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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, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ANNUAL REPORT FOR 2013
FINAL FINANCIAL REPORT FOR 2013
ANNUAL BUDGETS FOR 2014
WORK REPORT OF THE BOARD OF DIRECTORS FOR 2013
WORK REPORT OF THE SUPERVISORY BOARD FOR 2013
PROPOSED DISTRIBUTION OF DIVIDEND AND
ISSUANCE OF BONUS SHARES
APPOINTMENT AND REMUNERATION OF THE AUDITING FIRM FOR 2014
APPOINTMENT OF MR. MAO XIAOFENG AS DIRECTOR
AND
NOTICE OF AGM FOR 2013

The Company will convene an AGM at 2:00 p.m. on Tuesday, 10 June 2014 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC. Notice convening the AGM is set out in this circular.

If you intend to appoint a proxy to attend the AGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited (for holders of H Shares) and the office of the board of directors of the Company (for holders of A Shares) not less than 24 hours before the time fixed for holding AGM or any adjournment thereof in person or by post. Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

If you intend to attend the AGM in person or by proxy, please complete the enclosed reply slip in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited (for holders of H Shares) and the office of the board of directors of the Company (for holders of A Shares) on or before Tuesday, 20 May 2014.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
EXPECTED TIMETABLE	3
LETTER FROM THE BOARD	4
1. Annual report for 2013	6
2. Final financial report for 2013	6
3. Annual budgets for 2014	6
4. Work report of the board of directors for 2013	6
5. Work report of the supervisory board for 2013	6
6. Proposed distribution of Dividend and issuance of Bonus Shares	6
7. Appointment and remuneration of the auditing firm for 2014	12
8. Appointment of Mr. Mao Xiaofeng as a director of the sixth session of the Board with the same term as the current session of the Board	12
NOTICE OF THE 2013 AGM	15

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“A Shareholder(s)”	holder(s) of A Share(s)
“A Share(s)”	domestic ordinary share(s) of RMB1.00 each issued by the Company which is/are subscribed for by domestic investors in Renminbi and are listed for trading on the Shanghai Stock Exchange (stock code: 600016)
“AGM”	the annual general meeting of the Company to be held at 2:00 p.m. on Tuesday, 10 June 2014 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC or any adjournment thereof, the notice of which is set out in this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Bonus Issue”	the issue of two (2) Bonus Shares for every ten (10) existing Shares to the holders of A Shares and H Shares whose names appear on the registers of members of the Company as at the close of business on the respective record dates upon the approval of the Shareholders at the AGM
“Bonus H Share(s)”	new H Shares to be allotted and issued under the Bonus Issue
“Bonus Share(s)”	new H Shares and A Shares to be allotted and issued under the Bonus Issue
“Company”, “Bank”	China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司), a joint stock company incorporated with limited liability in accordance with the Company Law of the People’s Republic of China, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange respectively
“Convertible Bond(s)”	A Share convertible bonds
“Dividend”	proposed cash dividend of RMB1 (before tax) for every 10 Shares to the holders of A Shares and H Shares whose names appear on the registers of members of the Company as at the close of business on the respective record dates
“Group”	the Bank and its subsidiaries
“H Shareholder(s)”	holder(s) of H Share(s)

DEFINITIONS

“H Share(s)”	overseas listed foreign invested share(s) of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange (stock code: 01988) and are subscribed for in HK dollars
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	15 April 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion herein
“Macau”	the Macau Special Administrative Region of the PRC
“Overseas Shareholder(s)”	Shareholder(s) whose address(es) as stated in the register of members of the Bank for H Shares is/are outside Hong Kong
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excluding Hong Kong, Macau and Taiwan
“Record Date”	19 June 2014, being the record date for the purpose of determining the entitlement of H Shareholders to the Dividend and Bonus Shares
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	the ordinary share(s) of the Company, including A Share(s) and H Share(s)

EXPECTED TIMETABLE

2014

Latest time for lodging transfers of the H Shares to qualify for entitlement to attend the AGM	4:30 pm, 9 May
H Shareholders' register closed for the AGM	10 May to 10 June (both days inclusive)
Latest date for lodging reply slips for the AGM	20 May
Latest time for lodging forms of proxy for the AGM	2:00 pm, 9 June
AGM	2:00 pm, 10 June
H Shareholders' register re-opens	11 June
Last day of dealings in the H Shares cum-entitlement to the Bonus H Shares and the Dividend	11 June
First day of dealings in the H Shares ex-entitlement to the Bonus H Shares and the Dividend	12 June
Latest time for lodging transfers of the H Shares to qualify for entitlement to the Bonus H Shares and the Dividend	4:30 pm, 13 June
H Shareholders' register closed for the Bonus H Shares and the Dividend	14 June to 19 June (both days inclusive)
H Share Record Date for the Bonus H Shares and the Dividend	19 June
H Shareholders' register re-opens	20 June

Note: The Company will issue a separate announcement regarding the date of despatch of the certificates for the Bonus H Shares and the cheques for the Dividend and the date of the commencement of dealings in the Bonus H Shares.

LETTER FROM THE BOARD



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)

Members of the Board:

Executive Directors:

Mr. DONG Wenbiao
Mr. HONG Qi
Mr. LIANG Yutang

Non-executive Directors:

Mr. ZHANG Hongwei
Mr. LU Zhiqiang
Mr. LIU Yonghao
Mr. WANG Yugui
Mr. WANG Hang
Mr. WANG Junhui
Mr. WU Di
Mr. GUO Guangchang

Independent Non-executive Directors:

Mr. WANG Lihua
Mr. QIN Rongsheng
Mr. HAN Jianmin
Mr. CHENG Hoi-chuen
Mr. BA Shusong
Ms. YOU Lantian

Registered Address:

No. 2 Fuxingmennei Avenue,
Xicheng District,
Beijing, China
100031

23 April 2014

LETTER FROM THE BOARD

To the Shareholders

Dear Sir or Madam,

**ANNUAL REPORT FOR 2013
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APPOINTMENT OF MR. MAO XIAOFENG AS DIRECTOR
AND
NOTICE OF AGM FOR 2013**

INTRODUCTION

The purpose of this circular is to give you the notice of AGM and provide you (among other things) with additional information to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM for the following issues:

1. To consider and approve the annual report for 2013 of the Company
2. To consider and approve the final financial report for 2013 of the Company
3. To consider and approve the annual budgets for 2014 of the Company
4. To consider and approve the work report of the board of directors for 2013 of the Company
5. To consider and approve the work report of the supervisory board for 2013 of the Company
6. To consider and approve the proposed profit distribution plan of the Company for the second half of 2013 (including the issuance of Bonus Shares and the payment of Dividend)
7. To consider and approve the appointment and remuneration of the auditing firm for 2014
8. To consider and approve the appointment of Mr. Mao Xiaofeng as a director of the sixth session of the Board with the same term of office as the current session of the Board

LETTER FROM THE BOARD

1. Annual report for 2013

Please refer to the annual report for 2013 issued by the Bank.

2. Final financial report for 2013

Please refer to the financial report set out in the annual report for 2013 of the Bank.

3. Annual budgets for 2014

(1) Additional fixed asset investment budget

The budget for additional fixed asset investment of the Group is RMB8.740 billion, excluding operating leases on fixed assets. The budget includes RMB6.023 billion for new buildings and constructions (of which RMB1.501 billion will be reclassified from projects under construction), RMB2.627 billion for operation equipment (mainly for the purchase of technological equipment, auto-banking equipment and office equipment), and RMB0.090 billion for transportation equipment (mainly for the purchase of vehicles).

(2) Major regulatory indicators such as capital adequacy ratio and loan-to-deposit ratio have fulfilled the regulatory requirements

4. Work report of the board of directors for 2013

Please refer to the relevant contents in the annual report for 2013 of the Bank.

5. Work report of the supervisory board for 2013

Please refer to the relevant contents in the annual report for 2013 of the Bank.

6. Proposed distribution of Dividend and issuance of Bonus Shares

Reference is made to the announcement of the Bank dated 28 March 2014 regarding the annual results for the year ended 31 December 2013, the proposed distribution of Dividend and issuance of Bonus Shares.

Audited after-tax profit of the Company for 2013 amounted to RMB41,260 million, of which the net profit of the Company for the second half of 2013 amounted to RMB18,876 million. As at the end of June 2013, the undistributed profit of the Company was RMB49,758 million. Having taken into account the net profit for the second half of 2013 and the 2013 interim cash dividend of approximately RMB4,482 million, the undistributed profit of the Company was RMB64,152 million as at the end of 2013. According to the Measures for Managing the Appropriation of Provisions of Financial Enterprises issued by the Ministry of Finance, the Company is not required to make any appropriation to the general reserve as the balance of the general reserve at the end of 2013 exceeded 1.5% of the balance of risky assets. The profit distributable to shareholders as at the end of 2013 amounted to RMB62,264 million. The number of A Shares in issue as at the A share record date is yet to be determined as the outstanding Convertible Bonds issued by the Company are exercisable. The amount of cash dividend and the number of Bonus Shares shall be subject to the total number of shares registered on the Record Date.

The Board has proposed its profit distribution plan for the second half of 2013 as follow: a cash dividend of RMB1 (before tax) and 2 shares of stock dividends for every 10 shares, will be distributed to the H Shareholders and A Shareholders whose names appeared on the share register as at the respective record dates.

LETTER FROM THE BOARD

Proposed distribution of Dividend

On 28 March 2014, the Board proposed to distribute a cash dividend of RMB1 (before tax) for every 10 Shares. On the basis of a total of 28,366,192,773 Shares as at 31 December 2013, a total Dividend of approximately RMB2,837 million will be distributed to the Shareholders. The Dividend will be paid out of the retained profit of the Bank as of 31 December 2013. The Dividend was denominated and declared in Renminbi. The holders of A Shares will be paid in Renminbi and the holders of H Shares will be paid in Hong Kong dollars. The actual amount of Dividend to be paid in Hong Kong dollars will be determined based on the benchmark exchange rate of Renminbi against Hong Kong dollars as announced by the PBOC on the date of the AGM.

Payment of the Dividend is subject to the approval of the Shareholders of the Bank at the AGM.

Proposed issuance of Bonus Shares

On 28 March 2014, the Board also proposed to issue Bonus Shares to Shareholders whose names appear on the register of members of the Bank on the relevant record dates on a basis of 2 Bonus Shares for every 10 existing Shares held by the Shareholders on the record dates. Such amount will be paid out of the retained profit of the Bank as of 31 December 2013.

As of the Latest Practicable Date, the registered and issued share capital of the Bank amounted to RMB28,366,293,370, including 22,588,310,530 A Shares and 5,777,982,840 H Shares. On the basis of the total issued shares of 28,366,293,370 Shares, immediately following the completion of the Bonus Issue, the Bonus Shares would comprise 4,517,662,106 A Shares and 1,155,596,568 H Shares.

As of the Latest Practicable Date, the outstanding Convertible Bonds issued by the Company can be converted into 2,015,420,769 A Shares on a fully converted basis at the conversion price of RMB9.92. Save as disclosed above, there was no other outstanding share option, warrant or convertible securities to subscribe for the Shares of the Bank.

a. Conditions of the proposed Bonus Issue

The issuance of Bonus Shares is subject to the following conditions:

- (i) approval from the Shareholders at the AGM;
- (ii) the Hong Kong Stock Exchange granting the listing of, and permission to deal in, the Bonus H Shares; and
- (iii) compliance with the relevant legal procedures and requirements under the PRC Company Law to effect the Bonus Issue.

Shareholders whose names appear on the register of members on the relevant record dates will be entitled to the distribution of Dividend and issuance of Bonus Shares.

LETTER FROM THE BOARD

b. Enterprise Income Tax Payable by Non-Resident Enterprise Shareholders

In accordance with the Enterprise Income Tax Law of the PRC and the Regulations on the Implementation of the Enterprise Income Tax Law of the PRC, both implemented in 2008, with effect from 1 January 2008, the Company shall be obliged to withhold and pay PRC enterprise income tax on behalf of non-resident enterprise shareholders with a tax rate of 10% when the Company distributes any dividends to non-resident enterprise shareholders whose names appear on the register of members of H Shares of the Company. As such, any H Shares of the Company registered other than in the name(s) of individual(s), including HKSCC Nominees Limited, other nominees, trustees, or other organizations or groups, shall be deemed to be H Shares held by non-resident enterprise shareholder(s), and the PRC enterprise income tax shall be withheld from any dividends payable thereon.

c. Individual Income Tax Payable by Non-resident Individual Shareholders

Pursuant to the PRC Individual Income Tax Law, the Regulations on the Implementation of the Individual Income Tax Law, the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅收協定待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)) (“Tax Treaties Notice”), other relevant laws and regulations and the relevant rules promulgated by the State Administration of Taxation, and pursuant to the letter titled “Tax arrangements on dividends paid to Hong Kong residents by Mainland companies” issued by the Hong Kong Stock Exchange to the issuers on 4 July 2011, individual H Shareholders of the stocks issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax arrangements between the countries where they are residents and China or the tax arrangements between Mainland China and Hong Kong (Macau). The Company will determine the country of domicile of the individual H Shareholders based on the registered address as recorded in the register of members of H Shares of the Company on the Record Date. Detailed arrangements are as follows:

- For individual H Shareholders who are Hong Kong or Macau residents or those whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders.
- For individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, the Company will make applications on behalf of the individual H Shareholders to seek entitlement of the relevant agreed preferential treatments pursuant to the regulations under the Tax Treaties Notice, and upon approval by the tax authorities, the amount which is over the withheld tax amount will be refunded.
- For individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of higher than 10% but lower than 20%, the Company will withhold the individual income tax at the agreed upon effective tax rate when distributing dividends, and no application procedures will be necessary.

LETTER FROM THE BOARD

- For individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or a country which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these individual H Shareholders.

Warning of Risks of Dealing in the H Shares

H Shareholders should note that the existing H Shares are expected to be dealt in on an entitlement basis for entitlement to the Bonus H Shares and the Dividend from Thursday, 12 June 2014. If the conditions of the Bonus Issue (as set out above under the paragraph headed “Conditions of the proposed Bonus Issue”) are not fulfilled, the Bonus Issue will not be proceeded. If in doubt, investors are recommended to consult their professional advisers.

d. Ranking of the New Bonus Shares and Fractional Entitlements

The Bonus Shares will, subject to the Articles of Association, when issued, rank pari passu in all respects with the H Shares and A Shares then in issue. Holders of the Bonus Shares will be entitled to receive all future dividends and distributions (if any) which are declared and paid after the date on which the Bonus Shares are allotted and issued, but will not be entitled to the Dividend. The Bonus H Shares will be issued on pro-rated basis and any fractional shares will be rounded down to the nearest whole unit. No fractional Shares will be issued and distributed pursuant to the Bonus Issue, but will be aggregated and sold for the benefit of the Bank.

e. Overseas Shareholders

If on the Record Date, the register of members of the Bank for H Shares reveals there are Overseas Shareholders, an enquiry will be made by the Board pursuant to Rule 13.36(2)(a) of the Hong Kong Listing Rules regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange and upon the enquiry, if the Board is of the view that for Overseas Shareholders who will not be entitled to the Bonus Issue because of the legal restrictions under the laws or statutory regulations of their jurisdiction or the requirements of the stock exchange in that jurisdiction, arrangements will be made for the Bonus Shares which would otherwise have been issued to the Overseas Shareholders to be sold in the market as soon as practicable after dealings commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale for each Overseas Shareholder, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Overseas Shareholder, by ordinary post at its own risk, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Bank.

LETTER FROM THE BOARD

f. Effects on the shareholdings after the Bonus Issue

Set out below is the shareholding structure of the Company as at the Latest Practicable Date and immediately upon completion of the Bonus Issue (assuming that no new Shares will be allotted or issued prior to the record dates for A Shares and H Shares, and that the conditions set out in the paragraph headed “Conditions of the proposed Bonus Issue” above will be satisfied):

	As at the Latest Practicable Date		Number of Bonus Shares proposed to be issued		Immediately after completion of the proposed Bonus Issue	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
A Shares	22,588,310,530	79.63	4,517,662,106	79.63	27,105,972,636	79.63
H Shares	<u>5,777,982,840</u>	20.37	<u>1,155,596,568</u>	20.37	<u>6,933,579,408</u>	20.37
	<u>28,366,293,370</u>	<u>100</u>	<u>5,673,258,674</u>	<u>100</u>	<u>34,039,552,044</u>	<u>100</u>

g. Listing and Dealings

The H Shares are listed on the Hong Kong Stock Exchange whereas the A Shares are listed on the Shanghai Stock Exchange. Application will be made to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Bonus H Shares. Subject to the satisfaction of the conditions as set out in this circular (including but not limited to the granting of the aforesaid approval by the Hong Kong Stock Exchange), the Bonus H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS. All necessary arrangements will be made for the Bonus H Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. The Bonus Shares to be allotted and issued to A Shareholders pursuant to this Bonus Issue will be listed on the Shanghai Stock Exchange.

Subject to the proposed Bonus Issue becoming unconditional, the certificates for the Bonus H Shares and the cheques for the Dividend will be despatched by ordinary post to the H Shareholders who are entitled thereto at their own risk. In case of joint shareholding, the certificates for the Bonus H Shares and the cheques for the Dividend will be posted to the first named person on the H Shareholder’s register in respect of such joint shareholding. The Company will issue a separate announcement regarding the date of despatch of the certificates for the Bonus H Shares and the cheques for the Dividend and the date of the commencement of dealings in the Bonus H Shares.

h. Reasons for the Bonus Issue

The Board believes that the proposed Bonus Issue enables the Shareholders to share the business growth of the Company. In addition, the Bonus Issue will also enlarge the share capital of the Company and increase the liquidity of Shares in the market.

LETTER FROM THE BOARD

i. Expected Timetable

Expected timetable for the issuance of Bonus H Shares and other matters is set out on page 3 of this circular.

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

j. Statement to be made on acquisition of Shares

The Company shall ensure that all its listing documents and share certificates include the statements stipulated below and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its Shares in the name of any particular holder unless and until such holder delivers to such share registrar a signed form in respect of such Shares bearing statements to the following effect:

- (i) the acquirer of Shares agrees with the Company and each of its shareholder, and the Company agrees with each shareholder, to observe and comply with the Company Law, the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies and its Articles of Association;
- (ii) the acquirer of Shares agrees with the Company, each of its shareholders, directors, supervisors, presidents and officers, and itself (acting for the Company and for each director, supervisor, presidents and officer) agrees with each shareholder, to refer all differences and claims arising from its Articles of Association or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with its Articles of Association. Any reference to arbitration will be deemed to authorize the arbitration tribunal to conduct its hearing in open session and to publish its award. Such arbitration will be final and conclusive;
- (iii) the acquirer of Shares agrees with the Company of its shareholders that H Shares in the Company are freely transferable by the holder of such Shares; and
- (iv) the acquirer of Shares authorizes the Company to enter into a contract on his behalf with each director and officer whereby such directors and officers undertake to observe and comply with their obligations to shareholders stipulated in its Articles of Association.

LETTER FROM THE BOARD

k. Documents Available for Inspection

Copies of the following documents will be available for inspection at the office of Clifford Chance at 27th Floor, Jardine House, One Connaught Place, Central, Hong Kong during normal business hours on any business day from the date of this circular until 13 May 2014:

- (i) Articles of Association;
- (ii) the annual reports of the Company for the two years ended 31 December 2013; and
- (iii) this circular.

l. Possible adjustment to the conversion prices of the Convertible Bonds

Due to the dilution effect resulted from the proposed Bonus Issue of Shares, the conversion prices of the Convertible Bonds may be subject to adjustments. The Company will make timely disclosure by way of announcement as appropriate.

7. Appointment and remuneration of the auditing firm for 2014

The Company proposes to re-appoint KPMG Huazhen Certified Public Accountants (Special General Partner) and KPMG Certified Public Accountants as the accounting firms for the domestic and the international audit of the Company for 2014 respectively with a term of one year. The audit fee will be RMB9.80 million (inclusive of audit and review service charges of RMB8.80 million and audit charges for the effectiveness of internal control of RMB1.00 million) with tax and various charges such as travelling expenses included.

8. Appointment of Mr. Mao Xiaofeng as director of the sixth session of the Board subject to the same term of the current session of the Board

Reference is made to the announcement in relation to the resignation of director of the Company dated 25 March 2013. Mr. Shi Yuzhu, non-executive director of the Company, resigned as a non-executive director. In light of the rapid development of information technology and the keen competition in the commercial banking industry, the demand for professional management of commercial banks has been becoming higher. Thus, to further improve the corporate governance, optimise the composition of the Board and establish a more scientific and professional decision-making mechanism of the Board, the Board has recommended to appoint Mr. Mao Xiaofeng as a director of the Company. The nomination will be submitted to the AGM for shareholders' approval.

Biographical details of Mr. Mao Xiaofeng, being proposed to be appointed at the AGM, and other information relevant to the appointment are as follows:

Mr. Mao Xiaofeng, aged 42, is a vice president of the Company, appointed in April 2008. Mr. Mao is also the chairman of Corporate Banking Management Commission of the Company and an independent non-executive director of Modern Media Holdings Limited (listed on the Hong Kong Stock Exchange (stock code: 00072)). Mr. Mao Xiaofeng joined the Company as a deputy director of the general office of the head office of the Company in 2002 and has served as secretary to the Board and company secretary of the Company since June 2003 and March 2004, respectively. Prior to joining the Company, Mr. Mao Xiaofeng was the director of the general office of the central committee of China Communist Youth League from 1999 to 2002, a deputy secretary of the committee of Communist Party of China of Zhijiang Dong

LETTER FROM THE BOARD

Autonomous County in Hunan Province from 1995 to 1996, an assistant to the mayor of Zhijiang Dong Autonomous County in Hunan Province from 1994 to 1995 and the executive vice chairman of All-China Students' Federation from 1992 to 1993. Mr. Mao Xiaofeng obtained a master's degree in industrial and foreign trade from Hunan University in 1995, a doctorate degree in management from Hunan University in 1998, and a master's degree in public administration from the John F. Kennedy School of Government at Harvard University in the U.S.A. in 2000.

The Board has proposed to appoint Mr. Mao Xiaofeng as a director. Except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations, Mr. Mao Xiaofeng is subject to the same term as the current session of the Board. Remuneration of Mr. Mao Xiaofeng will be determined with reference to the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd. The appointment of Mr. Mao Xiaofeng as a director is in compliance with the appointment qualification and condition of directors according to the relevant laws and regulations as well as the articles of association.

Save as disclosed in the above biography, Mr. Mao Xiaofeng does not have any other relationship with any of the directors, supervisors, senior management, substantial shareholder or controlling shareholder of the Company, and he does not have any interests in the shares of the Company as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Mao Xiaofeng is not in possession of any information subject to disclosure pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules, and he is not involved and has not been involved in any activity subject to disclosure pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules. Mr. Mao Xiaofeng neither held any directorship in any other listed companies in the last three years, nor did he hold other positions in the Company or its subsidiaries. There is no other matter that shall be brought to the attention of the shareholders of the Company.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Saturday, 10 May 2014 to Tuesday, 10 June 2014 (both days inclusive), during which period no registration of Shares of the Company will be effected. Where the shareholders holding H shares who have not registered with the Bank intend to attend the AGM, all share certificates and transfer documents must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 9 May 2014. Shareholders whose names appear on the register of members of the Company on Saturday, 10 May 2014 will be entitled to attend and vote at the AGM.

The register of members of the Company will be closed from Saturday, 14 June 2014 to Thursday, 19 June 2014 (both days inclusive), during which period no registration of Shares of the Company will be effected. Where the shareholders holding H shares who have not registered with the Bank intend to receive the Dividend and Bonus Shares, all share certificates and transfer documents must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 13 June 2014. H Shareholders whose names appear on the register of members of the Company on Thursday, 19 June 2014 will be entitled to receive the Dividend and Bonus Shares (subject to the approval by Shareholders at the AGM).

LETTER FROM THE BOARD

VOTING BY POLL AT AGM

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, all votes of the Shareholders at the AGM of the Company must be taken by poll. As such, the chairman of the meeting will require a poll for all resolutions proposed at the AGM.

On a poll, every Shareholder present in person or by proxy or, being a corporation, by its duly authorized representative shall have one vote for each Share registered in his/her/its name in the register of members. Shareholders entitled to more than one vote need not cast all their votes or cast all their voting rights in the same way in accordance with Article 121 of the Articles of Association.

RECOMMENDATION

The Board considers that all the resolutions mentioned above are in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favour of the resolutions as set out in the notice of AGM which are to be proposed at the AGM.

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



NOTICE OF 2013 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2013 annual general meeting (“AGM”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Tuesday, 10 June 2014 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC, for the consideration and, if thought fit, passing of the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the annual report for 2013 of the Company
2. To consider and approve the final financial report for 2013 of the Company
3. To consider and approve the annual budgets for 2014 of the Company
4. To consider and approve the work report of the Board of Directors for 2013 of the Company
5. To consider and approve the work report of the Supervisory Board for 2013 of the Company
6. To consider and approve the proposed profit distribution plan of the Company for the second half of 2013 (including the issuance of Bonus Shares and the payment of Dividend)
7. To consider and approve the appointment and remuneration of the auditing firm for 2014
8. To consider and approve the appointment of Mr. Mao Xiaofeng as a director of the sixth session of the Board with the same term as the current session of the Board

NOTICE OF THE 2013 AGM

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Saturday, 10 May 2014 to Tuesday, 10 June 2014 (both days inclusive), during which period no transfer of Shares of the Company will be effected. For unregistered holders of H Shares who intend to attend the AGM, all share certificates and the relevant transfer documents must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 9 May 2014. H Shareholders whose names appear on the register of members of the Company on Saturday, 10 May 2014 will be entitled to attend and vote at the AGM.

The register of members of the Company will be closed from Saturday, 14 June 2014 to Thursday, 19 June 2014 (both days inclusive), during which period no transfer of Shares of the Company will be effected. For unregistered holders of H Shares who wish to be eligible to receive the Dividend and Bonus Shares, all share certificates and the transfer documents must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 13 June 2014. H Shareholders whose names appear on the register of members of the Company on Thursday, 19 June 2014 will be entitled to receive the Dividend and Bonus Shares (subject to the approval by Shareholders at the AGM).

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

As at the date of this notice, the executive directors of the Company are Dong Wenbiao, Hong Qi and Liang Yutang; the non-executive directors of the Company are Zhang Hongwei, Lu Zhiqiang, Liu Yonghao, Wang Yugui, Wang Hang, Wang Junhui, Wu Di and Guo Guangchang; and the independent non-executive directors of the Company are Qin Rongsheng, Wang Lihua, Han Jianmin, Cheng Hoichuen, Ba Shusong and You Lantian.

Notes:

1. For details of the director proposed for appointment, please refer to the circular of the Company dated 23 April 2014.
2. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

NOTICE OF THE 2013 AGM

3. Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the shareholder or his/her/its attorney who has been authorized in writing. If the shareholder is a corporation, the form of proxy shall be affixed with the corporation's seal or signed by its director, or its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the shareholder, the power of attorney or other authorization document shall be notarized. For holders of A Shares, the form of proxy together with the power of attorney or other authorization document notarially certified, if any, must be lodged with the office of the Board of Directors of the Company at 87707, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC (postal code: 100873) not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof in order for such documents to be valid. For holders of H Shares, the aforementioned documents must be lodged with the H share registrar, 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 time appointed for holding the AGM or any adjournment thereof in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Shareholders who intend to attend the AGM (in person or by proxy) shall complete and deliver the reply slip of AGM enclosed to Computershare Hong Kong Investor Services Limited or the office of the Board of Directors of the Company by hand, post or fax on or before Tuesday, 20 May 2014.
5. Shareholders shall produce their identification documents when attending the AGM.
6. If a proxy attends the AGM on behalf of a shareholder, he/she shall produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specify the date of its issuance. If a representative of a corporate shareholder attends the AGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or other notarized copy of any authorization documents issued by such corporate shareholder.
7. The AGM is expected to last for half day. Shareholders who attend the AGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
8. The contact of the office of the Board of Directors of the Company:

Address: 87707, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie,
Haidian District, Beijing, PRC
Postal Code: 100873
Contact persons: Ms. Zhou, Ms. Liu
Telephone: 86-10-68946790
Facsimile: 86-10-68466796