



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)

(USD Preference Shares Stock Code: 04609, ISIN: XS1527305608)

**NOTICE OF THE FIRST PREFERENCE SHARE
CLASS MEETING FOR 2019**

NOTICE IS HEREBY GIVEN that the first preference share class meeting for 2019 (the “**Preference Share Class Meeting**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) will be held after the conclusion of the first extraordinary general meeting for 2019, the first A share class meeting for 2019 and the first H share class meeting for 2019 or any adjournment thereof on Tuesday, 26 February 2019 at Xihua Hall, 11/F, Beijing Minzu Hotel, No. 51 Fuxingmennei Dajie, Xicheng District, Beijing, the PRC, for the consideration and, if thought fit, passing of the following resolutions:

SPECIAL RESOLUTIONS

1. Each of the following items of the proposal in respect of the Plan of the Non-public Issuance of the Offshore Preference Shares of China Minsheng Banking Corp., Ltd.:
 - 1.01 Type and scale of securities to be issued
 - 1.02 Maturity
 - 1.03 Method of issuance
 - 1.04 Places
 - 1.05 Nominal value and issue price
 - 1.06 Dividend distribution provisions
 - 1.07 Conditional redemption
 - 1.08 Mandatory conversion provisions
 - 1.09 Restriction on and restoration of voting rights

- 1.10 Order of distribution on liquidation and basis for liquidation
 - 1.11 Use of proceeds
 - 1.12 Rating
 - 1.13 Guarantee arrangement
 - 1.14 Transferability
 - 1.15 Compliance of latest regulatory requirements
 - 1.16 Effective period of the resolution of the non-public issuance of preference shares
2. The proposal to the shareholders' general meeting on the authorization to the board of directors and its authorized persons to exercise full power to deal with matters relating to the non-public issuance of the offshore preference shares

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

11 January 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.

Note:

Holders of Existing Offshore Preference Shares (i) whose names appear on the register of members of the Company or (ii) who are holders of record in accordance with the rules of Euroclear Bank SA/NV and Clearstream Banking S.A. on Friday, 25 January 2019 (5:00 p.m., Central European Time) are entitled to attend and vote at the Preference Share Class Meeting.

The appendix hereto sets out additional information in relation to the procedures for attending and voting at the Preference Share Class Meeting for holders of the Existing Offshore Preference Shares.

Appendix: Procedures for Attending and Voting at the Preference Share Class Meeting for Holders of Existing Offshore Preference Shares

The Expiration Deadline for submitting instructions by Holders of Existing Offshore Preference Shares in the manner described in this notice for the purpose of attending and voting at the Preference Share Class Meeting is **Monday, 25 February 2019 at 2:00 p.m. (Beijing time)**, following which such instructions will be passed on to the Company in accordance with the relevant requirements in the Articles of Association. However, the deadlines set by each Clearing System and any intermediaries for the submission of instructions may be earlier than the relevant deadlines specified in this notice.

Holders of Existing Offshore Preference Shares will be entitled to one vote in respect of each outstanding Existing Offshore Preference Share held by them as of the Record Date.

However, in order to be valid, an Electronic Instruction must be submitted in respect of a minimum amount of U.S.\$200,000 (which is equivalent to 10,000 Existing Offshore Preference Shares) and integral multiples of U.S.\$1,000 (which is equivalent to 50 Existing Offshore Preference Shares) in excess thereof.

Holders of Existing Offshore Preference Shares should also note that, in relation to resolution 1 as set out in the Notice of Preference Share Class Meeting, if a Holder submits a vote in favour of or against, or submits an abstention vote in respect of, resolution 1, such Holder will automatically be deemed to have also submitted an equivalent vote in favour of or against, or an abstention vote in respect of (as the case may be), each of sub-paragraphs 1 to 16 of resolution 1.

If you hold your Existing Offshore Preference Shares through Euroclear or Clearstream and wish to attend the Preference Share Class Meeting and vote on the relevant resolutions, either in person or by proxy, you may do so by submitting or arranging for the submission of an Electronic Instruction (pursuant to which you may appoint the Tabulation Agent (or its nominee) or any other person (including the beneficial owner of the Existing Offshore Preference Share itself) to attend the Preference Share Class Meeting and vote on the relevant resolutions) in accordance with the requirements of, and procedures established by, Euroclear or Clearstream (as applicable) on or before the Expiration Deadline and in the manner described in this notice.

Reply Slip

Please confirm whether you intend to attend the Preference Share Class Meeting in person or by proxy before Monday, 11 February 2019.

Record Date

Only Holders of Existing Offshore Preference Shares as of 5:00 p.m., Central European Time, on the Record Date (being Friday, 25 January 2019) are eligible to attend and vote at the Preference Share Class Meeting.

The transfer of any Existing Offshore Preference Shares after the Record Date will not have the effect of revoking any Electronic Instruction previously validly given by a Holder, and each properly delivered Electronic Instruction will be counted notwithstanding any transfer of the Existing Offshore Preference Shares to which such Electronic Instruction relates, unless the procedures for revoking Electronic Instructions described in this notice have been validly complied with.

Please note that upon a sale of the Existing Offshore Preference Shares, it may take a few days for the sale of the Existing Offshore Preference Shares to be settled in the relevant transferee's account with the relevant Clearing System and for the relevant records to be updated. As such, while the Existing Offshore Preference Shares may have been sold on or prior to the Record Date, the original transferor may still be the Holder of record of the relevant Existing Offshore Preference Shares on the Record Date for the purposes of the Preference Share Class Meeting, in which case such transferor shall be entitled to submit an Electronic Instruction. If you have sold your Existing Offshore Preference Shares, or had the Existing Offshore Preference Shares sold to you, on or prior to the Record Date, you may contact your broker, dealer, commercial bank, trust company or other nominee or custodian to determine whether you are the Holder of record of such Existing Offshore Preference Shares as of the Record Date.

Euroclear/Clearstream Direct Participants

Only Euroclear/Clearstream Direct Participants may submit Electronic Instructions. Beneficial owners of the relevant Existing Offshore Preference Shares who wish to participate at the Preference Share Class Meeting and whose Existing Offshore Preference Shares are held, as of the Record Date, in the name of a broker, dealer, commercial bank, trust company or other nominee or custodian, must contact such broker, dealer, commercial bank, trust company or other nominee or custodian and instruct them to arrange for the relevant Euroclear/Clearstream Direct Participant through which the Existing Offshore Preference Shares are held to deliver its instruction in accordance with the deadlines specified by the relevant Clearing System.

Instructions for Submission of Electronic Instructions

A Holder of Existing Offshore Preference Shares must clearly state in its Electronic Instruction:

- (a) the aggregate amount of the relevant Existing Offshore Preference Shares to which the Electronic Instruction relates; and

- (b) whether it appoints the Tabulation Agent (or its nominee) or any other person (including the beneficial owner of the Existing Offshore Preference Share itself) as proxy to attend and vote on the Relevant Resolutions proposed at the Preference Share Class Meeting. If you are appointing the Tabulation Agent (or its nominee) to attend the Preference Share Class Meeting and vote on the Relevant Resolutions on your behalf, you must indicate in your Electronic Instruction whether you wish for the Tabulation Agent (or its nominee) to vote in favour of or against, or abstain from voting on, the Relevant Resolutions proposed at the Preference Share Class Meeting. Alternatively, if you are appointing any other person (including the beneficial owner of the Existing Offshore Preference Share itself), you must indicate in your Electronic Instruction the name, address, contact details and passport number of the person attending, and the identity of the person attending the Preference Share Class Meeting will be verified before the Preference Share Class Meeting commences.

By submitting an Electronic Instruction, a Holder of Existing Offshore Preference Shares is deemed to represent, warrant and undertake to the Company and the Tabulation Agent that the Existing Offshore Preference Shares are, on the Record Date, held by it in the relevant Clearing System.

Revocation of Electronic Instructions

Subject to the Articles of Association, the requirements of Euroclear and Clearstream (as applicable) and this paragraph, Electronic Instructions are irrevocable. An Electronic Instruction submitted by or on behalf of a Holder of Existing Offshore Preference Shares may be revoked by that Holder by submission to the Tabulation Agent of a revocation instruction, by a properly transmitted message, in accordance with the procedures of Euroclear or Clearstream (as applicable) only as permitted pursuant to the Articles of Association and the requirements of Euroclear and Clearstream. Following any such revocation the vote shall lapse.

Important Information

All questions as to the validity, form and eligibility of any Electronic Instruction (including the time of receipt or the compliance of such Electronic Instruction with all applicable laws and regulations and the requirements of any Clearing System) or revocation or revision thereof or delivery of Electronic Instructions will be determined by the Company, in its sole discretion, subject to applicable law, the Articles of Association and the requirements of any Clearing System, which determination will be final and binding.

Subject to applicable law, the Articles of Association and the requirements of any Clearing System:

- (a) the Company's interpretation of the terms and conditions of and validity, form and eligibility of any Electronic Instruction shall be final and binding; and
- (b) the Company may in its absolute discretion reject any Electronic Instruction or elect to treat as valid an Electronic Instruction, in either case, not complying in all respects with the requirements as set out in this notice, and in each case, such determination will (subject as aforesaid) be final and binding.

Unless waived by the Company, any irregularities in connection with any Electronic Instruction must be cured within such time as the Company shall in its absolute discretion determine. None of the Company, the Tabulation Agent or any other person will be under any duty to give notification of any defects or irregularities in such Electronic Instruction, nor will any of such entities or persons incur any liability for failure to give such notification. For the avoidance of doubt, the Tabulation Agent has not given, and will not give, any recommendations or representations with respect to the relevant resolutions and has not made any recommendation as to whether Holders of Existing Offshore Preference Shares should participate in the Preference Share Class Meeting or pass the relevant resolutions.

Any questions or requests for assistance in connection with the procedures for attending and voting at the Preference Share Class Meeting for Holders of Existing Offshore Preference Shares (including Electronic Instructions) may be directed to The Bank of New York Mellon, London Branch as the Tabulation Agent at One Canada Square London E14 5AL United Kingdom using the following contact details:

Email: debtstructuring@bnymellon.com

Phone: +44 (0) 1202 689578/+44 (0) 1202 689858

Definition

In this notice, unless the context otherwise requires, the following expressions shall have the following meaning:

“Articles of Association”	the articles of association of the Company
“Clearing Systems”	Euroclear and Clearstream (as applicable)
“Clearstream”	Clearstream Banking S.A.
“Electronic Instruction(s)”	in the case of any Existing Offshore Preference Shares held through Euroclear or Clearstream, an electronic voting instruction in the form specified by the applicable Clearing System for submission by Euroclear/Clearstream Direct Participants to the Tabulation Agent via the relevant Clearing System prior to the deadlines set out in the notice of the Preference Share Class Meeting and in accordance with the requirements of such Clearing System in order for Holders of the relevant Existing Offshore Preference Shares to be able to attend the Preference Share Class Meeting
“Euroclear”	Euroclear Bank SA/NV
“Euroclear/Clearstream Direct Participants”	in the case of any Existing Offshore Preference Shares held through Euroclear or Clearstream, each person who is shown in the records of Euroclear or Clearstream as a Holder of an interest in such Existing Offshore Preference Shares

“Existing Offshore Preference Shares”	the 71,950,000 4.95% non-cumulative perpetual offshore preference shares of an aggregate amount of U.S.\$1,439,000,000 issued by the Company in the overseas market on 14 December 2016 and listed on the Hong Kong Stock Exchange on 15 December 2016 (stock code: 04609) (ISIN: XS1527305608)
“Expiration Deadline”	the deadline for submitting instructions by Holders of Existing Offshore Preference Shares in the manner described in this notice for the purpose of attending and voting at the Preference Share Class Meeting, being Monday, 25 February 2019 at 2:00 p.m. (Beijing time)
“Holder(s) of Existing Offshore Preference Shares” or “Holder(s)”	holders of Existing Offshore Preference Shares, including the beneficial owners thereto and their respective nominee holders
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Record Date”	in the case of any Existing Offshore Preference Shares held through Euroclear or Clearstream, 5:00 p.m., Central European Time on Friday, 25 January 2019, being the time and date for the determination of the Holders of the Existing Offshore Preference Shares entitled to attend and vote on the relevant resolutions at the Preference Share Class Meeting
“Tabulation Agent”	The Bank of New York Mellon, London Branch