
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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. (the “Company”), you should at once hand this circular and the form of proxy and reply slip dispatched by the Company on 24 February 2012 to the purchaser or transferee or to the bank, licensed securities dealer 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 RE-ELECTION
AND
APPOINTMENT OF DIRECTORS AND SUPERVISORS
AND
NOTICE OF THE FIRST EGM IN 2012**

A notice convening the first EGM in 2012 to be held at 9:00 a.m. on Tuesday, 10 April 2012 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC is set out on pages 19 to 22 of this circular. The letter from the Board of the Company is set out on pages 3 to 5 of this circular.

Reply slip and form of proxy for the use at the EGM are enclosed herewith and also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.cmbc.com.cn). If you intend to attend the EGM in person or by proxy, please complete the enclosed reply slip in accordance with the instructions printed thereon and return the same on or before Wednesday, 21 March 2012. Shareholders who intend to appoint a proxy to attend the EGM shall complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same not less than 24 hours before the time fixed for holding EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

24 February 2012

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DEFINITIONS

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

“Board”	the board of Directors of the Company
“CBRC”	the China Banking Regulatory Commission
“Company”	China Minsheng Banking Corp., Ltd., a joint stock limited company incorporated in the PRC 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”	the China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“EGM”	the first extraordinary general meeting of the Company in 2012 to be held at 9:00 a.m. on Tuesday, 10 April 2012, at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC for considering the matters as set out in this circular
“H Share(s)”	overseas listed foreign invested shares(s) of RMB1.00 each in the ordinary share capital of the Company, which is/are listed on the Hong Kong Stock Exchange and is/are traded in HK dollars
“H Shareholder(s)”	holder(s) of H Share(s)
“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, 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
“Latest Practicable Date”	17 February 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion here
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	the share(s) of the Company of RMB1.00 each, including A Share(s) and H Share(s)
“Shareholder(s)”	the registered holder(s) of Share(s) of the Company
“Supervisor(s)”	Supervisor(s) of the Company
“Supervisory Board”	the Supervisory Board of the Company
“%”	percentage

LETTER FROM THE BOARD



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)

Directors:

Mr. Dong Wenbiao (*Chairman and Executive Director*)
Mr. Hong Qi (*President and Executive Director*)
Mr. Liang Yutang (*Vice President and Executive Director*)
Mr. Zhang Hongwei (*Vice Chairman and Non-executive Director*)
Mr. Lu Zhiqiang (*Vice Chairman and Non-executive Director*)
Mr. Liu Yonghao (*Vice Chairman and Non-executive Director*)
Mr. Wang Yugui (*Non-executive Director*)
Mr. Chen Jian (*Non-executive Director*)
Ms. Wong Hei (*Non-executive Director*)
Mr. Shi Yuzhu (*Non-executive Director*)
Mr. Wang Hang (*Non-executive Director*)
Mr. Wang Junhui (*Non-executive Director*)
Mr. Liang Jinquan (*Independent non-executive Director*)
Mr. Wang Songqi (*Independent non-executive Director*)
Mr. Andrew Wong (*Independent non-executive Director*)
Mr. Qin Rongsheng (*Independent non-executive Director*)
Mr. Wang Lihua (*Independent non-executive Director*)
Mr. Han Jianmin (*Independent non-executive Director*)

Registered Office:

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

Principal Place of

Business in Hong Kong:
36/F, Bank of America Tower,
12 Harcourt Road, Central,
Hong Kong

24 February 2012

Dear Shareholder(s),

**PROPOSED RE-ELECTION
AND
APPOINTMENT OF DIRECTORS AND SUPERVISORS
AND
NOTICE OF THE FIRST EGM IN 2012**

1. INTRODUCTION

This circular aims to provide you with information on the re-election and appointment of Directors and Supervisors to enable you to make an informed decision to vote on the ordinary resolutions which will be proposed at the EGM.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS

The term of office of the Fifth Session of the Board of Directors and the Supervisory Board will expire upon the conclusion of the EGM of the Company. The Company was informed that among the members of the Fifth Session of the Board of Directors and the Supervisory Board:

- (i) Mr. Xing Jijun will leave his office and will not stand for re-election as a Shareholder Supervisor and the member of the Sixth Session of the Supervisory Board; and
- (ii) Ms. Xu Rui will leave her office and will not stand for re-election as an external Supervisor and the member of the Sixth Session of the Supervisory Board

Other members of the Fifth Session of the Board of Directors and the Supervisory Board have offered themselves for re-election at the EGM of the Company.

The independent non-executive directors recommended for re-election have confirmed that they have fulfilled the independent factors as stipulated in Rule 3.13 of the Hong Kong Listing Rules. The Company considered that they are independent pursuant to the guidelines on independence under the Hong Kong Listing Rules.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, there is no disagreement among the retiring Directors and Supervisors and there are no matters that need to be brought to the attention to the Shareholders.

3. PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISORS

In addition to the resolutions regarding the re-election of Directors and Supervisors, the Board of Directors and the Supervisory Board also propose the resolutions regarding the following appointments for the Sixth Session of the Board of Directors and the Supervisory Board:

- (i) Mr. Li Yuan as a candidate for Shareholder Supervisor; and
- (ii) Mr. Zhang Ke as a candidate for external Supervisor

The details of the Directors and Supervisors proposed for re-election and appointment at the EGM as of the Latest Practicable Date are set out in the Appendix to this circular.

4. EGM

A notice convening the EGM to be held at 9:00 a.m. on Tuesday, 10 April 2012 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC is set out on pages 19 to 22 of this circular. No shareholder is required to abstain from voting on any of the resolutions at the EGM.

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

LETTER FROM THE BOARD

For the purpose of determining the H Shareholders who are entitled to attend the EGM, the register of members of H shares of the Company will be closed from Saturday, 10 March 2012 to Tuesday, 10 April 2012 (both days inclusive). Unregistered holders of H shares who wish to attend the EGM 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 Friday, 9 March 2012. 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 the EGM.

Reply slip and form of proxy for the use at the EGM are enclosed herewith and also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.cmbc.com.cn). If you intend to attend the EGM in person or by proxy, please complete the enclosed reply slip in accordance with the instructions printed thereon and return the same on or before Wednesday, 21 March 2012. Shareholders who intend to appoint a proxy to attend the EGM shall complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same not less than 24 hours before the time fixed for holding EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, provides the information of the Company in compliance with the Hong Kong Listing Rules. To the best of Directors' knowledge and belief after having made all reasonable enquiries, (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement herein misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration, and are formed on bases and assumptions that are fair and reasonable.

6. RECOMMENDATION

The Directors consider that the proposed ordinary resolutions regarding the re-election and appointment of Directors and Supervisors are in the best interests of the Company and Shareholders as a whole and thus recommend all shareholders to vote in favor of all 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.
Dong Wenbiao
Chairman

The biographical details of the Directors and Supervisors proposed for re-election and appointment at the EGM as at the Latest Practicable Date are set out as follows:

DIRECTORS

Non-executive Directors

Mr. Zhang Hongwei, aged 58, has been a Vice Chairman of the Board of the Company since 30 April 2000. Mr. Zhang is a Non-executive Director and also a member of Strategic Development and Investment Management Committee and Nomination Committee under the Board. Mr. Zhang is the chairman of the board of Orient Group Industrial Co., Ltd., Orient Group Incorporation (listed on the Shanghai Stock Exchange (stock code: 600811)), Jinzhou Port Co., Ltd. (listed on the Shanghai Stock Exchange (stock code: 600190/900952)) and United Energy Group Limited (listed on The Stock Exchange of Hong Kong Limited (stock code: 0467)), the chairman of the board of Orient Group Investment Holding Co., Ltd. and a director of China Minzu Securities Co., Ltd.. Mr. Zhang is also a member of the CPPCC, and the vice chairman of the All-China General Chamber of Industry and Commerce. Mr. Zhang was the vice chairman of the ACFIC from 1997 to 2007. Mr. Zhang was previously a member of the Standing Committee of the 10th CPPCC. Mr. Zhang obtained a master's degree in economics from Harbin Institute of Technology in 1997 and is a senior economist.

The Company proposes to reappoint Mr. Zhang as a Non-executive Director with a term of three years. Remuneration of Mr. Zhang will be determined with reference to the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Zhang does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Zhang was interested in 931,073,370 A Shares of the Company, representing 4.12% of the total issued A Shares of the Company, through the corporations controlled by him. Save as disclosed above, Mr. Zhang has no other interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Lu Zhiqiang, aged 61, has been a Vice Chairman of the Board of the Company since 16 July, 2006. Mr. Lu is a Non-executive Director and also a member of Strategic Development and Investment Management Committee and Compensation and Remuneration Committee under the Board. Mr. Lu had been a Director since the establishment of the Company until June 2003 and was re-elected as a Director in 2006. Mr. Lu is the chairman of the board and president of Oceanwide Group Co. Ltd. and China Oceanwide Holdings Group Co., Ltd., and the chairman of Oceanwide Energy Investment Co., Ltd. (formerly known as Oceanwide Investment Co., Ltd. and was renamed on 17 January 2011) and Oceanwide Real Estate Group Co., Ltd. (listed on the Shenzhen Stock Exchange (stock code: 000046)). Mr. Lu is also a member of the Standing Committee of the CPPCC and a vice chairman of the ACFIC. Mr. Lu was the Chief Supervisor of the Company from June 2003 to December 2004 and a deputy Chief Supervisor of the Company from December 2004 to June 2006. He was the Director of Haitong Securities Co., Ltd. (listed on the Shanghai Stock Exchange (stock code: 600837)). Mr. Lu obtained a master's degree in economics from Fudan University in 1995 and is a research fellow.

The Company proposes to reappoint Mr. Lu as a Non-executive Director with a term of three years. Remuneration of Mr. Lu will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Lu does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Lu was interested in 698,939,116 A Shares of the Company, representing 3.09% of the total issued A Shares of the Company, through the corporations controlled by him. Save as disclosed above, Mr. Lu has no other interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Liu Yonghao, aged 61, has been a Vice Chairman of the Board of the Company since 23 March 2009. Mr. Liu is a Non-executive Director, a member of Strategic Development and Investment Management Committee under the Board and was previously our Vice Chairman of the Board since the establishment of the Company until 2006. Mr. Liu is currently the chairman of the board of New Hope Group Co., Ltd., New Hope Liuhe Co., Ltd. (listed on the Shenzhen Stock Exchange (stock code: 000876), formerly known as Sichuan New Hope Agri-Business Co., Ltd. and was renamed on 27 December 2011), New Hope Investment Co., Ltd. and Shandong Liuhe Group Co., Ltd.. Mr. Liu has been a member of the CPPCC since 1993 and a vice chairman of Committee for Economic Affairs of the CPPCC since 2003. Mr. Liu was previously the vice president of the China Society for Promotion of the Guangcai Program and vice chairman of the ACFIC.

The Company proposes to reappoint Mr. Liu as a Non-executive Director with a term of three years. Remuneration of Mr. Liu will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Liu does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Liu was interested in 1,891,893,763 A Shares of the Company, representing 8.38% of the total issued A Shares of the Company, through the corporation controlled by him. In addition, Mr. Liu Yonghao owned 3.64% of the equity interest in Pengzhou Minsheng Township Bank Co., Ltd., a subsidiary of the Company, through the corporations controlled by him. Save as disclosed above, Mr. Liu has no other interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Wang Yugui, aged 61, was appointed on 3 December 1995 and has been a Non-executive Director since the establishment of the Company. Mr. Wang is also a member of Risk Management Committee and Nomination Committee under the Board. He is the managing director of China Shipowners Mutual Assurance Association, an executive member of China Maritime Law Association and the China Association of Trade in Services, a director of Minsheng Securities Co., Ltd., a supervisor of Haitong Securities Co., Ltd. (listed on the Shanghai Stock Exchange (stock code: 600837)), and an arbitrator of the maritime arbitration commission of the China Council for the Promotion of International Trade. Mr. Wang

has previously served as a director and as a supervisor of China Everbright Bank and a part-time lawyer of Beijing Jingwei Law Firm. Mr. Wang graduated from the English department of Beijing Second Foreign Language Institute in 1977 and is a senior economist.

The Company proposes to reappoint Mr. Wang as a Non-executive Director with a term of three years. Remuneration of Mr. Wang will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Wang does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Chen Jian, aged 54, was appointed on 3 December 1995 and has been a Non-executive Director since the establishment of the Company. Mr. Chen is also a member of Compensation and Remuneration Committee under the Board. Mr. Chen is the vice chairman of the board of China SME Investment Co., Ltd.. Mr. Chen was previously the chairman of Beijing Maoyuanyuan Real Estates Development Company Limited and Beijing Huamao Entertainment Co., Ltd., a director of Hunan Laodie Agricultural Technology Development Co., Ltd., an editor of the Institute of Agricultural Economics of Chinese Academy of Agricultural Sciences, a reporter of the agricultural department of the People's Daily, a deputy secretary-general of China Foundation for Poverty Alleviation, and a director of the State Council's research office. Mr. Chen obtained a master's degree in administration of agricultural economics from the graduate school of Chinese Academy of Agricultural Sciences in 1985.

The Company proposes to reappoint Mr. Chen as a Non-executive Director with a term of three years. Remuneration of Mr. Chen will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Chen does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Ms. Wong Hei, aged 50, has been a Non-executive Director of the Company since 16 June 2003. Ms. Wong is also a member of Audit Committee and Related Party Transactions Supervision Committee under the Board. Ms. Wong is the chairman of the board of Fuxin Group Co., Ltd.. Ms. Wong was previously the financial controller of Xiamen Fuxin Property Co., Ltd. and Fuxin Group Co., Ltd.. Ms. Wong graduated from the Jimei Teachers College in 1982.

The Company proposes to reappoint Ms. Wong as a Non-executive Director with a term of three years. Remuneration of Ms. Wong will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Ms. Wong does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Ms. Wong was interested in 566,151,500 A Shares of the Company, representing 2.51% of the total issued A Shares of the Company, through the corporations controlled by her. Save as disclosed above, Ms. Wong has no other interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Shi Yuzhu, aged 50, has been a Non-executive Director of the Company since 16 July 2006. He is also a member of Audit Committee and Related Party Transactions Supervision Committee under the Board. Mr. Shi is the chairman of the board of Giant Investment Co., Ltd. and Shanghai Giant Network Science Technologies Co., Ltd., the chairman of the board and the CEO of Giant Interactive Group Inc. (listed on New York Stock Exchange (NYSE: GA)), an independent director of Shanghai Zhangjiang Hi-tech Park Development Co., Ltd. (listed on the Shanghai Stock Exchange (stock code: 600895)), an executive director of Stone Group Holdings Limited, a director of Shanghai Zhengtu Information Technology Co., Ltd. and the ultimate controller of Shanghai Giant Lifetech Co., Ltd.. Mr. Shi was previously the chief executive officer of Stone Group Holdings Limited from 2004 to 2007. Mr. Shi obtained his bachelor's degree in mathematics from Zhejiang University in 1984. He also graduated as a graduate student from Shenzhen University in software science in 1990.

The Company proposes to reappoint Mr. Shi as a Non-executive Director with a term of three years. Remuneration of Mr. Shi will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Shi does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Shi was interested in 805,600,038 A Shares of the Company, representing 3.57% of the total issued A Shares of the Company, and 306,879,500 long position in H Shares (including H Shares and interest in derivatives) of the Company, representing 7.43% of the issued H Shares of the Company, through the corporations controlled by him. In addition, Mr. Shi Yuzhu held 6.00% interests in Shanghai Songjiang Minsheng Township Bank Co., Ltd., a subsidiary of the Company, through the corporations controlled by him. Save as disclosed above, Mr. Shi has no other interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Wang Hang, aged 41, has been a Non-executive Director of the Company since 16 July 2006. He is also a member of Compensation and Remuneration Committee, Risk Management Committee and Nomination Committee under the Board. Mr. Wang is a director and vice president of New Hope Group Co., Ltd., the general manager of Beijing Shouwang Asset Management Co. Ltd. and the vice chairman of China Youth Entrepreneurs Association. Mr. Wang has been a non-executive director of Hebei Baoshuo Co., Ltd. (listed on the Shanghai Stock Exchange (stock code: 600155)) since 29 December 2009. Mr. Wang was previously a civil servant at the general office of the PBOC, the chairman of the board of

Kunming O-Park Co., Ltd., the consultant and chief operating officer of the corporate finance department of New Hope Group Co., Ltd., the vice chairman of the board of Union Trust & Investment Ltd. and the chairman and president of Sichuan South Hope Industrial Co., Ltd.. Mr. Wang has a master's degree in economics from Peking University.

The Company proposes to reappoint Mr. Wang as a Non-executive Director with a term of three years. Remuneration of Mr. Wang will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Wang does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Wang Junhui, aged 41, has been a Non-executive Director of the Company since 23 March 2009. He is also a member of Strategic Development and Investment Management Committee and Related Party Transactions Supervision Committee under the Board. Mr. Wang has been the vice president of China Life Asset Management Company Limited since 2007. He has also been the Director of China Life Franklin Asset Management Company Limited since 2009 and the secretary of the party committee and president of China Life Investment Holding Company Limited since February 2011. Prior to this, Mr. Wang was the assistant to the president of China Life Asset Management Company Limited from 2004 to 2007, and an assistant to fund manager, a fund manager, director of investment department and assistant chief executive at Harvest Fund Management Co., Ltd. from 2000 to 2004. Mr. Wang was a committee member of the 10th and 11th sessions of All-China Youth Federation and the 9th and 10th sessions of Beijing Youth Federation. Mr. Wang obtained his doctorate in finance from Research Institute for Fiscal Science, Ministry of Finance in 2008.

The Company proposes to reappoint Mr. Wang as a Non-executive Director with a term of three years. Remuneration of Mr. Wang will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Wang does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Independent Non-executive Directors

Mr. Liang Jinquan, aged 72, has been an Independent Non-executive Director of the Company since 16 July 2006. He is also a member of Related Party Transactions Supervision Committee and Compensation and Remuneration Committee and the chairman of Nomination Committee under the Board. Mr. Liang

is a member of the Standing Committee of the CPPCC, vice chairman of China Soong Ching Ling Foundation, and a consultant of China Council for the Promotion of Peaceful National Reunification. Mr. Liang previously worked at the Chinese Academy of Sciences, the Central Party School, the Organization Department of the Central Committee, the Publicity Department of the Central Committee, the Secretariat of the Central Committee, and the Communist Party of China (“CPC”) Central Committee General Office. Mr. Liang was also the deputy director of Organization Department of the Party Committee for Organs Directly under the CPC, the chairman of the research office of the Party Committee for Organs Directly under CPC, a member of the standing committee of Party Committee for Organs Directly under the CPC, a member of the standing committee, the head of the publicity department and the deputy secretary, of the Party Committee of Yunnan Province, the deputy secretary general and member of the party committee of the 8th and 9th CPPCC, the secretary of the party committee and the first deputy chairman of ACFIC, the deputy general director of the United Front Work Department of CPC Central Committee and the vice chairman of China Overseas Friendship Association and secretary-general of China Council for the Promotion of Peaceful National Reunification. Mr. Liang graduated from the leaders’ class of Party School of the Central Committee of CPC.

The Company proposes to reappoint Mr. Liang as an Independent Non-executive Director with a term of three years, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. Remuneration of Mr. Liang will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Liang does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Wang Songqi, aged 60, has been an Independent Non-executive Director of the Company since 16 July 2006. He is also a member of Strategic Development and Investment Management Committee and Audit Committee and the chairman of Risk Management Committee under the Board. Mr. Wang is a deputy director of the Finance Research Center of the Chinese Academy of Social Sciences, the chairman of Beijing Venture Capital Association, a member of the standing committee of China Society for Finance and Banking, an independent director of Dalian United Venture Guarantee Co., Ltd. and an independent director of Bank of Communication’s Schroder Fund Management Co., Ltd.. Mr. Wang obtained his doctorate from Renmin University of China in 1989 and is currently a supervisor for doctorate candidates at the Chinese Academy of Social Science.

The Company proposes to reappoint Mr. Wang as an Independent Non-executive Director with a term of three years, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. Remuneration of Mr. Wang will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Wang does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Andrew Wong, aged 55, has been an Independent Non-executive Director of the Company since 16 July 2006. He is also a member of Audit Committee, Risk Management Committee and Nomination Committee and the Chairman of Compensation and Remuneration Committee under the Board. Mr. Wong is a director of Henderson China Properties Limited and the senior advisor to Mr. Lee Ka Kit who is the vice chairman of the board of Henderson Land Development Company Limited. Mr. Wong is also an external director of Shenzhen Yantian Port Group Co., Ltd., a director of China Overseas Friendship Association and China Tongxin Warm Project Foundation and an independent non-executive director of ACE Life Insurance Company Ltd.. Since 1 July 2010, Mr. Wong has been appointed as a senior consultant of Keefe Bruyette & Woods Asia Limited. Mr. Wong held various senior positions at the Royal Bank of Canada, including the assistant representative for China operations, representative of southern China, the branch manager of the Shanghai branch. Mr. Wong also held various positions at the Union Bank of Switzerland, including head of China desk and an executive director of debt capital markets. Mr. Wong previously also served as a director of China of Citicorp International Limited, a merchant banking arm of Citibank. Further, Mr. Wong was the head of Greater China business of Hang Seng Bank Limited and the managing director of corporate and investment banking — Greater China of DBS Bank Limited, Hong Kong. Mr. Wong has been a member of the CPPCC Shenzhen Committee since 2002.

The Company proposes to reappoint Mr. Wong as an Independent Non-executive Director with a term of three years, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. Remuneration of Mr. Wong will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Wong does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Qin Rongsheng, aged 50, has been an Independent Non-executive Director of the Company since 9 September 2009. He is also a member of Compensation and Remuneration Committee and Nomination Committee and the chairman of Audit Committee and Related Party Transactions Supervision Committee under the Board. Mr. Qin is a professor of the Beijing National Accounting Institute, the vice president of the China Audit Society and the vice president of the China Association of Chief Financial Officers, as well as a member of the examination committee of Chartered Public Accountants of the Ministry of Finance and a member of the Auditing Standards Committee of China. Mr. Qin is also a part-time professor of Tsinghua University, Renmin University of China, Zhongnan University of Economics and Law and Jiangxi University of Finance and Economics, as well as a part-time supervisor for doctorate candidates at the Renmin University of China. Mr. Qin was previously a member of the examination committee for security issuance under the CSRC and a member of the Examination Committee for Major Restructurings of Listed Companies of China, as well as an independent director of Poly Real Estate Group Co., Ltd. (listed on the Shanghai Stock Exchange (stock code: 600048)), Changjiang Securities Co., Ltd. (listed on the Shenzhen

Stock Exchange (stock code: 000783)), Aisino Co., Ltd. (listed on the Shanghai Stock Exchange (stock code: 600271)), China National Software & Service Co., Ltd. (listed on the Shanghai Stock Exchange (stock code: 600536)), China International Marine Containers (Group) Co., Ltd. (listed on the Shenzhen Stock Exchange (stock code: 000039)), and UFIDA Software Co., Ltd. (listed on the Shanghai Stock Exchange (stock code: 600588)). Mr. Qin obtained his doctorate from Renmin University of China in 1995 and a master's degree from Zhongnan University of Economics and Law in finance and economics in 1992.

The Company proposes to reappoint Mr. Qin as an Independent Non-executive Director with a term of three years, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. Remuneration of Mr. Qin will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Qin does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Wang Lihua, aged 49, has been an Independent Non-executive Director of the Company since 9 September 2009. He is also a member of Related Party Transactions Supervision Committee, Compensation and Remuneration Committee and Nomination Committee under the Board. Mr. Wang is currently the president of the 1st session of Lawyers Association of Xicheng District of Beijing (北京市西城區律師協會), the managing partner of Beijing Tian Yuan Law Firm and executive councilor of the All China Lawyers Association. He is also an adviser of the consultant group to the Beijing Municipal Government and an expert of the Affiliate of International Chamber of Commerce in China, a member of the 2nd and 3rd sessions of the examination committee for mergers, acquisitions and restructurings of listed companies under the CSRC, and an independent director of Shandong Xingmin Wheel Co., Ltd. (listed on the Shenzhen Stock Exchange (stock code: 002355)). Mr. Wang was previously the director of the research office of the law school of Peking University, the vice president of the 7th session Beijing Lawyers Association, a member of the 7th and 8th sessions examination committee for security issuance under CSRC and a member of the 3rd and 4th sessions (the 1st session of the new series) examination committee for mergers, acquisitions and restructurings of listed companies under CSRC as well as an independent director of Xinjiang Chalkis Co., Ltd. (listed on the Shenzhen Stock Exchange (stock code: 000972)). Mr. Wang obtained a master's degree in economic law from Peking University in 1993.

The Company proposes to reappoint Mr. Wang as an Independent Non-executive Director with a term of three years, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. Remuneration of Mr. Wang will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Wang does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to

be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Han Jianmin, aged 43, has been an Independent Non-executive Director of the Company since 9 September 2009. He is also a member of Audit Committee, Related Party Transactions Supervision Committee, Compensation and Remuneration Committee and Nomination Committee under the Board. Mr. Han is currently a director and managing partner of Dahua Certified Public Accountants, member of the 1st, 2nd and 3rd sessions of examination committee for security issuance on the growth enterprise board under the CSRC, an independent director of Tianjin Bohai Commodity Exchange Ltd., and served as an independent director of Dongxing Securities Co., Ltd. since December 2011. Mr. Han has previously served in the Mudanjiang branch of the Bank of China, and a director and deputy accountant in-chief of Beijing Zhongzhou Accounting Firm, a part-time supervisor of Industrial and Commercial Bank of China commissioned by Finance Commission of China, and a director and partner of Beijing Zhongzhou Guanghua Accounting Firm as well as a director and managing partner of Ascenda Certified Public Accountants, Ltd.. Mr. Han obtained a master's degree in business administration from Peking University in 2008, and is a senior accountant, certified public accountant in PRC, certified public asset appraiser in PRC and certified tax agent in PRC.

The Company proposes to reappoint Mr. Han as an Independent Non-executive Director with a term of three years, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. Remuneration of Mr. Han will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Han does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Executive Directors

Mr. Dong Wenbiao, aged 55, has been an Executive Director of the Company since 30 April 2000. He is also the Chairman of the Board and the chairman of Strategic Development and Investment Management Committee under the Board. Mr. Dong is also a member of the Tenth and Eleventh Chinese People's Political Consultative Conference ("CPPCC"). Since 2007, Mr. Dong has been a vice chairman of the Committee for Economic Affairs of the CPPCC, a member of the All-China Federation of Industry and Commerce ("ACFIC") and the vice chairman of the All-China General Chamber of Industry and Commerce. Mr. Dong joined the Company as a vice president at the establishment of the Company and has been an Executive Director since April 2000. Mr. Dong was the President of the Company from April 2000 to July 2006, and became the Chairman in July 2006. Prior to joining the Company, Mr. Dong was the chairman and president of Haitong Securities Co., Ltd. from 1993 to 1995, a director of the Bank of Communications from 1992 to 1995, the general manager and secretary of the party committee of the Zhengzhou branch of the Bank of Communications from 1991 to 1994 and a deputy director of Henan Finance and Management College from 1988 to 1991. Mr. Dong has over 30 years of experience in banking management and the financial and securities industries. Mr. Dong obtained a master's degree in economics from Xiamen University in 1993 and is a senior economist.

The Company proposes to reappoint Mr. Dong as an Executive Director with a term of three years. Remuneration of Mr. Dong will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Dong does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Hong Qi, aged 55, has been an Executive Director of the Company since 8 January 2004. He is also the President and a member of Strategic Development and Investment Management Committee and Nomination Committee under the Board. Mr. Hong is the vice president of China Chamber of International Commerce, a committee member of China Society for Finance and Banking, an executive committee member of China International Finance Society, a council member of Financial Planning Standards Council of China, and a part-time professor of China Financial Academy. Mr. Hong was a Vice President of the Company from 2000 to March 2009 and became the President in March 2009. He was a director of the Business Department, Head Office of the Company from January 1996 to September 1996. Mr. Hong acted as the vice general manager of our Beijing Administrative Department from September 1996 to April 1998 and promoted to the general manager from 1998 to 2000. Prior to joining the Company, Mr. Hong was the managing director and secretary of the party committee of the Beihai branch of the Bank of Communications from 1994 to 1995, a deputy director of the securities research institute of the Renmin University of China from 1993 to 1994, and a section chief at the headquarters of the PBOC from 1985 to 1991. Mr. Hong has over 26 years of experience in banking management and finance. Mr. Hong obtained his doctorate in economics from Renmin University of China in 1996.

The Company proposes to reappoint Mr. Hong as an Executive Director with a term of three years. Remuneration of Mr. Hong will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Hong does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Liang Yutang, aged 54, has been an Executive Director of the Company since 23 March 2009. He is also the Vice President and a member of Related Party Transactions Supervision Committee, Compensation and Remuneration Committee and Risk Management Committee under the Board. Mr. Liang joined the Company as a deputy general manager of the funds planning department at the establishment of the Company and was the general manager of the funds planning department and the general manager of the financial institutions department of the Company from 1996 to 2002. Mr. Liang was an assistant to our President from 2003 to 2005, the general manager of the Beijing Administrative

Department of the Company from 2002 to 2007 and became our Vice President in February 2005. Before joining the Company, Mr. Liang was the manager of the integrated planning department of the Bank of Communications from 1994 to 1995, and the general manager of Yutong Real Estate Development and Investment Company of the Bank of Communications, Zhengzhou branch from 1992 to 1994. Mr. Liang was the deputy head of the academic secretariat of Henan Finance and Management College from 1991 to 1992, and the deputy director, director of the management teaching and researching department of Henan Finance and Management College from 1985 to 1991. Mr. Liang has over 30 years of experience in finance. Mr. Liang obtained a master's degree in banking and finance from Xiamen University in 1993 and is a senior economist.

The Company proposes to reappoint Mr. Liang as an Executive Director with a term of three years. Remuneration of Mr. Liang will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Liang does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

SUPERVISORS (EXCLUDING EMPLOYEE SUPERVISORS OF THE COMPANY)

Shareholder Supervisors

Mr. Lu Zhongnan, aged 57, is the Chairman of New Industry Venture Capital Co., Ltd. and has been a Supervisor of the Company since 15 January 2007. He was the vice Chairman and president of China Minzu Securities Co., Ltd. for 2006 to 2011. Prior to that, Mr. Lu was the independent director and director of New China Life Insurance Co., Ltd. from 2001 to 2008, and was a director of Orient Group Industrial Co., Ltd. from 2001 to 2005, and served at various positions at the Heilongjiang, Harbin and Shenyang branches of the PBOC from 1979 to 2001. Mr. Lu graduated from the class of graduate course for advanced studies in economics management and is a senior economist.

The Company proposes to reappoint Mr. Lu as a Shareholder Supervisor with a term of three years. Remuneration of Mr. Lu will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Lu does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Zhang Disheng, aged 57, has been a Supervisor of the Company since 15 January 2007. He is a member of the Nomination and Remuneration Committee of the 5th Session of the Supervisory Board. Mr. Zhang is currently the chief executive officer and an executive director of Stone Group Holdings Limited. Prior to that, Mr. Zhang was the deputy executive officer and vice president of Stone Group Company from 1994 to 2000. Mr. Zhang is also a director of Stone Resources Limited, a company listed on Toronto Stock Exchange (stock code: SRH). Mr. Zhang obtained a master's degree from Ryutsu Keizai University in Japan and is a senior economist.

The Company proposes to reappoint Mr. Zhang as a Shareholder Supervisor with a term of three years. Remuneration of Mr. Zhang will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Zhang does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Li Yuan, aged 58, is a member of the party committee, the secretary of discipline committee and chief supervisor of China Life Asset Management Company Ltd.. He was the general manager of the financial department of China Life Insurance Co., Ltd. (listed on the Hong Kong Stock Exchange (stock code: 2628) and listed on the Shanghai Stock Exchange (stock code: 601628)), the general manager of accounting department of China Life Insurance Company, general manager and deputy director cadre of the Financial Bureau of the Ministry of Finance, deputy director and then director of Ministry of Foreign Trade and Economic Cooperation, and the deputy director secretary of the Secretary Bureau of the General Office of the State Council. Mr. Li obtained his bachelor's degree in economics from Peking University and obtained his postgraduate's degree from the Party School of the Central Committee of C.P.C.

The Company proposes to appoint Mr. Li as a Shareholder Supervisor with a term of three years. Remuneration of Mr. Li will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Li does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

External Supervisors

Mr. Wang Liang, aged 70, has been an external Supervisor of the Company since 23 March 2009. He is also a member of the Supervisory Committee and the Nomination and Remuneration Committee under the Supervisory Board. Mr. Wang is currently a director of Dongguan Fenggang Yantian Corporate Development Co., Ltd. Prior to that, Mr. Wang was a Supervisor of the Company from 3 December 1995 to 22 March 2009. Mr. Wang was the chairman of Guangzhou Xinlian Co., Ltd., and Guangzhou Shanghui Economic Development Corporation and vice chairman of the Guangzhou Federation of Industry and Commerce from 1993 to 2003. Mr. Wang also served as vice dean of the Guangzhou Academy of Economic Research from 1991 to 1993. Mr. Wang obtained a bachelor's degree in accounting from Beijing School of Posts and Telecommunications (now Beijing Jiaotong University) in 1968. Mr. Wang is a senior accountant and a certified public accountant.

The Company proposes to reappoint Mr. Wang as an external Supervisor with a term of three years, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. Remuneration of Mr. Wang will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Wang does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Zhang Ke, aged 59, is the chairman and chief partner of Shinewing Certified Public Accountants and the chairman of Shinewing Management and Consulting Company Limited. Mr. Zhang is also the vice president of the Chinese Institute of Certified Public Accountants and Beijing Association of Forensic Science. Mr. Zhang was an independent Director of the Company from 2003 to 2009. He was the general manager of Shinewing Certified Public Accountants, vice executive director of Coopers & Lybrand (China), deputy general manager of Zhongxin Yongdao Accountants Firm, a partner of Coopers & Lybrand International, deputy executive officer of Zhongxin Accountants Firm, and the department manager of China International Economics Consultants Co., Ltd. of the CITIC Group. Mr. Zhang obtained his bachelor's degree in economics from Renmin University of China. He is a senior accountant and certified public accountant.

The Company proposes to appoint Mr. Zhang as an external Supervisor with a term of three years, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. Remuneration of Mr. Zhang will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Zhang does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules and nor he is involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.



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 FIRST EGM IN 2012

Notice is hereby given that the first extraordinary general meeting (the “EGM”) of China Minsheng Banking Corp., Ltd. (the “Company”) in 2012 will be held at 9:00 a.m. on Tuesday, 10 April 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 of the Company:

ORDINARY RESOLUTIONS

1. To consider and approve the resolutions in respect of the members of the Sixth Session of the Board of Directors (*Note (1)*)
 - 1.1 To consider and approve the re-appointment of Mr. Zhang Hongwei as a Non-executive Director of the Company for a term of three years with immediate effect;
 - 1.2 To consider and approve the re-appointment of Mr. Lu Zhiqiang as a Non-executive Director of the Company for a term of three years with immediate effect;
 - 1.3 To consider and approve the re-appointment of Mr. Liu Yonghao as a Non-executive Director of the Company for a term of three years with immediate effect;
 - 1.4 To consider and approve the re-appointment of Mr. Wang Yugui as a Non-executive Director of the Company for a term of three years with immediate effect;
 - 1.5 To consider and approve the re-appointment of Mr. Chen Jian as a Non-executive Director of the Company for a term of three years with immediate effect;
 - 1.6 To consider and approve the re-appointment of Ms. Wong Hei as a Non-executive Director of the Company for a term of three years with immediate effect;
 - 1.7 To consider and approve the re-appointment of Mr. Shi Yuzhu as a Non-executive Director of the Company for a term of three years with immediate effect;
 - 1.8 To consider and approve the re-appointment of Mr. Wang Hang as a Non-executive Director of the Company for a term of three years with immediate effect;
 - 1.9 To consider and approve the re-appointment of Mr. Wang Junhui as a Non-executive Director of the Company for a term of three years with immediate effect;

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- 1.10 To consider and approve the re-appointment of Mr. Liang Jinqun as an Independent non-executive Director of the Company for a term of three years with immediate effect, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;
- 1.11 To consider and approve the re-appointment of Mr. Wang Songqi as an Independent non-executive Director of the Company for a term of three years with immediate effect, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;
- 1.12 To consider and approve the re-appointment of Mr. Andrew Wong as an Independent non-executive Director of the Company for a term of three years with immediate effect, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;
- 1.13 To consider and approve the re-appointment of Mr. Qin Rongsheng as an Independent non-executive Director of the Company for a term of three years with immediate effect, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;
- 1.14 To consider and approve the re-appointment of Mr. Wang Lihua as an Independent non-executive Director of the Company for a term of three years with immediate effect, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;
- 1.15 To consider and approve the re-appointment of Mr. Han Jianmin as an Independent non-executive Director of the Company for a term of three years with immediate effect, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;
- 1.16 To consider and approve the re-appointment of Mr. Dong Wenbiao as an Executive Director of the Company for a term of three years with immediate effect;
- 1.17 To consider and approve the re-appointment of Mr. Hong Qi as an Executive Director of the Company for a term of three years with immediate effect;
- 1.18 To consider and approve the re-appointment of Mr. Liang Yutang as an Executive Director of the Company for a term of three years with immediate effect;
2. To consider and approve the resolutions in respect of the members of the Sixth Session of the Supervisory Board (*Note (2)*)
 - 2.1 To consider and approve the re-appointment of Mr. Lu Zhongnan as a Shareholder Supervisor of the Company for a term of three years with immediate effect;
 - 2.2 To consider and approve the re-appointment of Mr. Zhang Disheng as a Shareholder Supervisor of the Company for a term of three years with immediate effect;
 - 2.3 To consider and approve the appointment of Mr. Li Yuan as a Shareholder Supervisor of the Company for a term of three years with immediate effect;

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2.4 To consider and approve the re-appointment of Mr. Wang Liang as an external Supervisor of the Company for a term of three years with immediate effect, expect subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations; and

2.5 To consider and approve the appointment of Mr. Zhang Ke as an external Supervisor of the Company for a term of three years with immediate effect, expect subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations.

Notes:

- (1) For the details of the Directors proposed for re-election and appointment, please refer to the circular of the Company dated 24 February 2012.
- (2) For the details of the Supervisors proposed for re-election and appointment, please refer to the circular of the Company dated 24 February 2012.
- (3) 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 Saturday, 10 March 2012 to Tuesday, 10 April 2012 (both days inclusive), during such period no transfer of H Shares will be registered. Unregistered holders of H Shares who wish to attend the EGM 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 Friday, 9 March 2012. 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 EGM.

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

- (4) 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 Secretariat of the Board of Directors of the Company not later than 20 days before the date of the EGM, being Wednesday, 21 March 2012.

The contact details of the Secretariat of the Board of Directors 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

- (5) 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 behalf. If more than one proxy is so appointed, the instrument of appointment shall specify the number and class of shares in respect of which each proxy is so appointed.
- (6) 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) shall be notarized.
- (7) 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.

NOTICE OF THE FIRST EGM IN 2012

- (8) 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 stead. Notes (5) and (6) are also applicable to holders of Domestic Shares. The form of proxy, together with any power of attorney or other authority, must be lodged with the Company's Secretariat of the Board of Directors (please refer to note (4) 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.
- (9) Shareholders shall produce their identification documents when attending the EGM.
- (10) 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 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 other notarized copy of any authorization documents issued by such corporate shareholder.
- (11) 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.
- (12) 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

24 February 2012