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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 company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 01988)**

**(USD Preference Shares Stock Code: 04609)**

**POSTPONEMENT OF THE CHANGE OF  
SESSION OF THE BOARD OF DIRECTORS  
POSTPONEMENT OF THE CHANGE OF  
SESSION OF THE SUPERVISORY BOARD  
AND**

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2020**

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The Company will convene the EGM at 2:00 p.m. on Monday, 20 April 2020 at China Minsheng Bank, No. 2 Fuxingmennei Avenue, Xicheng District, Beijing, PRC (venue to be specified separately). Notice convening the EGM is 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 H Shareholders) and the office of the Board of the Company (for A Shareholders) not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (i.e. not later than 2:00 p.m. on Sunday, 19 April 2020) in person or by post. To be effective, all forms of proxy must be lodged with Computershare Hong Kong Investor Services Limited before the deadline. 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 H Shareholders) and the office of the Board of the Company (for A Shareholders) on or before Tuesday, 31 March 2020.

\* References to times and dates of this circular are to Hong Kong times and dates.

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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 and is/are listed for trading on the Shanghai Stock Exchange (stock code: 600016)
“A Shareholder(s)”	holder(s) of A Share(s)
“Articles of Association”	the Articles of Association of China Minsheng Banking Corp., Ltd.
“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
“Director(s)”	director(s) of the Company
“EGM”	the first extraordinary general meeting for 2020 of the Company to be held at 2:00 p.m. on Monday, 20 April 2020 at China Minsheng Bank, No. 2 Fuxingmennei Avenue, Xicheng District, Beijing, PRC (venue to be specified separately) or any adjournment thereof, the notice of which is set out in this circular
“H Share(s)”	overseas listed foreign invested Share(s) of RMB1.00 each in the Share capital of the Company, which is/are listed on the Hong Kong Stock Exchange (stock code: 01988) and is/are subscribed for 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
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excluding Hong Kong, Macau and Taiwan
“Share(s)”	the ordinary Share(s) of the Company, including A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s) of the Company
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Board”	the supervisory board of the Company



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**Members of the Board:**

*Executive Directors:*

Mr. Hong Qi

Mr. Zheng Wanchun

*Non-executive Directors:*

Mr. Zhang Hongwei

Mr. Lu Zhiqiang

Mr. Liu Yonghao

Mr. Shi Yuzhu

Mr. Wu Di

Mr. Song Chunfeng

Mr. Weng Zhenjie

**Registered Address:**

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

*Independent Non-executive Directors:*

Mr. Liu Jipeng

Mr. Li Hancheng

Mr. Xie Zhichun

Mr. Peng Xuefeng

Mr. Liu Ningyu

Mr. Tian Suning

6 March 2020

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## LETTER FROM THE BOARD

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*To the Shareholders*

Dear Sir or Madam,

### **POSTPONEMENT OF THE CHANGE OF SESSION OF THE BOARD OF DIRECTORS POSTPONEMENT OF THE CHANGE OF SESSION OF THE SUPERVISORY BOARD**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 28 February 2020 in relation to (i) the proposed postponement of the change of session of the Board and (ii) the proposed postponement of the change of session of the Supervisory Board.

The purpose of this circular is to give you the notice of the 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 proposals to be proposed at the EGM as follows:

**1. Proposal in respect of the Postponement of the Change of Session of the Board of Directors of China Minsheng Banking Corp., Ltd.**

To implement corresponding measures in response to the outbreak of epidemic, the change of session of the Board has to be postponed accordingly. The terms of office of the Directors of the seventh session of the Board will be extended till the election of the eighth session of the Board at the Shareholders' general meeting of the Company.

All members of the seventh session of the Board of the Company sincerely undertake to perform their duties as directors in accordance with the requirements of laws, administrative regulations and the Articles of Association to ensure normal operation of the Company before the election of the eighth session of the Board at the Shareholders' general meeting of the Company.

Upon the end of the epidemic, the Company will proactively proceed with the change of session of the Board in accordance with the laws and regulations.

The proposal was considered and approved at the meeting of the Board on 28 February 2020 and is hereby proposed at the EGM for consideration and approval by way of ordinary resolution.

**2. Proposal in respect of the Postponement of the Change of Session of the Supervisory Board of China Minsheng Banking Corp., Ltd.**

To implement corresponding measures in response to the outbreak of epidemic, the change of session of the Supervisory Board has to be postponed accordingly. The terms of office of the Supervisors of the seventh session of the Supervisory Board will be extended till the election of new members of the Supervisory Board at the Shareholders' general meeting and the meeting of the employee representatives of the Company.

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## LETTER FROM THE BOARD

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All members of the seventh session of the Supervisory Board of the Company sincerely undertake to perform their duties as Supervisors in accordance with the requirements of laws, administrative regulations and the Articles of Association to ensure normal operation of the Supervisory Board before the election of new members of the Supervisory Board at the Shareholders' general meeting and the meeting of the employee representatives of the Company.

Upon the end of the epidemic, the Company will proactively proceed with the change of session of the Supervisory Board in accordance with the laws and regulations.

The proposal was considered and approved at the meeting of the Supervisory Board on 28 February 2020 and is hereby proposed at the EGM for consideration and approval by way of ordinary resolution.

### CLOSURE OF REGISTER OF MEMBERS FOR THE EGM

The register of members of the Company will be closed from Saturday, 21 March 2020 to Monday, 20 April 2020 (both days inclusive), during which period no transfer of Shares of the Company will be effected. For unregistered H Shareholders 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, 20 March 2020. H Shareholders whose names appear on the register of members of the Company on Saturday, 21 March 2020 will be entitled to attend and vote at the EGM.

### VOTING BY POLL AT THE EGM

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, all votes of the Shareholders at the EGM 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 127 of the Articles of Association.

### 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.

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  
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**(Stock Code: 01988)**

**(USD Preference Shares Stock Code: 04609)**

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2020**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting for 2020 (“**EGM**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Monday, 20 April 2020 at China Minsheng Bank, No. 2 Fuxingmennei Avenue, Xicheng District, Beijing, PRC (venue to be specified separately) for consideration and, if thought fit, passing of the following resolutions:

**ORDINARY RESOLUTIONS**

1. Proposal in respect of the Postponement of the Change of Session of the Board of Directors of China Minsheng Banking Corp., Ltd.; and
2. Proposal in respect of the Postponement of the Change of Session of the Supervisory Board of China Minsheng Banking Corp., Ltd.

**ARRANGEMENT FOR EGM**

To prevent the infection of new coronavirus epidemic, holders of H shares are advised to attend the EGM and vote on the resolutions by appointing the chairman of the meeting as proxy, instead of attending the EGM in person. Shareholders and proxies who intend to attend the EGM in person are requested to inform the Company three business days before the EGM (i.e. before 15 April 2020) so that the Company can take necessary measures to prevent infection. The contact information is as follows: Correspondence address: Office of the Board of Directors, China Minsheng Bank Building, No. 2 Fuxingmennei Avenue, Xicheng District, Beijing, China; Postal code: 100031; Contact person: Jiang Jin; Telephone no.: 010-58560666-8556; Facsimile no.: 010-58560720. As part of the preventive measures of the venue of the meeting, shareholders and proxies who intend to attend the EGM in person are reminded to arrive at the venue of the meeting with original copies of valid identification documents or form of proxy one hour before the scheduled time of the meeting, and are reminded to complete registration and to take effective preventive measures before entering the venue of the meeting.

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2020

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### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Saturday, 21 March 2020 to Monday, 20 April 2020 (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, 20 March 2020. The holders of H shares of the Company whose names appear on the register of members of the Company on Saturday, 21 March 2020 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  
6 March 2020

*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.*

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2020

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*Notes:*

1. Any shareholder 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 needs not be a shareholder 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 of directors 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 EGM or any adjournment thereof (i.e. not later than 2:00 p.m. on Sunday, 19 April 2020) 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 (i.e. not later than 2:00 p.m. on Sunday, 19 April 2020) in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a shareholder 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, 31 March 2020.
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.
7. References to times and dates of this notice are to Hong Kong times and dates.