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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Minsheng Banking Corp., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSED POSTPONEMENT OF THE ELECTION OF  
THE BOARD OF DIRECTORS  
AND  
PROPOSED POSTPONEMENT OF THE ELECTION OF  
THE SUPERVISORY BOARD  
AND  
NOTICE OF THE FIRST EXTRAORDINARY  
GENERAL MEETING IN 2015**

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The Company will convene an EGM at 2 p.m. on Monday, 27 April 2015 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC. Notice convening the EGM dated 12 March 2015 is also set out in this circular.

If you intend to appoint a proxy to attend the EGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited (for holders of H Shares) and the office of the Board (for holders of A Shares) not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof in person or by post. Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

If you intend to attend the EGM in person or by proxy, please complete the enclosed reply slip and return the same to Computershare Hong Kong Investor Services Limited (for holders of H Shares) or the office of the Board (for holders of A Shares) on or before Tuesday, 7 April 2015.

12 March 2015

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## CONTENTS

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|  |   |
|--|---|
| <b>DEFINITIONS</b> .....   | 1 |
| <b>LETTER FROM THE BOARD</b> .....                                     | 2 |
| 1. INTRODUCTION.....   | 3 |
| 2. RESOLUTIONS .....   | 3 |
| 3. EGM .....   | 4 |
| 4. RECOMMENDATION .....  | 4 |
| <b>NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2015</b> ..... | 5 |

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

|                            |   |
|----------------------------|---|
| “A Share(s)”               | domestic ordinary share(s) of RMB1.00 each issued by the Company which is/are subscribed for by domestic investors in Renminbi and are listed for trading on the Shanghai Stock Exchange (stock code: 600016)   |
| “A Shareholder(s)”         | holder(s) of A Share(s)   |
| “Board”                    | the board of Directors of the Company   |
| “Company”                  | China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司), a joint stock company incorporated with limited liability in accordance with the Company Law of the People’s Republic of China, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange respectively     |
| “Directors”                | the directors of the Company  |
| “EGM”                      | the first extraordinary general meeting of the Company 2015 to be held at 2 p.m. on Monday, 27 April 2015 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC or any adjournment thereof, the notice of which is set out in this circular |
| “H Shareholder(s)”         | holder(s) of H Share(s)   |
| “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 (stock code: 01988) and are subscribed for in HK dollars  |
| “Hong Kong”                | the Hong Kong Special Administrative Region of the PRC  |
| “Hong Kong Listing Rules”  | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited  |
| “Hong Kong Stock Exchange” | the Stock Exchange of Hong Kong Limited   |
| “Ordinary Shares”          | A Shares and/or H Shares  |
| “PRC” or “China”           | the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau and Taiwan   |
| “Shareholder(s)”           | holder(s) of the Share(s)   |
| “Supervisors”              | the supervisors of the Company  |
| “Supervisory Board”        | the Supervisory Board of the Company  |

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LETTER FROM THE BOARD

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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)**

**Members of the Board:**

*Executive Directors:*

Mr. HONG Qi  
Mr. LIANG Yutang

*Non-executive Directors:*

Mr. ZHANG Hongwei  
Mr. LU Zhiqiang  
Mr. LIU Yonghao  
Mr. WANG Yugui  
Mr. WANG Hang  
Mr. WANG Junhui  
Mr. WU Di  
Mr. GUO Guangchang  
Mr. YAO Dafeng

*Independent Non-executive Directors:*

Mr. WANG Lihua  
Mr. QIN Rongsheng  
Mr. HAN Jianmin  
Mr. CHENG Hoi-chuen  
Mr. BA Shusong  
Ms. YOU Lantian

**Registered Address:**

No. 2 Fuxingmennei Avenue,  
Xicheng District,  
Beijing, China  
100031

12 March 2015

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## LETTER FROM THE BOARD

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*To the Shareholders*

Dear Sir or Madam,

**Proposed Postponement of the Election of the Board of Directors of  
China Minsheng Banking Corp., Ltd.**

**And**

**Proposed Postponement of the Election of the Supervisory Board of  
China Minsheng Banking Corp., Ltd.**

**And**

**Notice of the First Extraordinary General Meeting in 2015**

### **1. INTRODUCTION**

The purpose of this circular is to give you the notice of EGM and provide you (among other things) with additional information to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the EGM for the following issues:

1. To consider and approve the Proposal in respect of the Postponement of the Election of the Board of Directors of China Minsheng Banking Corp., Ltd.; and
2. To consider and approve the Proposal in respect of the Postponement of the Election of the Supervisory Board of China Minsheng Banking Corp., Ltd..

### **2. RESOLUTIONS**

**(1) TO CONSIDER AND APPROVE THE PROPOSAL IN RESPECT OF THE POSTPONEMENT OF THE ELECTION OF THE BOARD OF DIRECTORS OF CHINA MINSHENG BANKING CORP., LTD.**

The election of the new session of the Board will be postponed as the nomination of director candidates for the seventh session of the Board has not been completed yet. The term of office of the Directors of the sixth session of the Board will be extended till the election of the seventh session of the Board at a shareholders' general meeting.

All members of the sixth session of the Board hereby commit that they will duly perform the duties of directors according to the laws, administrative regulations and the articles of association of the Company until the election of the seventh session of the Board at a shareholders' general meeting of the Company to ensure the normal operation of the Company.

This proposal was considered and approved at the meeting of the Board held on 4 March 2015 and is now submitted as an ordinary resolution for consideration and approval at the EGM.

**(2) TO CONSIDER AND APPROVE THE PROPOSAL IN RESPECT OF THE POSTPONEMENT OF THE ELECTION OF THE SUPERVISORY BOARD OF CHINA MINSHENG BANKING CORP., LTD.**

The election of the new session of the Supervisory Board will be postponed as the nomination of supervisor candidates for the seventh session of the Supervisory Board has not been completed yet. The term of office of the Supervisors of the sixth session of the Supervisory Board will be extended till the election of the seventh session of the Supervisory Board at a shareholders' general meeting.

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## LETTER FROM THE BOARD

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All members of the sixth session of the Supervisory Board hereby commit that they will duly perform the duties of supervisors according to the laws, administrative regulations and the articles of association of the Company until the election of the seventh session of the Supervisory Board at a shareholders' general meeting of the Company to ensure the normal operation of the Company.

This proposal was considered and approved at the meeting of the Supervisory Board held on 4 March 2015 and is now submitted as an ordinary resolution for consideration and approval at the EGM.

### 3. EGM

#### Closure of Register of Members

The register of members of the Company will be closed from Saturday, 28 March 2015 to Monday, 27 April 2015 (both days inclusive), during such period no transfer of Shares of the Company will be effected. Where the holders of H Shares who have not registered with the Company intend to attend the EGM, all share certificates and transfer documents shall be lodged with the H Share registrar of the Company, 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 Friday, 27 March 2015. H Shareholders whose names appear on the register of members of the Company on Saturday, 28 March 2015 will be entitled to attend and vote at the EGM.

#### Voting by Poll at EGM

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, all votes of the Shareholders at the EGM of the Company must be taken by poll. As such, the chairman of the meeting will require a poll for the resolutions proposed at the EGM. On a poll, every Shareholder present in person or by proxy or, being a corporation, by its duly authorized representative shall have one vote for each Share registered in his/her/its name in the register of members. Shareholders entitled to more than one vote need not cast all their votes or cast all their voting rights in the same way in accordance with Article 121 of the articles of association of the Company.

### 4. RECOMMENDATION

The Board considers that the above resolutions are in the best interests of the Company and its Shareholders. As such, the Board recommends Shareholders to vote in favor of the resolutions to be proposed at the EGM as set out in the notice of the EGM.

Yours faithfully,  
By order of the Board  
**China Minsheng Banking Corp., Ltd.**  
**Hong Qi**  
*Chairman*



中國民生銀行股份有限公司  
**CHINA MINSHENG BANKING CORP., LTD.**

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**(Stock Code: 01988)**

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2015**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting in 2015 (“**EGM**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) will be held at 2 p.m. on Monday, 27 April 2015 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:

**ORDINARY RESOLUTIONS**

1. To consider and approve the Proposal in respect of the Postponement of the Election of the Board of Directors of China Minsheng Banking Corp., Ltd.; and
2. To consider and approve the Proposal in respect of the Postponement of the Election of the Supervisory Board of China Minsheng Banking Corp., Ltd..

**CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Saturday, 28 March 2015 to Monday, 27 April 2015 (both days inclusive), during which period no transfer of Shares of the Company will be effected. For unregistered holders of H Shares of the Company who intend to attend the EGM, 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 Friday, 27 March 2015. The holders of H Shares of the Company whose names appear on the register of members of the Company on Saturday, 28 March 2015 will be entitled to attend and vote at the EGM.

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

**Hong Qi**  
*Chairman*

Beijing, PRC  
12 March 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.*

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2015

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*Notes:*

1. Any member of the Company entitled to attend and vote at the EGM 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 authorized 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 authorized in writing. If the form of proxy is signed by the attorney of the shareholder, the power of attorney or other authorization document shall be notarized. For holders of A Shares, the form of proxy together with the power of attorney or other authorization document notarially certified, if any, must be lodged with the office of the Board at Room 11-10, CMBC North Tower, No. 2 Fuxingmennei Avenue, Xicheng District, Beijing, PRC (postal code: 100031) 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. 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 EGM 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 EGM (in person or by proxy) shall complete and deliver the reply slip of EGM enclosed to Computershare Hong Kong Investor Services Limited or the office of the Board by hand, post or fax on or before Tuesday, 7 April 2015.
4. Shareholders shall produce their identification documents when attending the EGM.
5. If a proxy attends the EGM 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 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 other notarized copy of any authorization documents issued by such corporate shareholder.
6. The EGM is expected to last for half a day. Shareholders who attend the EGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.