

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

(USD Preference Shares Stock Code: 04609)

**NOTICE OF THE FIRST EXTRAORDINARY
GENERAL MEETING FOR 2019**

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting for 2019 (“**EGM**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Tuesday, 26 February 2019 at Xihua Hall, 11/F, Beijing Minzu Hotel, No. 51 Fuxingmennei Dajie, Xicheng District, Beijing, the PRC, for the consideration and, if thought fit, passing of the following resolutions (special resolutions marked with *):

1.* Each of the following items of the proposal in respect of the Plan of the Non-public Issuance of the Offshore Preference Shares of China Minsheng Banking Corp., Ltd.:

1.01 Type and scale of securities to be issued

1.02 Maturity

1.03 Method of issuance

1.04 Places

1.05 Nominal value and issue price

1.06 Dividend distribution provisions

1.07 Conditional redemption

1.08 Mandatory conversion provisions

1.09 Restriction on and restoration of voting rights

1.10 Order of distribution on liquidation and basis for liquidation

1.11 Use of proceeds

- 1.12 Rating
 - 1.13 Guarantee arrangement
 - 1.14 Transferability
 - 1.15 Compliance of latest regulatory requirements
 - 1.16 Effective period of the resolution of the non-public issuance of preference shares
- 2.* The proposal to the shareholders' general meeting on the authorization to the board of directors and its authorized persons to exercise full power to deal with matters relating to the non-public issuance of the offshore preference shares
3. The proposal on the Capital Management Plan for 2018 to 2020 of China Minsheng Banking Corp., Ltd.
- 4.* The proposal on extension of validity period of the resolution of shareholders' general meeting of China Minsheng Banking Corp., Ltd. in respect of the non-public issuance of the domestic preference shares and authorization period to the board of directors and its authorized persons to deal with relevant matters
- 5.* The proposal on the issuance of domestic and foreign non-fixed term capital bonds of the Company in the next three years

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Saturday, 26 January 2019 to Tuesday, 26 February 2019 (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 EGM, 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, 25 January 2019. H shareholders whose names appear on the register of members of the Company on Saturday, 26 January 2019 will be entitled to attend and vote at the EGM.

By Order of the Board
CHINA MINSHENG BANKING CORP., LTD.
Hong Qi
Chairman

11 January 2019

As at the date of this notice, the executive directors of the Company are Mr. Hong Qi and Mr. Zheng Wanchun; the non-executive directors are Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Shi Yuzhu, Mr. Wu Di, Mr. Song Chunfeng and Mr. Weng Zhenjie; and the independent non-executive directors are Mr. Liu Jipeng, Mr. Li Hancheng, Mr. Xie Zhichun, Mr. Peng Xuefeng, Mr. Liu Ningyu and Mr. Tian Suning.

Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder 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.
2. 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 the Company at Room 11-7, CMBC North Tower, No. 2 Fuxingmennei Avenue, Xicheng District, Beijing, the PRC (postal code: 100031) not less than 24 hours before the time appointed for holding the EGM (i.e. not later than 2:00 p.m. on Monday, 25 February 2019) 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 EGM (i.e. not later than 2:00 p.m. on Monday, 25 February 2019) or any adjournment thereof in order for such documents to be valid. To be effective, all proxy appointments must be lodged with Computershare Hong Kong Investor Services Limited before the deadline. Completion and delivery of the form of proxy shall not preclude a shareholder 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.
3. Shareholders who intend to attend the EGM (in person or by proxy) shall complete and deliver the reply slip of EGM enclosed to Computershare Hong Kong Investor Services Limited or the office of the Board of the Company by hand, post or fax on or before Monday, 11 February 2019.
4. Shareholders shall produce their identification documents when attending the EGM.
5. If a proxy attends the EGM 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 EGM, 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.
6. The EGM is expected to last for half day. Shareholders who attend the EGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.