

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 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 as on-site meeting in Beijing on 30 November 2020.

The Meeting considered and approved (among others) the Proposal in respect of the Amendments to Certain Provisions of the Articles of Association of China Minsheng Banking Corp., Ltd.

According to the Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies (Guo Han [2019] No.97) (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)) issued by the State Council and the Notice of the CBRC on Enhanced Management of Pledge of Equity Interests in Commercial Banks (Yin Jian Fa [2013] No.43) (《中國銀監會關於加強商業銀行股權質押管理的通知》(銀監發[2013]43號)), and taking into account the actual situation of the Company, the Company proposed to amend the Articles of Association of China Minsheng Banking Corp., Ltd. (the “**Articles**”) (the “**Proposed Amendments**”).

For details of the Proposed Amendments, please refer to Appendix I to this announcement.

The Proposed Amendments are subject to the consideration and approval as a special resolution at the extraordinary general meeting of the Company. A circular containing, among others, details of the Proposed Amendments together with the notice of the extraordinary general meeting will be dispatched to the shareholders of the Company in due course. The existing Articles will remain effective until the Proposed Amendments take effect.

By Order of the Board
CHINA MINSHENG BANKING CORP., LTD.
Gao Yingxin
Chairman

Beijing, PRC
30 November 2020

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

APPENDIX I: DETAILS OF THE PROPOSED AMENDMENTS

No.	Original Article (as considered and approved by the 2019 annual general meeting)	Revised Article	Reasons for Amendments
1	<p>Article 54 Registration of changes to the register of shareholders of H shares arising from transfer of shares shall not be made within 30 days before the holding of shareholders' meeting or within 5 days before the record day of the Bank's decision to distribute dividends. For changes to the register of shareholders of A shares, the provisions of the relevant laws and regulations of the PRC shall apply.</p>	<p>Article 54 Registration of changes to the register of shareholders of H shares arising from transfer of shares shall not be made within 30 days before the holding of shareholders' meeting or within 5 days before the record day of the Bank's decision to distribute dividends. For changes to the register of shareholders of A shares, the provisions of the relevant laws and regulations of the PRC shall apply. Where the laws, administrative regulations, departmental rules, normative documents and the stock exchanges or regulatory authorities of the jurisdiction where the Bank's shares are listed have provisions on the period of closure of register prior to a general meeting or the record date for determining entitlements to dividend distribution, such provisions shall prevail.</p>	<p>Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies</p>
2	<p>Article 71 If any shareholder holding more than 5% of the voting rights of the Bank pledges any voting A shares, he/she shall inform the Bank in written form immediately. Pledges of H shares shall be conducted in compliance with Hong Kong laws, rules of the stock exchange and other applicable regulations.</p>	<p>Article 71 If any shareholder holding more than 5% of the voting rights of the Bank pledges any voting A shares, he/she shall inform the Bank in written form immediately. Pledges of H shares shall be conducted in compliance with Hong Kong laws, rules of the stock exchange and other applicable regulations. Shareholders who provide guarantees for themselves or others with their shares of the Bank shall inform the Board of Directors of the Bank in advance.</p>	<p>Notice on Enhanced Management of Pledge of Equity Interests in Commercial Banks by former CBRC</p>

No.	Original Article (as considered and approved by the 2019 annual general meeting)	Revised Article	Reasons for Amendments
		<p>Where a shareholder who has representation on the Board of Directors or the Board of Supervisors, or directly, indirectly or jointly holds or controls no less than 2% of the shares or voting rights of the Bank pledges his/her shares of the Bank, he/she shall make filing to the Board of Directors in advance, which shall state the basic information of the pledge, including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledgee. Where the Board of Directors considers the pledge to be materially adverse to the stability of the Bank's shareholding, corporate governance, as well as the control of risk and related party transaction, no filing shall be made. The director(s) nominated by a shareholder proposing to pledge his/her shares of the Bank shall abstain from voting at the Board meeting at which such proposed filing is considered.</p> <p>Upon the completion of registration of the pledge of equity interests, the shareholders involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely manner, so as to facilitate the risk management and information disclosure requirement of the Bank.</p>	

No.	Original Article (as considered and approved by the 2019 annual general meeting)	Revised Article	Reasons for Amendments
		Shareholders shall not pledge the Bank's shares if the outstanding balance of the loans they have borrowed from the Bank exceeds the audited net equity value held by them in the Bank in the previous year.	
3	<p>Article 88 When the Bank convenes a shareholders' general meeting, written notice of the meeting shall be given 45 days prior to the date of the meeting to notify all the shareholders entitled to attend the shareholders' general meeting in the share register of the matters to be considered and the date and the place of the meeting. Shareholders who intend to attend the shareholders' general meeting shall deliver a written reply confirming the attendance to the Bank 20 days before the date of the meeting.</p>	<p>Article 88 When the Bank convenes a shareholders' annual general meeting, written notice of the meeting shall be given 45 20 business days prior to the date of the meeting to notify all the shareholders entitled to attend the shareholders' general meeting in the share register of the matters to be considered and the date and the place of the meeting. Shareholders who intend to attend the shareholders' general meeting shall deliver a written reply confirming the attendance to the Bank 20 days before the date of the meeting. When the Bank convenes an extraordinary general meeting, written notice of the meeting shall be given 10 business days or 15 days (whichever is longer) prior to the date of the meeting. The business day refers to any day on which the Hong Kong Stock Exchange is open for trading of securities.</p>	Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies

No.	Original Article (as considered and approved by the 2019 annual general meeting)	Revised Article	Reasons for Amendments
4	<p>Article 90 The Bank shall, based on written replies from the shareholders received 20 days before the date of the shareholders' general meeting, calculate the number of voting shares represented by shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting is one-half or more of the Bank's total voting shares, the Bank may hold the meeting. Otherwise, the Bank shall within five days notify the shareholders again by public notice of the matters to be considered and the place and the date for the meeting. The Bank then may hold the meeting after the publication of such notice, which shall be published in designated newspapers in accordance with relevant rules.</p>	Deleted.	Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies

No.	Original Article (as considered and approved by the 2019 annual general meeting)	Revised Article	Reasons for Amendments
5	<p>Article 93 Notice of a shareholders' general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting) by delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares, notice of the meetings may be issued by public notice.</p> <p>The public notice shall be published in one or more newspapers designated by the securities governing authority of the State Council between 45 days and 50 days before the date of the meeting. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting. Such notice shall be announced in accordance with the provisions of Article 332 set out herein.</p>	<p>Article 93 Notice of a shareholders' general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting) by delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares, notice of the meetings may be issued by public notice.</p> <p>The public notice mentioned in the previous paragraph shall be published in one or more national newspapers designated by the securities governing authority of the State Council between 45 days and 50 days before the date of the meeting. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting. Such notice shall be announced in accordance with the provisions of Article 332 set out herein.</p>	Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies

No.	Original Article (as considered and approved by the 2019 annual general meeting)	Revised Article	Reasons for Amendments
6	<p>Article 95 Once the notice of shareholders’ general meeting is issued, the meeting shall not be postponed or cancelled and proposals contained in the notice shall not be withdrawn without proper reasons. In the event of postponement or cancellation, the convener shall make announcement to state the reasons at least two working days prior to the original date of meeting.</p>	<p>Article 95 Once the notice of shareholders’ general meeting is issued, the meeting shall not be postponed or cancelled, the venue shall not be changed, and proposals contained in the notice shall not be withdrawn without proper reasons. In the event of postponement or cancellation change of the venue, or postponement or cancellation of the meeting due to special reasons, the convener shall make announcement to state the reasons at least two working days prior to the original date of meeting. The convener shall announce the date of the postponed meeting in the notice of postponement.</p>	<p>Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies</p>
7	<p>Article 148 Written notice of a “class shareholders’ meeting” shall be given 45 days prior to the date of the meeting to inform all shareholders in the share register of that class of the matters to be considered as well as the time and place of the meeting. Shareholders who intend to attend the meeting shall send a written reply to the Bank 20 days prior to the meeting.</p>	<p>Article 148 The period of written notice of a “class shareholders’ meeting” shall be given 45 days prior to the date of the meeting to the same as the period of written notice of a general shareholders’ meeting to be convened simultaneously. The written notice shall inform all shareholders in the share register of that class of the matters to be considered as well as the time and place of the meeting. Shareholders who intend to attend the meeting shall send a written reply to the Bank 20 days prior to the meeting.</p>	<p>Approval on Change of Notice Period of General Meeting and Other Matters relating to Overseas Listed Companies</p>

No.	Original Article (as considered and approved by the 2019 annual general meeting)	Revised Article	Reasons for Amendments
	<p>When the voting shares held by the shareholders who intend to attend the meeting reach 50% or more of the total voting shares of such class at the meeting, the Bank may convene the meeting of class shareholders. Otherwise, the Bank shall, within 5 days, inform the shareholders of the matters to be considered, and the time and place of the meeting through public announcement. After issuing such public announcement, the Bank may convene the meeting of class shareholders. The announcement shall be published on newspapers in accordance with relevant requirements.</p>	<p>When the voting shares held by the shareholders who intend to attend the meeting reach 50% or more of the total voting shares of such class at the meeting, the Bank may convene the meeting of class shareholders. Otherwise, the Bank shall, within 5 days, inform the shareholders of the matters to be considered, and the time and place of the meeting through public announcement. After issuing such public announcement, the Bank may convene the meeting of class shareholders. The announcement shall be published on newspapers in accordance with relevant requirements.</p>	