

IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.



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)

**GLOBAL OFFERING**

Number of Offer Shares under the Global Offering	: up to 3,321,706,000 (subject to the Over-allotment Option)
Number of International Offer Shares	: 3,155,620,000 (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Offer Shares	: 166,086,000 (subject to adjustment)
Maximum Offer Price	: HK\$9.50 per H Share (payable in full on application in Hong Kong dollars, plus brokerage fee of 1%, SFC transaction levy of 0.004% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund)
Nominal value	: RMB1.00 each
Stock code	: 01988

**Sole Global Coordinator**



**Joint Sponsors**



**Joint Bookrunners and Joint Lead Managers**



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, together with the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies and available for inspection" in Appendix XI has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

The Offer Price is expected to be fixed by agreement between the Joint Bookrunners (on behalf of the Underwriters) and us on the Price Determination Date. The Price Determination Date is expected to be on or about November 19, 2009 (Hong Kong time) and, in any event, not later than November 25, 2009 (Hong Kong Time). The Offer Price will be not more than HK\$9.50 and is currently expected to be not less than HK\$8.50. Applicants for Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$9.50 for each Hong Kong Offer Share together with a brokerage fee of 1%, a SFC transaction levy of 0.004% and a Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price should be lower than HK\$9.50.

The Joint Bookrunners (on behalf of the Underwriters, and with our consent) may reduce the number of Hong Kong Offer Shares being offered under the Global Offering and/or the indicative Offer Price range below that stated in this prospectus (which is HK\$8.50 to HK\$9.50) at any time prior to the morning of the last day for the lodging of applications under the Hong Kong Public Offering. In such a case, notices of the reduction in the number of Hong Kong Offer Shares and/or the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. Such notices will also be available on the website of the Bank at [www.cmbc.com.cn](http://www.cmbc.com.cn) and on the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Further details are set out in the sections headed "Structure of the Global Offering," "How to Apply for Hong Kong Offer Shares" and "Further Terms and Conditions of the Hong Kong Public Offering." If, for whatever reason, we and the Joint Bookrunners (on behalf of the Underwriters) are not able to agree on the Offer Price on or before November 25, 2009, the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse.

We are incorporated, and substantially all of our businesses are located, in the PRC. Potential investors should be aware of the differences in the legal, economic and financial systems between the PRC and Hong Kong and that there are different risks relating to investment in PRC incorporated companies. Potential investors should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong and should take into consideration the different market nature of our H Shares. Such differences and risk factors are set out in the sections headed "Risk Factors" and "Appendix VII — Summary of Principal Legal and Regulatory Provisions" and "Appendix VIII — Summary of Articles of Association" in this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe, or to procure applicants for the subscription for, the Hong Kong Offer Shares, are subject to termination by the Joint Bookrunners (for themselves and on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. on the day that trading in the H Shares commences on the Hong Kong Stock Exchange. Such grounds are set out in the section headed "Underwriting." It is important that you refer to that section for further details.

November 13, 2009

\* for identification purpose only