

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

(Stock Code: 01988)

**SUPPLEMENTAL NOTICE OF
THE 2011 ANNUAL GENERAL MEETING**

Reference is made to the notice of the 2011 annual general meeting (the “**2011 AGM**”) issued by China Minsheng Banking Corp., Ltd. (the “**Company**”) dated 27 April 2012, which sets out, amongst other things, the 2011 AGM to be held at 9:00 a.m. on Friday, 15 June 2012 at the Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC. Ordinary resolutions in relation to the amendment of the Terms of Reference of the Supervisory Board of the Company (the “**Terms of Reference**”) and election of directors (the “**Directors**”) of the Company and a special resolution in relation to the amendment to the Articles of Association (the “**Articles**”) will be proposed at the 2011 AGM for the consideration of the shareholders.

SUPPLEMENTAL NOTICE is hereby given that the 2011 AGM will be held as originally scheduled. In addition to the resolutions set out in the notice of the 2011 AGM dated 27 April 2012, the following resolutions will be considered and approved as additional resolutions:

ADDITIONAL ORDINARY RESOLUTIONS

11. To consider and approve the amendments to the Terms of Reference of the Supervisory Board of the Company.
12. To consider and approve the resolutions in respect of the election of the directors of the Company.
 - 12.1 To consider and approve the appointment of Mr. Cheng Hoi-chuen as an independent non-executive director of the Company with the same term as the current session of the Board of Directors;
 - 12.2 To consider and approve the appointment of Mr. Ba Shusong as an independent non-executive director of the Company with the same term as the current session of the Board of Directors;
 - 12.3 To consider and approve the appointment of Mr. Wu Di as a non-executive director of the Company with the same term as the current session of the Board of Directors.

ADDITIONAL SPECIAL RESOLUTION

13. To consider and approve the amendments to the Articles of Association of the Company:

Original Article 292

“The Bank may distribute dividends in the form of cash or stock.

The Bank shall provide reasonable investment returns to investors by distributing profits and its profit distribution policy shall be sustainable and stable. The Bank shall make dividends distribution in profit-making years.

The total profit distributed in the form of cash dividends for the last three years shall not be less than 30% of the average annual distributable profit of the Bank of the last three years, when making profits distribution.

Cash dividends and other distributions payable to shareholders of the Bank’s domestic shares shall be made in RMB. Cash dividends and other distributions payable to H share holders shall be denominated and declared in RMB and paid in HK dollars. Payment in foreign currencies required for the cash dividends and other distributions payable to shareholders of overseas-listed foreign shares shall be obtained according to the applicable PRC foreign exchange control regulations.

Distribution of dividends in the form of stock shall be approved by general meeting of shareholders and subject to approval by the banking regulatory authority of the State Council.”

Proposed New Article 292

“The Bank may distribute dividends in the form of cash or stock.

The Bank shall provide reasonable investment returns to investors by distributing profits and its profit distribution policy shall be sustainable and stable. The Bank shall make dividends distribution in profit-making years. **To the extent that the normal working capital requirement is fulfilled, the Company shall distribute dividends primarily in cash.**

The total profit distributed in the form of cash dividends for the last three years shall not be less than 30% of the average annual distributable profit of the Bank of the last three years, when making profits distribution. **The Bank may distribute interim cash dividends.**

If the Bank generated profits in the previous accounting year but the Board of Directors did not made any cash profit distribution proposal after the end of the previous accounting year, the reasons thereof and the application of funds retained by the Bank not available for distribution shall be explained in details in its periodic reports and the Independent Directors shall give an independent opinion in such regard.

The Bank shall disclose its implementation of the cash dividend policy and other relevant matters in its periodic reports in accordance with the applicable requirements.

In the event that adjustments are required to be made to the Bank's profit distribution policy due to the needs of operation and long term development of the Bank, the adjusted profit distribution policy shall comply with the relevant requirements of the regulatory authorities of the places where the shares of the Bank are listed. Any resolution regarding adjustments to the Bank's profit distribution policy shall be subject to the prior review of the Independent Directors and the Supervisory Board and, after consideration by the Board, be proposed to the general meeting of the Bank for approval by the Shareholders. Any resolution regarding the adjustments to the Bank's cash dividend policy shall be approved by two-thirds of the votes of the Shareholders attending the general meeting of the Bank. Internet voting shall be made available.

Cash dividends and other distributions payable to shareholders of the Bank's domestic shares shall be made in RMB. Cash dividends and other distributions payable to H share holders shall be denominated and declared in RMB and paid in HK dollars. Payment in foreign currencies required for the cash dividends and other distributions payable to shareholders of overseas-listed foreign shares shall be obtained according to the applicable PRC foreign exchange control regulations.

Distribution of dividends in the form of stock shall be approved by general meeting of shareholders and subject to approval by the banking regulatory authority of the State Council.”

By order of the Board
CHINA MINSHENG BANKING CORP., LTD.
Dong Wenbiao
Chairman

31 May 2012

Notes:

1. Save for the inclusion of the newly submitted resolutions, there are no other changes to the resolutions set out in the notice of the 2011 AGM dated 27 April 2012. For the details and other matters in relation to other resolutions to be considered at the 2011 AGM, please refer to the notice of the 2011 AGM and the circular of the Company dated 27 April 2012.
2. Since the form of proxy sent together with the circular dated 27 April 2012 (the “**First Form of Proxy**”) does not contain the additional proposed resolution as set out in this supplemental notice, a new form of proxy (the “**Second Form of Proxy**”) has been prepared and is enclosed with this supplemental notice.
3. The Second Form of Proxy for use at the 2011 AGM is enclosed and is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.cmbc.com.cn).
4. A shareholder of H Shares who has not yet lodged the First Form of Proxy with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited should complete and return the enclosed Second Form of Proxy to 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 scheduled time for the 2011 AGM or any adjournment thereof (as the case may be). In this case, the First Form of Proxy should not be lodged with the Company's H Share registrar.

5. A shareholder of H Shares who has already lodged the First Form of Proxy with the Company's H Share registrar should note that:
- (i) If no Second Form of Proxy is lodged with the H Share registrar of the Company, the First Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy so appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly put to the 2011 AGM other than those referred to in the notice of the 2011 AGM and the First Form of Proxy, including the additional proposed resolution as set out in this supplemental notice.
 - (ii) If the Second Form of Proxy is lodged with the H Share registrar of the Company at or before 9:00 am on Thursday, 14 June 2012, the Second Form of Proxy, whether duly completed or not, will revoke and supersede the First Form of Proxy previously lodged by the shareholder. The Second Form of Proxy will be treated as a valid form of proxy if duly completed.
 - (iii) If the Second Form of Proxy is lodged with the H Share registrar of the Company after 9:00 am on Thursday, 14 June 2012, the Second Form of Proxy will be deemed invalid. It will not revoke the First Form of Proxy previously lodged by the shareholder. The First Form of Proxy will be treated as a valid form of proxy if duly completed. The proxy so appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly put to the 2011 AGM other than those referred to in the notice of the 2011 AGM and the First Form of Proxy, including the additional proposed resolutions as set out in this supplemental notice.
6. Shareholders are reminded that completion and return of the First Form of Proxy and/or the Second Form of Proxy will not preclude them from attending and voting in person at the 2011 AGM or any adjournment thereof.

As at the date of this notice, the executive directors of the Company are Mr. Dong Wenbiao, Mr. Hong Qi and Mr. Liang Yutang; the non-executive directors of the Company are Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Wang Yugui, Mr. Chen Jian, Ms. Wong Hei, Mr. Shi Yuzhu, Mr. Wang Hang and Mr. Wang Junhui; and the independent non-executive directors of the Company are Mr. Andrew Wong, Mr. Wang Songqi, Mr. Liang Jinquan, Mr. Wang Lihua, Mr. Qin Rongsheng and Mr. Han Jianmin.