issue price shall be adjusted to take into account of any cash dividends, bonus share issue or capitalization from capital public reserve from the pricing base day to the Offer Date as follows:</p> $P = (B - C) \div (1 + D) \times A \div B$ <p>A: original issue price</p> <p>B: average trading price of the shares of the Company for the 20 trading days prior to the pricing base day</p> <p>C: dividends per share</p> <p>D: percentage of increase of share capital after the bonus share issue or capitalization from capital public reserve</p> <p>P: adjusted issue price</p>
2.	Method of subscription and payment	<p>The subscribers shall pay for the Subscription Price in cash.</p> <p>The subscribers shall, within 10 working days of the approval of the Non-Public Issuance and Placing of A Shares by the Board of the Company, pay to the Company the performance bond equal to 5% of the Subscription Price, which shall be deposited in the bank account</p>

		<p>designated by the Company. The Parties agree that such performance bond will be used to offset part of the Subscription Price when the subscribers pays the Subscription Price.</p> <p>The subscribers will transfer the Subscription Price after deducting the performance bond to the bank account designated by the Sponsor (lead underwriter) in a lump sum pursuant to the payment notice issued by the Company and the Sponsor (lead underwriter) .</p>
3.	Delivery of the subscribed shares	The Company shall complete the registration formalities of the shares subscribed in the Issuance with Shanghai Branch of China Securities Depository and Clearing Corporation Limited to register each of the subscribers as a common shareholder of shares of the Company subscribed by it in the Issuance.
4.	Lock-up period	<p>According to relevant laws and regulations, regulatory requirements and Subscriber's undertakings, the lock-up period for the shares subscribed by the Subscriber hereunder shall be 36 months. If, by such subscription, a Subscriber will hold 5% or more of the shares or voting rights of the Company and will be one of the top three shareholders of the Company, or if it is not one of the top three shareholder but is determined by regulatory authorities to have material influence on the Company, the lock-up period for the shares subscribed by the Subscriber hereunder shall be 60 months. The commencing date for such lock-up period shall be subject to the arrangement of Shanghai Branch of China Securities Depository and Clearing Corporation Limited.</p> <p>Each of subscribers undertakes not to transfer any of shares subscribed by it in the Issuance during the lock-up period.</p>
5.	Conditions precedent to the agreement	<p>The Subscription Agreement shall take effect upon the date on which the following conditions are satisfied:</p> <p>(1) the Non-Public Issuance and Placing of A Shares has been approved by the board of directors of the Company;</p> <p>(2) the Non-Public Issuance and Placing of A Shares has been approved by the meeting of relevant class of shareholders</p> <p>(3) the proposal of the Non-Public Issuance and Placing of A Shares and subscription by the subscribers of the shares of the Non-Public Issuance and Placing of A Shares</p>

		has been approved by CBRC; and (4) the Non-Public Issuance and Placing of A Shares has been approved by the CSRC.
6.	Breach	A performance bond system is provided for the Issuance. The payment of the performance bond and applicable punishment provided in the Issuance shall be the liability for breach of this Agreement. Subscriber's payment of performance bond is a guarantee for the ultimate implementation of this Agreement.

3.4 Reason of the connected transaction and impact on the Company

3.4.1 Reason of the connected transaction

The funds raised from the Non-Public Issuance and Placing of A Shares will be totally used to replenish the core capital of the Company, to improve capital adequacy ratio, to enhance the Company's capability to resist risks and to make profit, and to support the continuous, rapid and sound development of the overall business of the Company

3.4.2 Impact of the transaction on the Company

The Issuance will enable the Company to effectively satisfy the capital needs and to improve its capital adequacy ratio. The Company's assets size, profitability and capacity to resist risks will be further enhanced. The competitiveness of the Company in the industry and its position in the market will be maintained and improved, and the overall business of the Company will be developed in a continuous, sound and rapid manner.

This proposal will be submitted to the Extraordinary General Meeting for consideration and approval.

4. **STATEMENT ON THE USE OF PROCEEDS FROM THE PREVIOUS FUND RAISING ACTIVITIES**

4.1 Amount of the previous fund raising and the actual receipt date of the proceeds

On 26 November 2009, pursuant to CSBC's *Approval on Relevant Matters relating to CMBC's Issuing of H Shares (Yin Jian Fu [2009] No.231)*, CSRC's *Approval on CMBC's Issuing of H Shares (Zheng Jian Xu Ke Zi [2009] No. 1104)* and the Hearing of the Listing Committee of the Hong Kong Stock Exchange, H Shares of the Company were approved to be issues and trades on the Hong Kong Stock Exchange. On 26 November 2009, 3,321,706,000 H Share of the Company, the offering price of which was HK\$9.08 per Share, were successfully issued. On 18 December 2009, the Company exercised the over-allotment option of H Shares with a price of HK\$9.08 per Share and 117,569,500 were allotted accordingly.

On 26 November 2009 and 23 December 2009 respectively, the Company received HK\$30,161,090,480 and HK\$1,067,531,060 paid by the investors as contributions for share subscription, which in aggregation amount to RMB27,508,003,570.69 after the conversion based on relevant benchmark exchange rates (i.e. RMB0.88087 to HK\$1 and RMB0.88054 to HK\$1 respectively) announced by the People's Bank of China on relevant dates of capital injection, i.e. on 26 November 2009 and 23 December 2009 respectively. The capital injected is applied to increase the share capital by RMB3,439,275,500, and to increase the capital surplus by RMB23,311,141,930.01 (including the RMB269,335.67 after conversion of the interest accrued on the amount for the application of subscription during the freeze-up period and RMB395.67 after conversion of the arrears of the amount for the application of subscription, and RMB757,855,080.68 after conversion of the underwriting commission, trading fees charged by Hong Kong Stock Exchange and trading levy imposed by Securities and Futures Commission has been deducted therefrom). All capital contributions involved herein have been made in cash in HKD and have been verified by PricewaterhouseCoopers in *Pu Hua Yong Dao Zhong Tian Yan Zi (2010) No. 043 Capital Verification Report*.

4.2 Actual use of previously raised proceeds

Pursuant to the H Share prospectus of the Company, the Company intended to use the raised proceeds for the strengthening of the core capital of the Company so as to support the persistent growth of the Company's business. As of 30 September 2010, all the raised proceeds has been used for the strengthening of the core capital of the Company so as to support the persistent growth of the Company's business.

Actual use of the raised proceeds aforementioned has been compared by the Company, item by item, with relevant disclosures in the annual report, interim reports and other information disclosure documents from 2009 to 30 September 2010, and actual use of the raised proceeds is consistent with relevant disclosures.

As regard to the use of previously raised proceeds of the Company, the *Verification Report on use of previously raised proceeds (Pu Hua Yong Dao Zhong Tian Te Shen Zi (2010) No. 820)* has been issued by PricewaterhouseCoopers Certified Public Accountants.

Particulars of this proposal will be recorded in relevant document published on the website of Shanghai Stock Exchange by the Company on 7 January 2011.

This proposal will be submitted to the Extraordinary General Meeting for consideration and approval.

5. **PROPOSAL ON THE USE OF PROCEEDS RAISED FROM THE OFFERING OF A SHARES UNDER THE NON-PUBLIC ISSUANCE AND PLACING OF A SHARES**

After deduction of issuing fees, all the proceeds will be used for replenishing of the core capital of the Company, increase the capital adequacy ratio, strengthening the Company's ability of resisting risks and gaining profits and ensuring the sustained, rapid and sound development of the business of the Company.

This proposal will be submitted to the Extraordinary General Meeting for consideration and approval.

6. REASONS OF THE NON-PUBLIC ISSUANCE AND PLACING OF A SHARES

The main purpose of the Non-Public Issuance and Placing of A Shares is to increase the capital adequacy ratio by supplementing core capital, in order to satisfy the increasingly stringent regulatory requirements, as well as to strengthen the Company's ability of resisting risks and gaining profits and ensuring the sustained, rapid and sound development of the business of the Company, thereby achieving optimal returns to Shareholders as a whole.

Further, the Non-Public Issuance and Placing of A Shares is expected to facilitate the corporate governance structure of the Company and enhance its business management and operations.

7. EXTRAORDINARY GENERAL MEETING AND H SHARE CLASS MEETING

All proposals with respect to the Non-Public Issuance and Placing of A Shares are subject to approval by the Shareholders at the Extraordinary General Meeting as special resolutions. Further, the Proposal in respect of the Non-Public Issuance and Placing of A Shares outlined in section 2 in this announcement is subject to approval by the A Shareholders and the H Shareholders respectively at the A Share Class Meeting and the H Share Class Meeting, each as a special resolution.

The Independent Board Committee comprising Mr. Andrew Wong, Mr. Wang Songqi, Mr. Liang Jinquan, Mr. Wang Lihua, Mr. Qin Rongsheng and Mr. Han Jianmin, each an independent non-executive Director, has been formed to advise the Independent Shareholders in respect of the Acquisition. An independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in this connection.

A circular containing, among other things, the details of the Non-Public Issuance and Placing of A Shares and the subscriptions, the letter from the Independent Board Committee; a letter from the independent financial adviser to the Independent Board Committee and the Independent Shareholders on the Acquisition, a notice to convene the Extraordinary General Meeting and the H Share Class Meeting is expected to be dispatched to the H Shareholders on or before 28 January 2011.

8. GENERAL INFORMATION

Formally established on January 12, 1996 in Beijing, CMBC is the first national joint-stock commercial bank with shares mainly from non-public enterprise.

The main business scope of Shanghai Giant Lifetech Co., Ltd. includes production and sales of food, technical development of cosmetics, cleaning supplies, health food, technical consultation, technical service, technology transfer and wholesales of prepacked food.

The main business scope of China Oceanwide Holdings Group Co., Ltd. includes real estates, financing, energy, culture and media, science and technology, general investment, etc.

The main business scope of Sichuan South Hope Enterprises Co., Ltd. and its subsidiaries includes research and development of forage, breeding of livestock and poultry, butchering, process and sales of meat products.

The main business scope of Jiangsu Rongsheng Investment Group Co., Ltd. includes transportation, loading, unloading and packing for highway cargo delivery.

The main business scope of Hawtai Motor Group Co., Ltd. includes the research, development, sales and export of motor vehicles, diesel engines of clean-type sedans and gearboxes for automatic transmission.

The main business scope of China Life Insurance Company Limited includes provision of products and services such as personal life insurance, group life insurance, accident insurance, health insurance, etc. China Life Insurance Company Limited is a leading supplier of personal/group life insurance, pension products, accident insurance and health insurance.

China Ship-owner Mutual Assurance Association is an organization, which is approved by Chinese government, about mutual assurance between ship-owners.

9. IMPLICATIONS UNDER THE HONG KONG LISTING RULES

Since Shanghai Giant Lifetech Co., Ltd., Sichuan South Hope Enterprises Co., Ltd. and China Oceanwide Holdings Group Co., Ltd. are respectively companies controlled by Mr. Shi Yuzhu, Mr. Liu Yonghao and Mr. Lu Zhiqiang, each a Director of the Company, each of them constitute a connected person of the Company under the Hong Kong Listing Rules. Their subscription of Shares constitute a connected transaction of the Company. Accordingly, such transaction is subject to the requirements of reporting, announcement and approval of the Independent Shareholders pursuant to requirements of the Hong Kong Listing Rules. Proposals of the subscription will be presented for the approval by the Independent Shareholders' approval at the Extraordinary General Meeting. Shanghai Giant Lifetech Co., Ltd., Sichuan South Hope Enterprises Co., Ltd. and China Oceanwide Holdings Group Co., Ltd. and their respective associates will abstain from voting with respect to the related proposals.

10. BOARD OF DIRECTORS

The Issuance has been approved at the 14th meeting of the fifth session of the Board. The Board (excluding the independent non-executive directors of the Company, whose views will be set out in the circular mentioned in this announcement) considers that the terms of the Issuance are on normal commercial terms and are fair and reasonable and in the interests of the Company and its shareholders as a whole. Each of Mr. Shi Yuzhu, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Wang Hang, Mr. Wang Junhui and Mr. Wang Yugui has abstained from voting in view of their position as connected directors. Save as disclosed above, none of the directors of the Company has any material interests in the Issuance.

11. RESUMPTION OF TRADING

At the request of the Company, trading in the issued H Shares on the Hong Kong Stock Exchange was suspended with effect from 9:30 a.m. on 7 January 2011 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the issued H Shares on the Hong Kong Stock Exchange with effect from 9:30 a.m. on 10 January 2011.

12. DEFINITIONS

Unless the context otherwise requirements, the following terms have the meanings as set out below:

"A Share(s)"	domestic ordinary share(s) of RMB1.00 each issued by the Company which is/are subscribed for by domestic investors and are listed for trading on the Shanghai Stock Exchange
"A Shareholder(s)"	holder(s) of A Shares
"A Share Class Meeting"	an A Share class meeting proposed to be convened by the Company for the purpose of considering and approving the issues set out in this announcement
"associate(s)"	has the meaning ascribed thereto under the Hong Kong Listing Rules
"Board"	board of directors of the Company
"CBRC"	China Banking Regulatory Commission
"Company" or "CMBC"	China Minsheng Banking Corp., Ltd., a joint stock limited company incorporated in the PRC with limited liability in accordance with the Company Law, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange respectively
"Company Law"	the Company Law of the PRC
"CSRC"	China Securities Regulatory Commission
"Directors"	directors of the Company
"Extraordinary General Meeting"	an extraordinary general meeting proposed to be convened by the Company for the purpose of considering and approving the issues set out in this announcement
"H Share(s)"	overseas listed foreign invested share(s) of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange and are traded in HK

	dollars
"H Shareholder(s)"	holder(s) of H Shares
"H Share Class Meeting"	an H Share class meeting proposed to be convened by the Company for the purpose of considering and approving the issues set out in this announcement
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules"	Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"HK\$" or "HK dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"Independent Board Committee"	the committee comprising independent non-executive directors Mr. Andrew Wong, Mr. Wang Songqi, Mr. Liang Jinqun, Mr. Wang Lihua, Mr. Qin Rongsheng and Mr. Han Jianmin, commissioned to consider the subscription of Shares by connected subscribers
"Independent Shareholders"	means shareholders other than Shanghai Giant Lifetech Co., Ltd., Sichuan South Hope Enterprises Co., Ltd. and China Oceanwide Holdings Group Co., Ltd. and their respective associates (as the case may be)
"Non-Public Issuance and Placing of A Shares" or "Issuance"	means the proposed non-public issuance and placing of not more than 4,700 million A Shares to specific target subscribers to raise an amount not exceeding RMB14,962 million (equivalent to approximately HK\$17,506 million) in total
"Offer Date"	the day after the date on which the letter of invitation for subscription or similar document is sent by the Company to target investors
"PRC"	the People's Republic of China, but for the purposes of this announcement only, excluding Hong Kong, Macau Special Administrative Region and Taiwan
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"Share(s)"	the share(s) of the Company of RMB1.00 each, including A Share(s) and H Share(s)
"Shareholder(s)"	holder(s) of Shares

"Subscription Price" the final number of Shares subscribed for multiplied by
the final price of issue

"% " percentage

By Order of the Board
CHINA MINSHENG BANKING CORP., LTD.
Dong Wenbiao
Chairman

Beijing, PRC

7 January 2011

As at the date of this announcement, the executive directors of the Company are Mr. Dong Wenbiao, Mr. Hong Qi and Mr. Liang Yutang; the non-executive directors are Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Wang Yugui, Mr. Chen Jian, Ms. Wong Hei, Mr. Shi Yuzhu, Mr. Wang Hang and Mr. Wang Junhui; and the independent non-executive directors are Mr. Andrew Wong, Mr. Wang Songqi, Mr. Liang Jinquan, Mr. Wang Lihua, Mr. Qin Rongsheng and Mr. Han Jianmin.

In this announcement, RMB has been translated into HK\$ at the rate close to the date of this announcement of RMB1.00 = HK\$1.17 for reference purpose only.