

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Minsheng Banking Corp., Ltd. (the "Company")

Date Submitted 09/01/2017

I. Movements in Authorised Share Capital

(THE FOLLOWING SHOWS MOVEMENTS IN THE REGISTERED SHARE CAPITAL AND PREFERENCE SHARES (AS OPPOSED TO AUTHORISED SHARE CAPITAL) OF THE COMPANY AS THE COMPANY IS INCORPORATED IN THE PRC.)

1. Ordinary Shares

| | | | |
|--|---------------------------|--------------------|--------------------------------------|
| (1) Stock code : <u>01988</u> Description : <u>H Shares</u> | | | |
| | No. of ordinary shares | Par value (RMB) | Authorised share capital (RMB) |
| Balance at close of preceding month | <u>6,933,579,408</u> | <u>1.00</u> | <u>6,933,579,408</u> |
| Increase/(decrease) | <u>0</u> | | <u>0</u> |
| Balance at close of the month | <u>6,933,579,408</u> | <u>1.00</u> | <u>6,933,579,408</u> |
| (2) Stock code : <u>600016</u> Description : <u>A Shares</u> | | | |
| | No. of ordinary shares | Par value (RMB) | Authorised share capital (RMB) |
| Balance at close of preceding month | <u>29,551,769,344</u> | <u>1.00</u> | <u>29,551,769,344</u> |
| Increase/(decrease) | <u>0</u> | | <u>0</u> |
| Balance at close of the month | <u>29,551,769,344</u> | <u>1.00</u> | <u>29,551,769,344</u> |

2. Preference Shares

| Stock code : <u>4609</u> Description : <u>U.S.\$1,439,000,000 4.95% Non-Cumulative Perpetual Offshore Preference Shares ("USD Offshore Preference Shares")</u> | | No. of preference shares | Par value (RMB) | Authorised share capital (USD) (See Remark 1) |
|--|-------------------|--------------------------|----------------------|---|
| Balance at close of preceding month | <u>NIL</u> | <u>NIL</u> | <u>NIL</u> | <u>NIL</u> |
| Increase/(decrease) | <u>71,950,000</u> | | | <u>1,439,000,000</u> |
| Balance at close of the month | <u>71,950,000</u> | <u>100</u> | <u>1,439,000,000</u> | |

3. Other Classes of Shares

| Stock code : <u>N/A</u> Description : <u>N/A</u> | | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
|--|------------|--------------------------------|----------------------------|---|
| Balance at close of preceding month | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/(decrease) | <u>N/A</u> | | | <u>N/A</u> |
| Balance at close of the month | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |

Total authorised share capital at the end of the month (**TOTAL REGISTERED SHARE CAPITAL AND PREFERENCE SHARES**) (RMB) :

46,418,477,952
(See Remark 2)

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----------------------|--------------------------------|--------------------------------|
| | (1) H Shares | (2) A Shares | USD Offshore Preference Shares | |
| Balance at close of preceding month | <u>6,933,579,408</u> | <u>29,551,769,344</u> | <u>NIL</u> | <u>N/A</u> |
| Increase/ (decrease) during the month | <u>0</u> | <u>0</u> | <u>71,950,000</u> | <u>N/A</u> |
| Balance at close of the month | <u>6,933,579,408</u> | <u>29,551,769,344</u> | <u>71,950,000</u> | <u>N/A</u> |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|----------------------------|--------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. N/A _____ _____ _____ (/ /) _____ shares (Note 1) | N/A | N/A | N/A | N/A | N/A | N/A |
| 2. N/A _____ _____ _____ (/ /) _____ shares (Note 1) | N/A | N/A | N/A | N/A | N/A | N/A |
| 3. N/A _____ _____ _____ (/ /) _____ shares (Note 1) | N/A | N/A | N/A | N/A | N/A | N/A |
| | | | Total A. (Ordinary shares) | | <u>N/A</u> | |
| | | | (Preference shares) | | <u>N/A</u> | |
| | | | (Other class) | | <u>N/A</u> | |
| Total funds raised during the month from exercise of options (State currency) | | | <u>N/A</u> | | | |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------------|--|----------------------------------|---|---|---|
| 1. N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| (/ /) Stock code (if listed) _____ | N/A | | | | | |
| Class of shares issuable (Note 1) _____ | N/A | | | | | |
| Subscription price _____ | N/A | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) _____ | N/A | | | | | |
| 2. N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| (/ /) Stock code (if listed) _____ | N/A | | | | | |
| Class of shares issuable (Note 1) _____ | N/A | | | | | |
| Subscription price _____ | N/A | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) _____ | N/A | | | | | |
| 3. N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| (/ /) Stock code (if listed) _____ | N/A | | | | | |
| Class of shares issuable (Note 1) _____ | N/A | | | | | |
| Subscription price _____ | N/A | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) _____ | N/A | | | | | |
| 4. N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| (/ /) Stock code (if listed) _____ | N/A | | | | | |
| Class of shares issuable (Note 1) _____ | N/A | | | | | |
| Subscription price _____ | N/A | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) _____ | N/A | | | | | |
| | | | Total B. | (Ordinary shares) _____ | N/A | |
| | | | | (Preference shares) _____ | N/A | |
| | | | | (Other class) _____ | N/A | |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|------------------------------------|----------------------------|--------------------------------|--|---|
| 1. USD Offshore Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the USD Offshore Preference Shares | USD | NIL | - | 1,439,000,000 | - | 1,475,211,187 H Shares (See Remark 3) |
| Stock code (if listed) | 4609 | | | | | |
| Class of shares issuable (Note 1) | H Shares | | | | | |
| Subscription price | The initial conversion price is HK\$7.56 per H Share subject to adjustment | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (01/02/2016) | | | | | |
| 2. N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (Note 1) | N/A | | | | | |
| Subscription price | N/A | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | N/A | | | | | |
| | | | Total C. (Ordinary shares) | N/A | | |
| | | | | 71,950,000 | | |
| | | | (Preference shares) | USD Offshore Preference Shares | | |
| | | | (Other class) | N/A | | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. N/A (/ /) shares (Note 1) | N/A | N/A |
| 2. N/A (/ /) shares (Note 1) | N/A | N/A |
| 3. N/A (/ /) shares (Note 1) | N/A | N/A |
| Total D. (Ordinary shares) | N/A | |
| (Preference shares) | N/A | |
| (Other class) | N/A | |

Other Movements in Issued Share Capital

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|----------------|---------------------------------|---|--|---|
| 1. | Rights issue | At price : State currency _____ | Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 2. | Open offer | At price : State currency _____ | Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 3. | Placing | At price : State currency _____ | Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 4. | Bonus issue | | Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 5. | Scrip dividend | At price : State currency _____ | Class of shares issuable (Note 1) _____ Issue and allotment (/ /) | <u>N/A</u> | <u>N/A</u> |

| Type of Issue | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------------------|---|--|---|
| | date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 6. Repurchase of shares | Class of shares _____ repurchased (Note 1) Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | N/A | N/A |
| 7. Redemption of shares | Class of shares _____ redeemed (Note 1) Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | N/A | N/A |
| 8. Consideration issue | At price : State currency _____ Class of shares _____ issuable (Note 1) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | N/A | N/A |
| 9. Capital reorganisation | Class of shares _____ issuable (Note 1) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | N/A | N/A |

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-------------------------------|------------|-------------------------|--|--|---|
| 10. Other (Please specify) | At price : | State currency _____ | Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) N/A | N/A |
| Total E. (Ordinary shares) | | | | N/A | |
| (Preference shares) | | | | N/A | |
| (Other class) | | | | N/A | |

| | | |
|---|-----|--|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | 0 |
| | (2) | 0 |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | 71,950,000 USD Offshore Preference Shares |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | N/A |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> | | |

Remarks (if any):

1. Calculated in accordance with the number of USD Offshore Preference Shares and the amount of proceeds raised from the issuance of each share, which is US\$20 for each USD Offshore Preference Share issued.

2. Calculated based on the aggregate of ordinary share capital and the total proceeds raised from the issuance of the USD Offshore Preference Shares, in which the total amount of proceeds raised from the issuance is converted into Renminbi at the central parity rate between Renminbi and U.S. dollars of RMB6.9028 to US\$1.00 as published by the China Foreign Exchange Trading Centre on 14 December 2016.

3. Based on the initial conversion price determined with reference to the average trading price of the H Shares of the Company for the 20 trading days preceding the publication of the Board resolution approving the issuance of USD Offshore Preference Shares, i.e. HK\$7.56 per share (equivalent to approximately RMB6.28 per share, using the cross rate between Hong Kong dollars (HK\$1.00 to RMB0.83040) and U.S. dollars (U.S.\$1.00 to RMB6.4358) based on the RMB Central Parity Rate published by the China Foreign Exchange Trading Centre on the trading date immediately preceding the publication of the Board resolution approving the issuance of USD Offshore Preference Shares (*The exchange rate calculated from the above definition is approximately (after rounding) U.S.\$1.00 to HK\$7.7502.*).

Submitted by: Wan Qingyuan

Title: Joint Company Secretary

(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*