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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)**

**PROPOSED CHANGE OF REGISTERED CAPITAL  
OF THE COMPANY  
AND  
PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

The meeting (the “**Meeting**”) of the board of directors (the “**Board**”) of China Minsheng Banking Corp., Ltd. (the “**Company**” or the “**Bank**”) was held in Beijing on 30 March 2020. The Meeting considered and approved (among others) the Proposal in respect of the Change of Registered Capital of the Company and the Proposal in respect of the Amendments to Certain Provisions of the Articles of Associations of China Minsheng Banking Corp., Ltd.

In accordance with the relevant regulation on changing enterprises’ registered capital by the Enterprise Registration Bureau of the State Administration of Industry and Commerce, the Company shall apply for changing its registered capital after the changes in its share capital. On 15 March 2013, the Company conducted public issuance of A share convertible corporate bonds with a total nominal value of RMB20 billion. Due to the exercise of conversion rights of the convertible bonds by the bondholders, total share capital of the Company increased from 34,039,654,172 shares to 36,485,348,752 shares. On 1 July 2015, the Company exercised the right of early redemption of the convertible bonds which were publicly issued on 15 March 2013 and commenced the conversion period since 16 September 2013, and the Minsheng Convertible Bonds were delisted from the Shanghai Stock Exchange. In July 2018, as the Company implemented the Plan of Capital Reserve Capitalisation for 2017, the total share capital of the Company has increased from 36,485,348,752 shares to 43,782,418,502 shares. Based on the changes of share capital, the Company proposed to change its registered capital from RMB34,039,654,172 to RMB43,782,418,502 (the “**Proposed Change of Registered Capital**”). The relevant provisions under the Articles of Association of China Minsheng Banking Corp., Ltd. (the “**Articles**”) shall be amended accordingly (the “**Proposed Amendments to the Articles**”).

The details of the Proposed Amendments to the Articles are as follows:

No.	Original Article (as considered and approved by the 2017 annual general meeting of the Company)	Revised Article	Reason for amendment
	<b>Chapter 3 Shares and Registered Capital</b>	<b>Chapter 3 Shares and Registered Capital</b>	
1	<p><b>Article 27</b> As at 31 December 2016, the share capital of the Bank comprised 36,485,348,752 ordinary shares in issue, including 29,551,769,344 domestically listed shares and 6,933,579,408 H shares, representing approximately 81.00% and 19.00% of the total issuable ordinary shares of the Bank, respectively, and 71,950,000 non-cumulative perpetual offshore preference shares in issue.</p> <p>The above calculation includes bonus shares distributed by the Bank, shares issued upon capitalization of capital reserve and shares issued upon the exercise of convertible bonds by creditors up to 31 December 2016.</p>	<p><b>Article 27</b> As at <b>31 March 2020</b>, the share capital of the Bank comprised <b>43,782,418,502</b> ordinary shares in issue, including <b>35,462,123,213</b> domestically listed shares and <b>8,320,295,289</b> H shares, representing approximately 81.00% and 19.00% of the total issuable ordinary shares of the Bank, respectively, and 71,950,000 non-cumulative perpetual offshore preference shares in issue.</p> <p>The above calculation includes bonus shares distributed by the Bank, shares issued upon capitalisation of capital reserve and shares issued upon the exercise of convertible bonds by creditors up to <b>31 March 2020</b>.</p>	Change of the registered capital of the Company
2	<b>Article 30</b> The registered capital of the Bank is RMB28,365,585,227 which is equal to the paid-up capital	<b>Article 30</b> The registered capital of the Bank is RMB <b>43,782,418,502</b> which is equal to the paid-up capital.	Change of the registered capital of the Company

The Proposed Amendments to the Articles involve the amendments to two provisions in the Articles and there are no additional or deleted articles. There will be no change in the number of provisions under the amended Articles.

The resolutions in respect of the Proposed Change of Registered Capital and the Proposed Amendments to the Articles are subject to the consideration and approval as special resolutions at the annual general meeting of the Company. In particular, the Proposed Amendments to the Articles are subject to the approval of both resolutions above-mentioned at the annual general meeting. A circular containing, among others, details of the Proposed Change of Registered Capital and the

Proposed Amendments to the Articles, together with the notice of the annual general meeting, will be dispatched to the shareholders of the Company in due course. The existing Articles will remain effective until the Proposed Amendments to the Articles take effect.

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

Beijing, PRC  
30 March 2020

*As at the date of this announcement, 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.*