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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)

ANNOUNCEMENT

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 1 July 2015, the convertible bonds of China Minsheng Banking Corp., Ltd. (the "**Company**"), publicly issued on 15 March 2013 and commenced its conversion period on 16 September 2013, were early redeemed and delisted. As such, the total share capital of the Company has been changed and the Company proposes to change its registered capital accordingly. Therefore, the board of directors (the "**Board**") of the Company proposes to make amendments to the articles of association of the Company (the "**Articles of Association**") as follows:

The current Article 24 of the Articles of Association reads:

“As at 2 April 2012, the share capital of the Bank comprised 28,365,585,227 ordinary shares in issue, including 22,587,602,387 domestically listed shares and 5,777,982,840 H shares, representing approximately 79.63% and 20.37% of the total issuable ordinary shares of the Bank respectively.

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 bonds by creditors up to 2 April 2012.”

It is proposed to be amended as follows:

“As at 1 July 2015, the share capital of the Bank comprised 36,485,348,752 ordinary shares in issue, including 29,551,769,344 domestically listed shares and 6,933,579,408 H shares, representing approximately 81.00% and 19.00% of the total issuable ordinary shares of the Bank respectively.

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 bonds by creditors up to 1 July 2015.”

The current Article 27 of the Articles of Association reads:

“The registered capital of the Bank is RMB28,365,585,227 which is equal to the paid-up capital.”

It is proposed to be amended as follows:

“The registered capital of the Bank is RMB36,485,348,752 which is equal to the paid-up capital.”

The proposed amendments to the Articles of Association are subject to the consideration and approval by the shareholders of the Company at the Company's Second Extraordinary General Meeting of 2015. Prior to the proposed amendments to the Articles of Association coming into effect, the current Articles of Association will continue to be in force.

A circular containing, among other things, further details of the proposed amendments to the Articles of Association, together with a notice of the Company's Second Extraordinary General Meeting of 2015, will be dispatched to the shareholders of the Company in due course.

By Order of the Board
CHINA MINSHENG BANKING CORP., LTD.
Hong Qi
Chairman

Beijing, PRC
28 August 2015

As at the date of this announcement, the executive directors of the Company are 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. Wang Hang, Mr. Wang Junhui, Mr. Wu Di, Mr. Guo Guangchang and Mr. Yao Dafeng; and the independent non-executive directors are Mr. Qin Rongsheng, Mr. Wang Lihua, Mr. Han Jianmin, Mr. Cheng Hoi-chuen, Mr. Ba Shusong and Ms. You Lantian.