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

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01988)

(USD Preference Shares Stock Code: 04609)

NOTICE OF THE ANNUAL GENERAL MEETING FOR 2018

NOTICE IS HEREBY GIVEN that the 2018 annual general meeting (the “AGM”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Friday, 21 June 2019 at Xihua Hall, 11th Floor, Beijing Minzu Hotel, No. 51 Fuxingmennei Avenue, Xicheng District, Beijing, PRC, for the consideration and, if thought fit, passing of the following resolutions (special resolutions marked by *):

1. The resolution regarding the annual report for 2018 of the Company
2. The resolution regarding the final financial report for 2018 of the Company
3. The resolution regarding the proposed profit distribution plan for 2018 of the Company
4. The resolution regarding the annual budgets for 2019 of the Company
5. The resolution regarding the work report of the Board for 2018 of the Company
6. The resolution regarding the work report of the Board of Supervisors for 2018 of the Company
7. The resolution regarding the appointment and remuneration of auditing firms for 2019
8. The resolution regarding the appointment of Mr. Zhao Fugao as External Supervisor
- 9.* The resolution regarding the extension of the validity period of the resolutions on the public issuance of A Share Convertible Corporate Bonds and the authorization period to the Board and its authorized persons to exercise full power to deal with matters relating to the issuance
10. The resolution regarding the impacts on dilution of current returns of the public issuance of A Share Convertible Corporate Bonds and the remedial measures
- 11.* The resolution regarding the report on utilization of proceeds from the previous issuance
- 12.* The resolution regarding the granting of general mandate for the issuance of Shares to the Board

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 22 May 2019 to Friday, 21 June 2019 (both days inclusive), during which period no transfer of shares of the Company (the “Shares”) will be effected. For unregistered holders of H Shares who intend to attend the AGM, 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 Tuesday, 21 May 2019. H shareholders whose names appear on the register of members of the Company on Wednesday, 22 May 2019 will be entitled to attend and vote at the AGM.

The register of members of the Company will be closed from Thursday, 27 June 2019 to Tuesday, 2 July 2019 (both days inclusive), during which period no transfer of Shares of the Company will be effected. For unregistered H shareholders who wish to be eligible to receive the cash Dividend, all Share certificates and the 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 Wednesday, 26 June 2019. H shareholders whose names appear on the register of members of the Company on Tuesday, 2 July 2019 will be entitled to receive the dividend (subject to the approval by shareholders at the AGM).

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

30 April 2019

As at the date of this notice, the executive directors of the Company are Mr. Hong Qi and Mr. Zheng Wanchun; the non-executive directors are Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Shi Yuzhu, Mr. Wu Di, Mr. Song Chunfeng and Mr. Weng Zhenjie; and the independent non-executive directors are Mr. Liu Jipeng, Mr. Li Hancheng, Mr. Xie Zhichun, Mr. Peng Xuefeng, Mr. Liu Ningyu and Mr. Tian Suning.

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/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 of the Company (the “**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 of the Company at Room 11, 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 AGM (i.e. not later than 2:00 p.m. on Thursday, 20 June 2019) 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 AGM (i.e. not later than 2:00 p.m. on Thursday, 20 June 2019) 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 AGM (in person or by proxy) shall complete and deliver the reply slip of AGM to Computershare Hong Kong Investor Services Limited or the office of the Board of the Company by hand, post or fax on or before Saturday, 1 June 2019.
4. Shareholders shall produce their identification documents when attending the AGM.
5. If a proxy attends the AGM 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 AGM, 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 AGM is expected to last for half a day. Shareholders who attend the AGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
7. For details of the relevant resolutions, please refer to the Company’s annual report for 2018 published on 29 April 2019 and the circular dated 30 April 2019.
8. References to times and dates of this notice are to Hong Kong times and dates.