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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)

Announcement

Proposed Amendments to the Articles of Association

On 4 May 2012, China Securities Regulatory Commission promulgated and issued the "Notice regarding Further Implementation of Dividends Distribution of Listed Companies" (關於進一步落實上市公司現金分紅有關事項的通知) (the "**Notice**"). To implement the Notice, the board of directors (the "**Board**") of China Minsheng Banking Corp., Ltd. (the "**Company**") resolved to amend the relevant provisions regarding the Company's dividends distribution policy in the Articles of Association of the Company (the "**Articles**"). A special resolution will be proposed at the 2011 annual general meeting of the Company (the "**2011 AGM**") for shareholders to approve the amendments of the Articles.

The proposed amendments to the Articles are as follows:

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 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 Bank 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 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. Online 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 scrip dividends in form of stock shall be approved by general meeting of shareholders and subject to approval by the banking regulatory authority of the State Council."

The amendments to the Articles shall be subject to the approval of the shareholders of the Company by way of a special resolution at the 2011 AGM and shall come into effect after the approval by the banking regulatory authority of the State Council.

The Company will despatch a supplemental circular for the 2011 AGM to the shareholders, specifying, among others, the additional information of the amendments to the Articles and the resolution to be proposed at the 2011 AGM.

By Order of the Board

CHINA MINSHENG BANKING CORP., LTD.

Dong Wenbiao

Chairman

31 May 2012

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