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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Minsheng Banking Corp., Ltd. (the “Company”), you should at once hand this circular and the accompanying form of proxy dispatched by the Company on 31 May 2012 to the purchaser or transferee or to the bank, stock broker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**SUPPLEMENTAL CIRCULAR OF THE CIRCULAR TO SHAREHOLDERS  
DATED 27 APRIL 2012 IN RELATION TO  
(1) ADDITIONAL RESOLUTIONS TO BE PROPOSED AT THE 2011 AGM FOR  
(i) AMENDMENTS TO THE TERMS OF REFERENCE OF  
THE SUPERVISORY BOARD OF THE COMPANY,  
(ii) ELECTION OF DIRECTORS OF THE COMPANY, AND  
(iii) AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY  
AND  
(2) SUPPLEMENTAL NOTICE OF THE 2011 AGM**

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This supplemental circular (the “Supplemental Circular”) should be read in conjunction with the circular to shareholders dated 27 April 2012 (the “First Circular”).

A notice convening the 2011 annual general meeting (the “2011 AGM”) of the Company 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 was set out in the First Circular. The supplemental notice of the 2011 AGM dated 31 May 2012 is set out on pages 10 to 13 of this Supplemental Circular.

Additional resolutions for the amendments to the Terms of Reference of the Supervisory Board of the Company (the “Terms of Reference”), the election of directors of the Company (the “Directors”), and the amendments to the articles of association of the Company (the “Articles”) will be proposed at the 2011 AGM. Details of the additional resolutions will be set out in this Supplemental Circular. The second form of proxy for the use at the 2011 AGM which contains the additional resolutions to be proposed at the 2011 AGM are enclosed herewith and also published on the websites of the Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cmbc.com.cn](http://www.cmbc.com.cn)). The second form of proxy enclosed herewith shall supersede the form of proxy enclosed in the First Circular. Shareholders who intend to appoint a proxy to attend the 2011 AGM shall complete the enclosed second form of proxy in accordance with the instructions printed thereon and return the same not less than 24 hours before the time fixed for holding the 2011 AGM or any adjournment thereof (as the case may be). Completion and return of the second form of proxy will not preclude you from attending and voting at the 2011 AGM in person if you so wish.

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LETTER FROM THE BOARD

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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)

*Directors:*

Mr. Dong Wenbiao (*Chairman and Executive Director*)  
Mr. Hong Qi (*President, Vice Chairman and Executive Director*)  
Mr. Liang Yutang (*Vice Chairman and Executive Director*)  
Mr. Zhang Hongwei (*Vice Chairman and Non-executive Director*)  
Mr. Lu Zhiqiang (*Vice Chairman and Non-executive Director*)  
Mr. Liu Yonghao (*Vice Chairman and Non-executive Director*)  
Mr. Wang Yugui (*Non-executive Director*)  
Mr. Chen Jian (*Non-executive Director*)  
Ms. Wong Hei (*Non-executive Director*)  
Mr. Shi Yuzhu (*Non-executive Director*)  
Mr. Wang Hang (*Non-executive Director*)  
Mr. Wang Junhui (*Non-executive Director*)  
Mr. Andrew Wong (*Independent non-executive Director*)  
Mr. Wang Songqi (*Independent non-executive Director*)  
Mr. Liang Jinquan (*Independent non-executive Director*)  
Mr. Wang Lihua (*Independent non-executive Director*)  
Mr. Qin Rongsheng (*Independent non-executive Director*)  
Mr. Han Jianmin (*Independent non-executive Director*)

*Registered Office:*

No. 2 Fuxingmennei Avenue,  
Xicheng District,  
Beijing, China

*Principal Place of Business  
in Hong Kong:*

36/F, Bank of America Tower,  
12 Harcourt Road, Central,  
Hong Kong

31 May 2012

*Dear Shareholder(s),*

**SUPPLEMENTAL CIRCULAR OF THE CIRCULAR TO SHAREHOLDERS  
DATED 27 APRIL 2012 IN RELATION TO  
(1) ADDITIONAL RESOLUTIONS TO BE PROPOSED AT THE 2011 AGM FOR  
(i) AMENDMENTS TO THE TERMS OF REFERENCE OF  
THE SUPERVISORY BOARD OF THE COMPANY,  
(ii) ELECTION OF DIRECTORS OF THE COMPANY, AND  
(iii) AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY  
AND  
(2) SUPPLEMENTAL NOTICE OF THE 2011 AGM**

**1. INTRODUCTION**

Reference is made to the notice of the 2011 AGM issued by the Company on 27 April 2012. The 2011 AGM will be held at 9:00 a.m. on Friday, 15 June 2012 at the Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhonguancun Nandajie, Haidian District, Beijing, PRC.

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## LETTER FROM THE BOARD

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In accordance with the Articles, shareholder(s) separately or jointly holding 3% or more of the shares in the Company and the Supervisory Board are entitled to submit written proposal of additional resolutions to the convener of shareholders' general meeting ten days before the date of the meeting. The convener shall issue a supplemental notice of meeting containing details of the additional resolutions in two days after the receipt of the proposal.

On 29 May 2012, the Supervisory Board submitted a written proposal on the amendments to the Terms of Reference to the board of directors of the Company (the "**Board**").

On 29 May 2012, Shanghai Giant Lifetech Co., Ltd. and Fuxin Group Co., Ltd. (shareholders holding in aggregate 1,355,751,538 shares, representing over 3% of the total issued shares of the Company with voting rights) submitted a written proposal on the election of Directors to the Board.

On 29 May 2012, the Supervisory Board submitted a written proposal on the amendments to the Articles to the Board.

In accordance with the relevant laws and regulations and the Articles of the Company, the Board has agreed to propose the additional resolutions at the 2011 AGM for consideration. The form and procedure of the proposed additional resolutions are in compliance with the Company Law and the Articles of the Company.

### 2. AMENDMENTS TO THE TERMS OF REFERENCE

It is proposed to amend the Terms of Reference in accordance with the relevant laws and regulations of PRC and the Articles. The proposal has been approved by the third meeting of the sixth session of the Supervisory Board of the Company.

Please see **Appendix I** for the details of the proposed amendments to the Terms of Reference.

### 3. ELECTION OF DIRECTORS

Reference is made to the announcement published by the Company on 29 May 2012 in relation to the resignation of certain directors of the Company. Pursuant to the Articles of the Company and relevant regulatory requirements, an individual shall not serve as the independent non-executive director of the Company for more than six consecutive years. Given each of Mr. Liang Jinqun and Mr. Andrew Wong will have acted as the independent non-executive directors of the Company for six consecutive years by 16 July 2012, they tendered their resignation from the office of independent non-executive director of the Company. However, they will continue to perform their duties as the independent non-executive directors and members of the relevant board committees until new independent non-executive directors are appointed at the 2011 AGM. In addition, our non-executive director, Ms. Wong Hei has also tendered her resignation from the non-executive director of the Company. However, she will continue to perform her duties as the non-executive director and a member of the relevant board committees until new non-executive director is appointed at the 2011 AGM. To fill up the vacancies of the resigned directors, pursuant to the nomination by Shanghai Giant Lifetech Co., Ltd. and Fuxin Group Co., Ltd., the Board proposed to appoint Mr. Cheng Hoi-chuen and Mr. Ba Shusong as independent non-executive directors, and Mr. Wu Di as a non-executive director of the Company. The proposals are subject to shareholders' approval at the 2011 AGM.

The proposed new independent non-executive directors have confirmed that they have fulfilled the independent factors as stipulated in Rule 3.13 of the Rules Governing the Listing of Securities on Hong Kong Stock Exchange (the "**Hong Kong Listing Rules**"). The Company considered that they are independent pursuant to the guidelines on independence under the Hong Kong Listing Rules.

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## LETTER FROM THE BOARD

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Please see **Appendix II** for the biographical details of the proposed new directors.

#### 4. AMENDMENTS TO THE ARTICLES

On 4 May 2012, China Securities Regulatory Commission promulgated and issued the “Notice regarding Further Implementation of Cash 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). To implement the notice, it is proposed to change the dividends distribution policy of the Company by amending the relevant provisions in 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 make 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.**

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## LETTER FROM THE BOARD

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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 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."

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 come into effect after the approval by the banking regulatory authority of the State Council.

### 5. RECOMMENDATIONS

The directors of the Company consider that the additional resolutions in relation to the amendments to the Terms of Reference, election of directors and amendments to the Articles are in the interests of the Company and shareholders as a whole and thus recommend all shareholders to vote in favour of these three resolutions at the 2011 AGM.

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

31 May 2012

**APPENDIX I      DETAILS OF THE PROPOSED AMENDMENTS TO THE TERMS OF REFERENCE**

<b>Current Terms of Reference</b>	<b>Proposed Amendments</b>
<p><b>Clause 1</b> To introduce a standardized system and procedure for the work of the Supervisory Board of China Minsheng Banking Corp., Ltd. (the “Bank”) and enhance the efficiency of the Supervisory Board, these rules are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), other pertinent laws, rules and regulations, normative documents, and regulations of the securities regulatory authority of the jurisdiction in which the shares of the Bank are listed as well as the Articles of Association of the Company (the “Articles of Association”).</p>	<p><b>Clause 1</b> To introduce a standardized pattern and procedure for the work of the Supervisory Board of China Minsheng Banking Corp., Ltd. (the “Bank”) and enhance the efficiency of the Supervisory Board, these rules are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), other pertinent laws, rules and regulations, normative documents, and regulations of the securities regulatory authority of the jurisdiction in which the shares of the Bank are listed as well as the Articles of Association of the Company (the “Articles of Association”).</p>
<p><b>Clause 4</b> The Supervisory Board shall convene at least two regular meetings annually and convene extraordinary meetings as necessary.</p>	<p><b>Clause 4</b> The Supervisory Board shall convene at least one meeting every six months and convene extraordinary meetings as necessary.</p>
<p><b>Clause 7</b></p>	<p><b>Add sub-clause 4 to Clause 7.</b></p> <p><b>Clause 7 (4)</b> The chairman of the Supervisory Board may assign the relevant special committee based on its division of duties to follow the extraordinary proposal and the chairman of such committee shall convene committee meetings to have discussion on the resolution and submit its opinions at the extraordinary meeting of the Supervisory Board.</p>
<p><b>Clause 9</b> The notice of meeting of the Supervisory Board shall be signed and issued by the chairman of the Supervisory Board. Notice of meeting of the Supervisory Board shall include the following: (5) convener or chairman of the meeting.</p>	<p><b>Clause 9</b> The notice of meeting of the Supervisory Board shall be signed and issued by the chairman of the Supervisory Board. Notice of meeting of the Supervisory Board shall include the following: (5) convener and chairman of the meeting, proposer and the written proposals to be put forward at the extraordinary meeting.</p>

**APPENDIX I      DETAILS OF THE PROPOSED AMENDMENTS TO THE TERMS OF REFERENCE**

<b>Current Terms of Reference</b>	<b>Proposed Amendments</b>
<p><b>Clause 10</b> The Supervisory Board shall despatch a written notice and the meeting documents to all supervisors within 10 days before convening a regular meeting of the Supervisory Board and within 5 days before convening an extraordinary meeting of the Supervisory Board.</p>	<p><b>Clause 10</b> The Supervisory Board shall despatch a written notice and the meeting documents to all supervisors within 10 days before convening a regular meeting of the Supervisory Board and within 5 days before convening an extraordinary meeting of the Supervisory Board.</p> <p>In case of a change of session, the Supervisory Board shall convene the first meeting of the new session of Supervisory Board to elect the chairman and vice chairman of the Supervisory Board and confirm the composition of the special committees of the Supervisory Board on the day when new session of supervisors is re-elected at shareholders' meeting of the Bank. Meeting notice may be approved and signed by more than one third of the newly-elected supervisors and issued before the meeting.</p>
<p><b>Clause 11</b> Any change of the time and place of the meeting, or any addition or removal of agenda items shall be made in written notice with details 3 days before convening the meeting. The documents regarding the additional agenda items shall be despatched to all supervisors.</p>	<p><b>Clause 11</b> Any change of the time and place of the meeting, or any addition, removal, change or cancellation of agenda items shall be made in written notice with details 3 days before convening the meeting. If the notice period is less than 3 days, the meeting shall be postponed accordingly or be convened on the originally scheduled date, on obtaining approval by all the supervisors.</p>
<p><b>Clause 12</b> To immediately convene an extraordinary meeting of the Supervisory Board in case of emergency, a notice of meeting can be made by way of telephone or other verbal means. Supervisors shall cooperate and the convener of the meeting shall explain the situation at the meeting.</p>	<p><b>Clause 12</b> To immediately convene an extraordinary meeting of the Supervisory Board in case of emergency, a notice of meeting can be made by way of telephone or other verbal means at all times. Supervisors shall cooperate and the convener of the meeting shall explain the situation at the meeting.</p>
<p><b>Clause 19</b> In the case of incomplete or inadequately considered proposed resolutions, the chairman of the Supervisory Board shall request the convener of the special committee to arrange for thorough discussion of such among the supervisors before re-submission of the resolutions to the Supervisory Board for consideration and decision.</p>	<p><b>Clause 19</b> In the case of incomplete or inadequately considered proposed resolutions, the chairman of the Supervisory Board shall request the chairman of the special committee to arrange for thorough discussion of such among the supervisors before re-submission of the resolutions to the Supervisory Board for consideration and decision.</p>

**APPENDIX I      DETAILS OF THE PROPOSED AMENDMENTS TO THE TERMS OF REFERENCE**

<b>Current Terms of Reference</b>	<b>Proposed Amendments</b>
<p><b>Clause 20</b> Meetings of the Supervisory Board shall be convened and chaired by the chairman of the Supervisory Board. If the chairman of the Supervisory Board is unable or fails to perform his duties, the meeting of the Supervisory Board shall be convened or chaired by the vice chairman of the Supervisory Board. If the vice chairman of the Supervisory Board is unable or fails to perform his duties, the meeting of the Supervisory Board shall be convened and chaired by the supervisor elected by not less than one-half of the supervisors.</p>	<p><b>Clause 20</b> Meetings of the Supervisory Board shall be convened and chaired by the chairman of the Supervisory Board. If the chairman of the Supervisory Board is unable or fails to perform his duties, the meeting of the Supervisory Board shall be convened or chaired by the vice chairman of the Supervisory Board. If the Supervisory Board of the Bank has two or more vice chairmen, the vice chairman elected by more than one-half of the supervisors shall perform the duties. If the vice chairman of the Supervisory Board is unable or fails to perform his duties, the meeting of the Supervisory Board shall be convened and chaired by the supervisor elected by not less than one-half of the supervisors.</p>
<p><b>Clause 24</b> Resolutions of the Supervisory Board shall be passed by not less than two-thirds of the supervisors and the voting results shall be announced at the meeting by the chairman of the meeting. The voting results of resolutions passed in a non-physical meeting shall be announced through circulation or at the next meeting of the Supervisory Board.</p>	<p><b>Clause 24</b> Resolutions of the Supervisory Board shall be passed by not less than two-thirds of the supervisors and the voting results shall be announced at the meeting by the chairman of the meeting. The voting results of resolutions passed in a non-physical meeting shall be announced through circulation or at the next meeting of the Supervisory Board. In case of discrepancies in contents and implications of different resolutions, the latest version shall prevail.</p>
<p><b>Clause 25</b> At meetings of the Supervisory Board, votes shall be cast through a show of hands, by open ballot or through circulation. Each supervisor shall have one vote.</p>	<p><b>Clause 25</b> At meetings of the Supervisory Board, votes shall be cast through a show of hands, by open ballot or through circulation. Supervisors who attend and vote at the meeting through telephone shall sign or submit written documents promptly after the meeting. Each supervisor shall have one vote.</p>
<p><b>Clause 29</b> (iii) For Supervisory Board meetings not convened in person, the staff of the Office of the Supervisory Board shall report the voting results to the chairman of the Supervisory Board or chairman of the meeting on the next day after the expiry of the specific voting period.</p>	<p><b>Clause 29</b> (iii) For Supervisory Board meetings not convened in person, the staff of the Office of the Supervisory Board shall report the voting results to the chairman of the Supervisory Board or chairman of the meeting on the next business day after the expiry of the specific voting period.</p>

The biographical details of the Directors proposed for appointment at the 2011 AGM are set out as follows:

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Cheng Hoi-chuen**, aged 63, is currently serving as the independent non-executive director of CLP Group, Great Eagle Holdings Limited, MTR Corporation Limited and Hui Xian Asset Management Limited. Mr. Cheng was awarded the Justice of the Peace in Hong Kong, Officer of the Order of the British Empire and Hong Kong Gold Bauhinia Star and was appointed as a member of the 11th Chinese People's Political Consultative Conference. Mr. Cheng was the chief economist and chief financial officer of HSBC, the vice-president and chief executive officer of Hang Seng Bank, the chairman of HSBC and the chairman of HSBC Bank (China) Company Limited. Mr. Cheng was the executive director of HSBC Holdings plc and the independent non-executive director of Swire Properties Ltd. In addition, Mr. Cheng served as an adviser to the Governor of Hong Kong, a member of the executive council and legislative council as well as the Hong Kong Affairs Adviser to the People's Republic of China. Mr. Cheng received a bachelor of social science degree from The Chinese University of Hong Kong in 1973 and a master of philosophy degree from The University of Auckland in New Zealand in 1978. Mr. Cheng was conferred Honorary Fellowship by The Chinese University of Hong Kong in 2002 and a degree of Doctor of business administration, *honoris causa*, by the Open University and the degree of Doctor of social science, *honoris causa*, by The Chinese University of Hong Kong in 2005.

The Company proposes to appoint Mr. Cheng as an independent non-executive director with the same term as the current session of the Board, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. Remuneration of Mr. Cheng will be determined with reference to the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Cheng does not have any relationship with other directors, supervisors, senior management or substantial or controlling shareholders of the Company and has no interests in the shares of the Company within the meaning of Part XV of The Securities and Futures Ordinance ("SFO").

In addition, there is no other information of Mr. Cheng which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the shareholders of the Company.

**Mr. Ba Shusong**, aged 43, is currently serving as the deputy head of Financial Research Institute of Development Research Center of the State Council (國務院發展研究中心金融研究所副所長), the independent director of GuoYuan Securities Co., Ltd., Shanghai Great Wisdom Co., Ltd. (上海大智慧股份有限公司), Beiya Industrial Group Co., Ltd. (北亞實業(集團)股份有限公司) and the independent non-executive director of China Chengtong Development Group Limited (中國誠通發展集團有限公司). He was the deputy division director of development and planning department of Bank of China head office, the vice president of Bank of China's Hangzhou Branch, senior manager of Bank of China Hong Kong-Macau Regional Office (中國銀行港澳管理處), assistant general manager of Risk Management Department of Bank of China (Hong Kong) Ltd., officer of Development and Planning Committee of Securities Association of China and the deputy head of the Economic Affairs Department of the Liaison Office of the Central People's Government in HKSAR. Mr. Ba was the independent director of Da An Gene Co., Ltd. of Sun Yat-sen University (中山大學達安基因股份有限公司) and Industrial Bank Co., Ltd. (興業銀行股份有限公司) and the independent non-executive director of China Investment Development Limited (中國投資開發有限公司). Mr. Ba obtained a doctor degree from the Central University of Finance and Economics in 1999. He is a research fellow and PhD tutor.

The Company proposes to appoint Mr. Ba as an independent non-executive director with the same term as the current session of the Board, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. Remuneration of Mr. Ba will be determined with reference to the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Ba does not have any relationship with other directors, supervisors, senior management or substantial or controlling shareholders of the Company and has no interests in the shares of the Company within the meaning of Part XV of SFO.

In addition, there is no other information of Mr. Ba which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the shareholders of the Company.

#### NON-EXECUTIVE DIRECTOR

**Mr. Wu Di**, 47, is the president and CEO of Fuxin Group Co., Ltd. He is also the director of Yong An Insurance Co., Ltd. (永安保險股份有限公司) and Hangzhou United Rural Commercial Bank. Mr. Wu is the chairman of China International Chamber of Commerce for Private Sector, a member of the standing committee of Fujian Province Industrial and Commercial Confederation, the deputy chairman of Xiamen Economics Society (廈門經濟學會), Federation of Industry and Commerce of Xiamen (廈門工商聯) and Xiamen Association of Cross-strait Exchanges. Mr. Wu was the assistant director of Dalian Ocean Fishery Group and the deputy general manager of Shenzhen Tianma New Construction Material Co., Ltd. (深圳天馬新型建材實業有限公司). Mr. Wu obtained a bachelor's degree from Fisheries College of Jimei University (集美大學水產學院), formerly known as Xiamen Fisheries College (廈門水產學院) in 1986. He is a senior economist and a part-time professor of Huaqiao University.

The Company proposes to appoint Mr. Wu as a non-executive director with the same term as the current session of the Board, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. Remuneration of Mr. Wu will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Wu does not have any relationship with other directors, supervisors, senior management or substantial or controlling shareholders of the Company and has no interests in the shares of the Company within the meaning of Part XV of SFO.

In addition, there is no other information of Mr. Wu which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the shareholders of the Company.



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**

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**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](http://www.hkexnews.hk)) and the Company ([www.cmbc.com.cn](http://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.

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- (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.*