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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)

Withdrawal of a Proposal to the Second Extraordinary General Meeting in 2012, First A Share Class Meeting in 2012 and First H Share Class Meeting in 2012

Reference is made to the circular of China Minsheng Banking Corp., Ltd. (the “**Company**”) dated 19 March 2012 in respect of (1) the extension of the validity period of the resolution in respect of the issuance of A Share Convertible Bonds by China Minsheng Banking Corp., Ltd. and the authorization period of the Board and the authorized person for handling related matters, and (2) the extension of the validity period of the resolution in respect of the issuance of new H Shares by China Minsheng Banking Corp., Ltd. and the authorization period of the Board and the authorized person for handling related matters (“**Circular**”) and the notice of the second extraordinary general meeting of the Company in 2012 (“**Second EGM**”), first A Share Class Meeting in 2012 (“**A Share Class Meeting**”) and first H Share Class Meeting in 2012 (“**H Share Class Meeting**”). Unless otherwise defined herein, capitalized term used in this announcement shall have the same meanings as those used in the Circular.

Due to the completion of placing of new H shares on 2 April 2012, the Board resolved to withdraw the second proposal to the Second EGM, A Share Class Meeting and H Share Class Meeting, namely, the proposal regarding the extension of the validity period of the resolution in respect of the issuance of new H shares by the Company and the authorization period of the Board and the authorized person for handling related matters, and Shareholders need not to vote on such proposal at the Second EGM, A Share Class Meeting and H Share Class Meeting.

Save for the aforementioned proposal to be withdrawn, there are no other changes to the proposals set out in the notice of the Second EGM, A Share Class Meeting and H Share Class Meeting dated 19 March 2012. For the details and other matters in relation to other proposals

to be passed at Second EGM, A Share Class Meeting and H Share Class Meeting, please refer to Circular of the Company dated 19 March 2012.

The second forms of proxy for use at the Second EGM and H Share Class Meeting, respectively, ("**Second Forms of Proxy**") are published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.cmbc.com.cn). The Second Form of Proxy shall supersede the forms of proxy dated 19 March 2012 for the Second EGM and H Share Class Meeting, respectively ("**First Forms of Proxy**"). If Shareholders intend to appoint proxies to attend the Second EGM and H Share Class Meeting, Shareholders are requested to complete and return the Second Forms of Proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Second EGM and H Share Class Meeting or any adjournment thereof (as the case may be). Completion and return of the Second Forms of Proxy will not preclude Shareholders from attending the Second EGM and H Share Class Meeting and voting in person if Shareholders so wish.

A shareholder of H Shares who has not yet lodged the First Forms of Proxy with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, is requested to lodge the Second Forms of Proxy if he or she wishes to appoint proxies to attend the Second EGM and H Share Class Meeting on his or her behalf. The Company's H Share registrar, Computershare Hong Kong Investor Services Limited, is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. In this case, the First Forms of Proxy should not be lodged with the Company's H Share registrar.

A shareholder of H Shares who has already lodged the First Forms of Proxy with the Company's H Share registrar should note that:

(i) If no Second Forms of Proxy is lodged with the H Share registrar of the Company, the First Forms of Proxy will be treated as valid forms of proxy lodged by the Shareholder if duly completed, subject to the extent that the proxy so appointed by the Shareholder will only be entitled to vote at his or her discretion or to abstain from voting on the first resolution as set out in the First Forms of Proxy.

(ii) If the Second Forms of Proxy is lodged with the H Share registrar of the Company at or before 2:00 pm on Wednesday, 2 May 2012, the Second Forms of Proxy, whether duly completed or not, will revoke and supersede the First Forms of Proxy previously lodged by the Shareholder. The Second Forms of Proxy will be treated as valid forms of proxy if duly completed.

(iii) If the Second Forms of Proxy is lodged with the H Share registrar of the Company after 2:00 pm on Wednesday, 2 May 2012, the Second Forms of Proxy will be deemed invalid. It will not revoke the First Forms of Proxy previously lodged by the shareholder. The First Forms of Proxy will be treated as a valid form of proxy if duly completed, subject to the extent that the proxy so appointed by the Shareholder will only be entitled to vote at his or her discretion or to abstain from voting on the first resolution as set out in the First Forms of Proxy.

By Order of the Board

CHINA MINSHENG BANKING CORP., LTD.

Dong Wenbiao

Chairman

13 April 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.