中国民生银行
CHINA MINSHENG BANKING CORP., LTD.

# 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 2009 ANNUAL GENERAL MEETING

**Notice is hereby given** by the Board of Directors that the 2009 Annual General Meeting (the "AGM") of China Minsheng Banking Corp., Ltd. (the "Company") will be held on Friday, 18 June 2010 at 9:00 a.m. by way of physical meeting. Details of the AGM are as follows:

## A. GENERAL INFORMATION OF THE AGM

### (I) Date and time

The AGM will be held on Friday, 18 June 2010 at 9:00 a.m. and it is expected to last for half day.

### (II) Venue

Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC.

### (III) Convener

The AGM is convened by the Board of Directors of the Company.

### (IV) Form

The AGM will be conducted by way of voting at physical meeting.

### (V) Attendees

1. Holders of A Shares of "MINSHENG BANK" (stock code: 600016) whose names appear on the register of members of A Shares maintained by China Securities Depository and Clearing Corporation Limited (Shanghai Branch) as at the close of the trading session of A Shares on Shanghai Stock Exchange on Friday, 11 June 2010 at 3:00 p.m. (the "A Shareholders");

2. Holders of H Shares of "MINSHENG BANK" (stock code: 01988) whose names appear on the register of members of H Shares maintained by Computershare Hong Kong Investor Services Limited as at the close of business on Friday, 11 June 2010 (the "H Shareholders");

3. Proxies appointed by the A Shareholders or the H Shareholders;

4. The Directors, Supervisors and senior management of the Company;

5. Representatives of intermediaries engaged by the Company and guests invited by the Board of Directors.

## B. RESOLUTIONS OF THE AGM

**(I) The following resolutions will be considered and approved at the AGM:**

**Ordinary Resolutions**

1. To consider and approve the annual report of the Company for 2009.

2. To consider and approve the work report of the Board of Directors of the Company for 2009.

3. To consider and approve the work report of the Supervisory Board of the Company for 2009.

4. To consider and approve the audited accounts of the Company for 2009.

5. To consider and approve the proposed profit appropriation plan of the Company for 2009.

6. To consider and approve the annual budgets of the Company for 2010.

7. To consider and approve the appointment of the auditing firm of the Company for 2010 and their remuneration.

8. To consider and approve the amendments to certain provisions in the "Rules of Procedure for the Shareholders' General Meeting of China Minsheng Banking Corp., Ltd.".

9. To consider and approve the amendments to certain provisions in the "Rules of Procedure for the Meeting of the Board of Directors of China Minsheng Banking Corp., Ltd.".

10. To consider and approve the amendments to certain provisions in the "Rules of Procedure for the Meeting of the Supervisory Board of China Minsheng Banking Corp., Ltd.".

11. To consider and approve the granting of a credit line to Legend Holdings Limited and its subsidiaries.

**Special Resolution**

12. To consider and approve the amendments to the Articles of Association of the Company in the following manner:

    **"The original Article 3 be deleted in its entirety and replaced with the following:**

    **"Article 3**

    On 27 November 2000, under an Approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2000] No.146), the Bank issued 350,000,000 RMB-denominated ordinary shares pursuant to an initial public offering. These shares were listed on the Shanghai Stock Exchange on 19 December 2000.

    On 27 February 2003, under an Approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2003] No.13), the Bank issued convertible bonds of RMB4.0 billion at par value of RMB100. These convertible bonds were due and repayable (including principal and interests) on 26 February 2008. The number of shares converted was 1,616,729,400 shares (including bonus shares and additional shares).

    On 22 June 2007, under an Approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2007] No.7), the Bank issued 2,380,000,000 new RMB-denominated ordinary shares to eight domestic legal person investors pursuant to a private placement.

    On 21 October 2009, under an Approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [2009] No.1104), the Bank issued 3,439,275,500 overseas listed foreign invested shares (H shares) (including 117,569,500 shares issued pursuant to the over-allotment option) of par value of RMB1.00 each which were listed on The Stock Exchange of Hong Kong Limited on 26 November 2009 and 23 December 2009 respectively."

    **The original Article 23 be deleted in its entirety and replaced with the following:**

    **"Article 23**

    Pursuant to an approval by the approval authorities under the State Council, the Bank may issue 3,321,706,000 overseas listed foreign invested shares (H shares), representing approximately 15% of the total issuable ordinary shares of the Bank. If over allotment option is exercised, a total of 3,439,275,000 overseas listed foreign invested shares (H shares) may be issued."

**The original Article 24 be deleted in its entirety and replaced with the following:**

**"Article 24**

As at 23 December 2009, the share capital of the Bank comprises 22,262,277,489 ordinary shares in issue, including 18,823,001,989 domestically listed shares and 3,439,275,500 H shares, representing approximately 84.55% and 15.45% respectively of the total issuable ordinary shares of the Bank.

The above calculation includes bonus shares distributed by the Bank, shares issued upon capitalization of capital reserve and shares issued upon the exercise of convertible bond by creditors up to 23 December 2009."

**The original Article 27 be deleted in its entirety and replaced with the following:**

**"Article 27**

The registered capital of the Bank is RMB22,262,277,489."

**(II) Documents to be tabled at the AGM:**

1. Report of Independent Non-executive Directors.

*Notes:*

(1) Documents relating to the above resolutions will be posted on the websites of the Shanghai Stock Exchange (www.sse.com.cn), The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") (www.hkex.com.hk) and the Company (www.cmbc.com.cn) at least 5 working days prior to the AGM.

(2) All votes of resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "Listing Rules") and the results of the poll will be published on the websites of the Hong Kong Stock Exchange (www.hkex.com.hk) and the Company (www.cmbc.com.cn) in accordance with the Listing Rules.

(3) In order to determine the entitlement to attend the AGM, the register of H Shares of the Company will be closed from Wednesday, 19 May 2010 to Friday, 18 June 2010 (both days inclusive), during such period no transfer of H Shares will be registered. Unregistered holders of H Shares who wish to attend the AGM 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 Tuesday, 18 May 2010. Shareholders whose names appear on the register of members of the Company as at 4:30 p.m. on Friday, 11 June 2010 are entitled to attend the AGM and vote in respect of all resolutions proposed at the AGM.

The H Share registrar of the Company is:

Computershare Hong Kong Investor Services Limited of
Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

(4) Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his 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.

(5) Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the shareholder or its agent who has been authorized in writing. If the shareholder is a legal person, the form of proxy shall be affixed with the legal person's seal or signed by its director, or its agent duly authorized in writing. If the form of proxy is signed by the agent of the shareholder, the power of attorney or other authorization document shall be notarized. For holders of A Shares, the forms of proxy, together with any power of attorney or other authority (if any), which is notarially certified, must be lodged with the Company's Secretariat of the Board of Directors at 87707, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Beijing, PRC (postal code: 100873) not less than 24 hours before the time appointed for holding the AGM. 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 AGM. 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.

(6) Shareholders who intend to attend the AGM (in person or by proxy) shall deliver the reply slip of AGM enclosed to the Secretariat of the Board of Directors of the Company by hand, post or fax on or before Friday, 28 May 2010.

(7) Shareholders or their proxies shall produce their identity documents when attending the AGM.

(8) The AGM is expected to last for half day. Shareholders who attend the AGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.

(9) The contact of the Secretariat of the Board of Directors of the Company:

Address: 87707, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Beijing, PRC
Postal Code: 100873
Contact person: Miss Li and Miss Zhou
Telephone: 86-10-68946790
Facsimile: 86-10-68466796

(10) 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 Jianquan, Wang Lihua, Qin Rongsheng and Han Jianmin.

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

30 April 2010

* *For identification purposes only*