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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 Articles of Association

References are made to the announcements of China Minsheng Banking Corp., Ltd (the “**Company**”) dated 26 March 2012 and 2 April 2012, respectively, regarding the placing of new H Shares and the completion of the placing. The Company raised additional funds by offering its overseas listed foreign shares (H Shares) which were listed on the Stock Exchange of Hong Kong Limited on 2 April 2012. The share capital of the Company was increased by such issuance of H Shares. Accordingly, the board of directors of the Company (the “**Board**”) resolved to register the change in its share capital and amend the Articles of Association of the Company (the “**Articles of Association**”). A special resolution will be proposed at the 2011 annual general meeting of the Company (the “**AGM**”) for shareholders’ approval of the amendments.

The proposed amendments to the Articles of Association are as follows:

1. Original Article 3

“On 27 November 2000, upon an approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2000] No.146), the Bank issued 350,000,000 RMB-denominated ordinary shares pursuant to an initial public offering. These shares were listed on the Shanghai Stock Exchange on 19 December 2000.

On 27 February 2003, upon an approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2003] No.13), the Bank issued convertible bonds of RMB4 billion at par value of RMB100. These convertible bonds were due and repayable (including principal and interests) on 26 February 2008. The number of shares converted is 1,616,729,400 shares (including bonus shares and additional shares).

On 22 June 2007, upon an approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2007] No.7), the Bank issued 2,380,000,000 new RMB-denominated ordinary shares to eight domestic corporate investors pursuant to a private placement.

On 21 October 2009, upon an approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [2009] No.1104), the Bank issued 3,439,275,500 overseas listed foreign shares (H Shares) of RMB1 each (including 117,569,500 over-allotted shares) which were listed on The Stock Exchange of Hong Kong Limited on 26 November 2009 and 23 December 2009.”

is proposed to be amended as:

Article 3 “On 27 November 2000, upon an approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2000] No.146), the Bank issued 350,000,000 RMB-denominated ordinary shares pursuant to an initial public offering. These shares were listed on the Shanghai Stock Exchange on 19 December 2000.

On 27 February 2003, upon an approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2003] No.13), the Bank issued convertible bonds of RMB4 billion at par value of RMB100. These convertible bonds were due and repayable (including principal and interests) on 26 February 2008. The number of shares converted is 1,616,729,400 shares (including bonus shares and additional shares).

On 22 June 2007, upon an approval by China Securities Regulatory Commission (Zheng Jian Fa Xing Zi [2007] No.7), the Bank issued 2,380,000,000 new RMB-denominated ordinary shares to eight domestic corporate investors pursuant to a private placement.

On 21 October 2009, upon an approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [2009] No.1104), the Bank issued 3,439,275,500 overseas listed foreign shares (H Shares) of RMB1 each (including 117,569,500 over-allotted shares) which were listed on The Stock Exchange of Hong Kong Limited on 26 November 2009 and 23 December 2009.

On 26 March 2012, according to an approval by China Securities Regulatory Commission (Zheng Jian Xu Ke [2012] No.211), the Bank issued 1,650,852,240 overseas listed foreign shares (H Shares) of RMB1 each which were listed on The Stock Exchange of Hong Kong Limited on 2 April 2012.”

2. Original Article 23

“Pursuant to an approval by the approval authorities under the State Council, the Bank may issue 3,321,706,000 overseas listed foreign shares (H shares), representing approximately 15% of the total issuable ordinary shares of the Bank. If over allotment option is exercised, a total of 3,439,275,000 overseas listed foreign shares (H shares) may be issued.”

is proposed to be amended as:

Article 23 “Pursuant to an approval by the approval authorities under the State Council, the Bank issued 5,090,127,740 overseas listed foreign shares (H shares), including 3,439,275,500 overseas listed foreign shares (H shares) (including 117,569,500 over-allotted shares) initially offered and 1,650,852,240 additional overseas listed foreign shares (H shares).”

3. Original Article 24:

“As at 15 July 2010, the share capital of the Bank comprised 26,714,732,987 ordinary shares in issue, including 22,587,602,387 domestically listed shares and 4,127,130,600 H shares, representing approximately 84.55% and 15.45% of the total issuable ordinary shares of the Bank respectively.

The above calculation includes bonus shares distributed by the Bank, shares issued upon capitalization of capital reserve and shares issued upon the exercise of convertible bonds by creditors up to 15 July 2010.”

is proposed to be amended as:

Article 24 “As at 2 April 2012, the share capital of the Bank comprised 28,365,585,227 ordinary shares in issue, including 22,587,602,387 domestically listed shares and 5,777,982,840 H shares, representing approximately 79.63% and 20.37% of the total issuable ordinary shares of the Bank respectively.

The above calculation includes bonus shares distributed by the Bank, shares issued upon capitalization of capital reserve and shares issued upon the exercise of convertible bonds by creditors up to 2 April 2012.”

4. Original Article 27:

“The registered capital of the Bank is RMB26,714,732,987.”

is proposed to amended as:

Article 27 “The registered capital of the Bank is RMB28,365,585,227 which is equal to the paid-up capital.”

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 AGM.

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

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

Beijing, 27 April 2012

As at the date of this announcement, the executive directors of the Company are Mr. Dong Wenbiao, Mr. Hong Qi and Mr. Liang Yutang; the non-executive directors 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 are Mr. Andrew Wong, Mr. Wang Songqi, Mr. Liang Jinquan, Mr. Wang Lihua, Mr. Qin Rongsheng and Mr. Han Jianmin.