
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular and the accompanying revised form of proxy 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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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)

(USD Preference Shares Stock Code: 04609)

**APPOINTMENT OF MR. GAO YINGXIN AS EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF
THE ANNUAL GENERAL MEETING FOR 2019**

The supplemental circular should be read in conjunction with the original circular of the AGM and the H Share Class Meeting of the Company dated 13 May 2020 to the Shareholders (the “**Original Circular**”).

The Company will convene the AGM and the Class Meetings at 2:00 p.m. on Monday, 29 June 2020 as scheduled at Conference Room No. 3, 1/F, Minsheng Bank East Gate, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC. Notices convening the AGM and the H Share Class Meeting have been sent to the Shareholders pursuant to the Hong Kong Listing Rules on 13 May 2020. The supplemental notice of the AGM is set out in pages 6 to 8 in this supplemental circular.

If you intend to appoint a proxy to attend the AGM, please complete the enclosed revised 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 the Company (for holders of A Shares) not less than 24 hours before the time fixed for holding the AGM (i.e. not later than 2:00 p.m. on Sunday, 28 June 2020) in person or by post. Completion and return of the revised 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 and/or the Class Meetings in person or by proxy, please complete the reply slip and return the same to Computershare Hong Kong Investor Services Limited (for holders of H Shares) and the office of the Board of the Company (for holders of A Shares) on or before Tuesday, 9 June 2020.

* References to times and dates of this supplemental circular are to Hong Kong times and dates.

11 June 2020

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DEFINITIONS

In this supplemental 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 and are listed for trading on the SSE (stock code: 600016)
“A Share Class Meeting”	the first A Share class meeting of the Company for 2020 to be held after the conclusion of the AGM or any adjournment thereof on Monday, 29 June 2020 at Conference Room No. 3, 1/F, Minsheng Bank East Gate, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC or any adjournment thereof
“AGM”	the annual general meeting of the Company for 2019 to be held at 2:00 p.m. on Monday, 29 June 2020 at Conference Room No. 3, 1/F, Minsheng Bank East Gate, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC or any adjournment thereof, the supplemental notice of which is set out in this supplemental circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“CBIRC”	the China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)
“Class Meeting(s)”	A Share Class Meeting and/or H Share Class Meeting
“Company” or “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 SSE, respectively
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“H Share Class Meeting”	the first H Share class meeting of the Company for 2020 to be held after the conclusion of the AGM and the A Share Class Meeting or any adjournment thereof on Monday, 29 June 2020 at Conference Room No. 3, 1/F, Minsheng Bank East Gate, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC or any adjournment thereof
“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
“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
“PRC” or “China”	the People’s Republic of China, but for the purposes of this supplemental circular only, excluding Hong Kong, Macau and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong)
“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)
“SSE”	Shanghai Stock Exchange
“Supervisor(s)”	supervisor(s) of the Company



中國民生銀行股份有限公司
CHINA MINSHENG BANKING CORP., LTD.

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(Stock Code: 01988)

(USD Preference Shares Stock Code: 04609)

Members of the Board:

Executive Directors:

Mr. Hong Qi
Mr. Zheng Wanchun

Non-executive Directors:

Mr. Zhang Hongwei
Mr. Lu Zhiqiang
Mr. Liu Yonghao
Mr. Shi Yuzhu
Mr. Wu Di
Mr. Song Chunfeng
Mr. Weng Zhenjie

Independent Non-executive Directors:

Mr. Liu Jipeng
Mr. Li Hancheng
Mr. Xie Zhichun
Mr. Peng Xuefeng
Mr. Liu Ningyu
Mr. Tian Suning

Registered Address:

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

11 June 2020

To the Shareholders

Dear Sir or Madam,

**APPOINTMENT OF MR. GAO YINGXIN AS EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF
THE ANNUAL GENERAL MEETING FOR 2019**

INTRODUCTION

Reference is made to the announcement of the Company dated 5 June 2020 in relation to the nomination of Executive Director.

LETTER FROM THE BOARD

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

1. Appointment of Mr. Gao Yingxin as Executive Director

On 5 June 2020, a resolution in respect of the nomination of Mr. Gao Yingxin as a candidate for Executive Director of the Company (the “**Proposed Executive Director**”) was considered and passed at the 19th extraordinary meeting of the seventh session of the Board.

As entrusted by the Board, Orient Group Incorporation and Orient Group Co., Ltd., China Oceanwide Holdings Group Co., Ltd. and New Hope Liuhe Investment Co., Ltd., being Shareholders individually or jointly holding not less than 3% of the Shares, proposed the Interim Resolution regarding the Appointment of Mr. Gao Yingxin as Executive Director of the Seventh Session of the Board to the convenor of the Shareholders’ general meeting in accordance with the Articles of Association.

The biographical details of Mr. Gao Yingxin as required to be disclosed by Rule 13.51(2) of the Hong Kong Listing Rules are as follows:

Mr. Gao Yingxin, born in 1962, joined the Company as the Secretary of the Party Committee in May 2020. Mr. Gao is a member of the 13th National Committee of the Chinese People’s Political Consultative Conference. Before joining the Company, he was vice chairman and chief executive of BOC Hong Kong (Holdings) Limited (a company listed on the Hong Kong Stock Exchange, stock code: 002388) and Bank of China (Hong Kong) Limited from January 2018 to May 2020, executive director of Bank of China Limited (“**BOC**”) (a company listed on the SSE, stock code: 601988 and listed on the Hong Kong Stock Exchange, stock code: 003988) from December 2016 to January 2018, non-executive director of BOC Hong Kong (Holdings) Limited from March 2015 to January 2018, executive vice president of BOC from February 2015 to January 2018, executive director and deputy chief executive of BOC Hong Kong (Holdings) Limited and Bank of China (Hong Kong) Limited from February 2005 to March 2015, president and chief operating officer of BOC International Holdings Limited from July 2004 to February 2005, general manager of corporate banking department at BOC head office from June 1999 to July 2004 and vice general manager of credit department and vice general manager of corporate banking department at BOC head office from September 1996 to June 1999. Mr. Gao graduated from the East China University of Science and Technology with a Master’s Degree in Engineering in 1986 and is a senior economist.

Subject to adjustments pursuant to the requirements of relevant applicable laws and regulations, the term of office of the Proposed Executive Director shall be the same as that of the current session of the Board. Remuneration of the Proposed Executive Director shall be determined in accordance with the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd.

Save as disclosed in this supplemental circular, the Proposed Executive Director does not have any other relationship with any of the Directors, Supervisors, senior management, substantial shareholder or controlling shareholder of the Company, and does not have any interests in the Shares of the Company as defined in Part XV of the SFO.

LETTER FROM THE BOARD

Save as disclosed in this supplemental circular, there is no other information in relation to the Proposed Executive Director which is subject to disclosure pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules, and the Proposed Executive Director 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. Save as disclosed in this supplemental circular, the Proposed Executive Director did not hold any directorship in any other listed companies in the last three years, and did not hold other positions in the Company or its subsidiaries. There is no other matter that shall be brought to the attention of the Shareholders.

This resolution has been considered and approved at the Board meeting held on 5 June 2020 and is hereby proposed to the AGM as an ordinary resolution for consideration and approval. Upon consideration and approval at the AGM, the directorship qualification of Mr. Gao Yingxin will be subject to approval by the CBIRC and his appointment will be effective from the date of approval by the CBIRC.

Supplemental Notice of AGM and revised form of proxy

The Company will convene the AGM at 2:00 p.m. on Monday, 29 June 2020 as scheduled at Conference Room No. 3, 1/F, Minsheng Bank East Gate, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC.

As the original notice (the “**Original Notice**”) and the original form of proxy (the “**Original Form of Proxy**”) of the AGM dispatched together with the Original Circular do not contain the additional resolution as disclosed in this supplemental circular, the Company has prepared the supplemental notice of the AGM, which is set out in pages 6 to 8 in this supplemental circular. A revised form of proxy is also enclosed to include the additional ordinary resolution.

Details of other resolutions to be considered at the AGM and/or the Class Meetings, the qualification of Shareholders entitled to attend the AGM and/or Class Meetings, registration procedures and book close period of H Shares, voting and other matters have been set out in the Original Circular and the Original Notice dispatched to the Shareholders on 13 May 2020.

RECOMMENDATION

The Board considers that the additional resolution mentioned above is in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favour of the additional resolution to be proposed at the AGM.

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



中國民生銀行股份有限公司
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**SUPPLEMENTAL NOTICE OF
THE ANNUAL GENERAL MEETING FOR 2019**

Reference is made to the notice of the 2019 annual general meeting (the “AGM”) of China Minsheng Banking Corp., Ltd. (the “Company”) dated 13 May 2020 (the “Original Notice”), setting out the time and venue of the AGM and resolutions to be proposed at the AGM for the consideration and approval of the Shareholders.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as previously scheduled at 2:00 p.m. on Monday, 29 June 2020 at Conference Room No. 3, 1/F, Minsheng Bank East Gate, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC, for the consideration and, if thought fit, passing of the following resolution in addition to the resolutions stated in the Original Notice:

ORDINARY RESOLUTION

19. The resolution regarding the appointment of Mr. Gao Yingxin as Executive Director of the seventh session of the Board

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

Hong Qi
Chairman

11 June 2020

As at the date of this supplemental 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.

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING FOR 2019

Notes:

1. Apart from the newly proposed resolution, there are no other changes to the resolutions and other related matters stated in the Original Notice. For details of other resolutions to be considered and approved at the AGM and other related matters, please refer to the Original Notice and the Original Circular dispatched to the shareholders of the Company on 13 May 2020.
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.
3. Shareholders of the Company shall appoint their proxies in writing. The revised 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 revised 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 revised 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 revised 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, CMBC North Tower, No. 2 Fuxingmennei Avenue, Xicheng District, Beijing, PRC (postal code: 100031) not less than 24 hours before the time appointed for holding the AGM (i.e. not later than 2:00 p.m. on Sunday, 28 June 2020) 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 (i.e. not later than 2:00 p.m. on Sunday, 28 June 2020) 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 revised instrument appointing a proxy shall be deemed to be revoked.
4. If any shareholder has not returned the original form of proxy (the "**Original Form of Proxy**") for the AGM dispatched by the Company on 13 May 2020 in accordance with the instructions specified therein and intends to appoint his/her proxies to attend the AGM on his/her behalf, he/she shall return the revised form of proxy (the "**Revised Form of Proxy**") for the AGM delivered by the Company on 11 June 2020. In such case, shareholders are not required to return the Original Form of Proxy.
5. If any shareholder have returned the Original Form of Proxy in accordance with the instructions specified therein, he/she shall pay attention to the followings:
 - a) If any shareholder has not returned the Revised Form of Proxy, the Original Form of Proxy so duly completed will be regarded as a valid form of proxy submitted by such shareholder. The proxies specified in the Original Form of Proxy will be entitled to vote on any resolution duly proposed at the AGM (including the additional resolution stated in this supplemental notice of the AGM) as previously instructed by such shareholder or at their discretion (if no instructions have been given).
 - b) If any shareholder has returned the Revised Form of Proxy at least 24 hours before the appointed time of the AGM (i.e. no later than 2:00 p.m. on Sunday, 28 June 2020), the Revised Form of Proxy so completed will be regarded as a valid form of proxy submitted by such shareholder.
 - c) If any shareholders return the Revised Form of Proxy after the deadline contained in this supplementary notice of the AGM, the Revised Form of Proxy will be deemed invalid and the Original Form of Proxy previously submitted by such shareholder will not be revoked. The Original Form of Proxy so completed will be regarded as a valid form of proxy submitted by such shareholder. The proxies specified in the Original Form of Proxy will be entitled to vote on any resolution duly proposed at the AGM (including the additional resolution stated in this supplemental notice of the AGM) as previously instructed by such shareholder or at their discretion (if no instructions have been given).

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING FOR 2019

6. Shareholders who intend to attend the AGM (in person or by proxy) shall complete and deliver the reply slip of the AGM to Computershare Hong Kong Investor Services Limited or the office of the Board of the Company by hand, post or fax on or before Tuesday, 9 June 2020.
7. Shareholders shall produce their identification documents when attending the AGM.
8. 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.
9. The AGM is expected to last for half a day. Shareholders who attend the AGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
10. For details regarding the additional resolution, please refer to the supplemental circular dated 11 June 2020.
11. References to times and dates of this supplemental notice are to Hong Kong times and dates.