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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)

VOTING RESULTS OF 2011 ANNUAL GENERAL MEETING

VOTING RESULTS OF THE MEETING

According to the Notice of 2011 Annual General Meeting dated 27 April 2012, the Supplemental Notice of 2011 Annual General Meeting dated 31 May 2012 (the aforesaid two notices are collectively referred to as the “Notices”) of China Minsheng Banking Corp., Ltd. (the “**Company**”), the 2011 Annual General Meeting (the “**Meeting**”) of the Company was held at 9:00 a.m. on Friday, 15 June 2012 at the Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, the People’s Republic of China (the “**PRC**”) and chaired by Dong Wenbiao, the Chairman of the Board.

The total number of issued Shares of the Company as at the date of the Meeting was 28,365,585,227, which was the total number of Shares entitling its holders to attend and vote at the Meeting. There were no shareholders who were required to abstain from voting in favour or abstain from voting when casting votes on any of the resolutions at the Meeting according to Hong Kong Listing Rules. In addition, in the Circulars (as defined below) dispatched by the Company, none of the shareholders has stated his/her/its intention to vote against the relevant resolution or to abstain. A total of 52 Shareholders and authorized proxies, holding 10,781,335,379 Shares, representing 38.01% of the total number of Shares with voting rights of the Company, were present at the Meeting. Among those Shareholders, 51 holders of A Shares or authorized proxies, holding 8,598,657,045 A Shares, representing 30.31% of the total number of Shares with voting rights of the Company, were present at the Meeting; 1 holder of H Shares or authorized proxy, holding 2,182,678,334 H Shares, representing 7.69% of the total number of Shares with voting rights of the Company, was present at the Meeting.

Some of the directors, supervisors and senior management of the Company attended the Meeting, which complied with the requirements of the Company Law of the People’s Republic of China and the Articles of Association of the Company.

Computershare Hong Kong Investor Services Limited, the Company's H Share registrar, two representatives from the Company's Shareholders, a supervisor of the Company, and Lu Qi from Grandall Law Firm, Beijing Office, were appointed as the scrutineers for the vote-taking and vote-calculating at the Meeting.

All resolutions were considered and passed at the Meeting by way of poll, and the voting results are as follows:

		Number of votes cast and percentage of total number of votes cast		
		For Number of Shares (percentage)	Against Number of Shares (percentage)	Abstain Number of Shares (percentage)
Ordinary Resolutions				
1	To consider and approve the annual report of the Company for 2011	10,779,721,479 (99.985030%)	821,500 (0.007620%)	792,400 (0.007350%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as an ordinary resolution.				
2	To consider and approve the final financial report of the Company for 2011	10,779,721,479 (99.985030%)	821,500 (0.007620%)	792,400 (0.007350%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as an ordinary resolution.				
3	To consider and approve the annual budgets of the Company for 2012	10,780,729,479 (99.994380%)	603,500 (0.005598%)	2,400 (0.000022%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as an ordinary resolution.				
4	To consider and approve the work report of the Board of Directors of the Company for 2011	10,779,721,479 (99.985030%)	821,500 (0.007620%)	792,400 (0.007350%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as an ordinary resolution.				
5	To consider and approve the work report of the Supervisory Board of the Company for 2011	10,779,722,679 (99.985041%)	820,300 (0.007609%)	792,400 (0.007350%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as an ordinary resolution.				

6	To consider and approve the re-appointment of KPMG Huazhen Certified Public Accountants and KPMG Certified Public Accountants as the Company's auditors for domestic and international audit work respectively for the year 2012 and the proposal in relation to remuneration for the Company's auditors for the year of 2012, which amounts to RMB9 million (including audit and review fee of RMB8.4 million, audit fee of internal control effectiveness of RMB0.6 million)	10,779,702,079 (99.984850%)	1,632,700 (0.015144%)	600 (0.000006%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as an ordinary resolution.				
7	To consider and approve the proposal on profit distribution for 2011 and distribution principle for the first half of 2012:			
7.1	to consider and approve the profit distribution plan of the Company for 2011, pursuant to which a final dividend of RMB3 (inclusive of tax) shall be paid in cash for every 10 existing shares	10,780,393,879 (99.991267%)	602,300 (0.005587%)	339,200 (0.003146%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as an ordinary resolution.				
7.2	to consider and approve the profit distribution principle of the Company for the first half of 2012 and authorize the Board of Directors of the Company to determine the 2012 interim profit distribution plan, provided that the cash dividend to be paid is not less than 20% of the Company's net profit in the first half of 2012	10,780,527,307 (99.992504%)	807,472 (0.007490%)	600 (0.000006%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as an ordinary resolution.				

		Number of votes cast and percentage of total number of votes cast		
		For Number of Shares (percentage)	Against Number of Shares (percentage)	Abstain Number of Shares (percentage)
Special Resolutions				
8	To consider and approve the statement on the use of proceeds for the previous fund raising activities of the Company	10,042,755,148 (93.149455%)	622,200 (0.005771%)	737,958,031 (6.844774%)
As not less than two thirds of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as a special resolution.				
9	To consider and approve the issuance plan of financial bonds and subordinated bonds of the Company for 2012–2014	10,780,727,079 (99.994358%)	605,300 (0.005614%)	3,000 (0.000028%)
As not less than two thirds of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as a special resolution.				
10	To consider and approve the amendments to certain provisions of the “Articles of Association of China Minsheng Banking Corp., Ltd.”	10,780,485,757 (99.992120%)	848,422 (0.007869%)	1,200 (0.000011%)
As not less than two thirds of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as a special resolution.				
		Number of votes cast and percentage of total number of votes cast		
		For Number of Shares (percentage)	Against Number of Shares (percentage)	Abstain Number of Shares (percentage)
Additional Ordinary Resolutions				
11	To consider and approve the amendments to the “Terms of Reference of the Supervisory Board of China Minsheng Banking Corp., Ltd.”	10,778,414,779 (99.972910%)	519,300 (0.004817%)	2,401,300 (0.022273%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as an ordinary resolution.				

12	To consider and approve the resolutions in respect of the election of the Directors of China Minsheng Banking Corp., Ltd.:			
12.1	To consider and approve the appointment of Mr. Cheng Hoi-chuen as an independent non-executive director of the Company with the same term as the current session of the Board of Directors	10,778,370,329 (99.972498%)	566,750 (0.005257%)	2,398,300 (0.022245%)
	As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as an ordinary resolution.			
12.2	To consider and approve the appointment of Mr. Ba Shusong as an independent non-executive director of the Company with the same term as the current session of the Board of Directors	10,778,274,209 (99.971607%)	662,870 (0.006148%)	2,398,300 (0.022245%)
	As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as an ordinary resolution.			
12.3	To consider and approve the appointment of Mr. Wu Di as a non-executive director of the Company with the same term as the current session of the Board of Directors	10,685,117,307 (99.107550%)	93,818,572 (0.870194%)	2,399,500 (0.022256%)
	As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as an ordinary resolution.			
Additional Special Resolution		Number of votes cast and percentage of total number		
		For Number of Shares (percentage)	Against Number of Shares (percentage)	Abstain Number of Shares (percentage)
13	To consider and approve the amendments to the Articles of Association of China Minsheng Banking Corp., Ltd.	10,040,215,426 (93.125898%)	762,422 (0.007072%)	740,357,531 (6.867030%)
	As not less than two thirds of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as a special resolution.			

For details of the resolutions considered at the Meeting, Shareholders may refer to the Notices and the circular dated 27 April 2012 and supplemental circular dated 31 May 2012, (the aforesaid two circulars are collectively referred to as the “**Circulars**”) of the Company. The Notices and Circulars

can be downloaded from the website of the Company (www.cmbc.com.cn). Unless otherwise defined in this announcement, capitalized terms used in this announcement shall have the same meanings as those defined in the Circulars.

RESIGNATION OF DIRECTORS

Reference is made to the announcement titled “Resignation of Directors and Nomination of Candidates for Directorship” dated 29 May 2012. The resignation of Mr. Liang Jinqun, Mr. Andrew Wong and Ms. Wong Hei came into effect from the date of the Meeting. Mr. Liang Jinqun ceased to be director of the Company, chairman of Nomination Committee, member of Compensation and Remuneration Committee and Related Party Transactions Supervision Committee. Mr. Andrew Wong ceased to be director of the Company, chairman of Compensation and Remuneration Committee, member of Nomination Committee, Risk Management Committee and Audit Committee. Ms. Wong Hei ceased to be director of the Company, member of Audit Committee and Related Party Transactions Supervision Committee.

The Company will appoint appropriate directors to be members or chairmen of relevant special committees as soon as practicable so as to comply with the requirements of Rule 3.25 of the Hong Kong Listing Rules.

APPOINTMENT OF DIRECTORS

Biographical details of the three Directors appointed by the above resolutions numbered 12.1, 12.2 and 12.3 as approved by the Shareholders are set out as follows:

Independent Non-executive Directors

Mr. Cheng Hoi-chuen, aged 63, is currently serving as the independent non-executive director of CLP Group, Great Eagle Holdings Limited, MTR Corporation Limited and Hui Xian Asset Management Limited. Mr. Cheng was awarded the Justice of the Peace in Hong Kong, Officer of the Order of the British Empire and Hong Kong Gold Bauhinia Star and was appointed as a member of the 11th Chinese People’s Political Consultative Conference. Mr. Cheng was the chief economist and chief financial officer of HSBC, the vice-president and chief executive officer of Hang Seng Bank, the chairman of HSBC and the chairman of HSBC Bank (China) Company Limited. Mr. Cheng was the executive director of HSBC Holdings plc and the independent non-executive director of Swire Properties Ltd. In addition, Mr. Cheng served as an adviser to the Central Policy Unit of the Government of the Hong Kong Special Administrative Region, a member of the executive council and legislative council as well as the Hong Kong Affairs Adviser to the People’s Republic of China. Mr. Cheng received a bachelor of social science degree from The Chinese University of Hong Kong in 1973 and a master of philosophy degree from The University of Auckland in New Zealand in 1979. Mr. Cheng was conferred Honorary Fellowship by The Chinese University of Hong Kong in 2002 and a degree of Doctor of business administration, *honoris causa*, by the Open University and the degree of Doctor of social science, *honoris causa*, by The Chinese University of Hong Kong in 2005.

Mr. Cheng is appointed as an independent non-executive director of the Company with the same term as the current session of the Board, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. Remuneration of Mr. Cheng will be determined with reference to the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Cheng does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Mr. Ba Shusong, aged 43, is currently serving as the deputy head of Financial Research Institute of Development Research Center of the State Council (國務院發展研究中心金融研究所副所長), the independent director of GuoYuan Securities Co., Ltd., Shanghai Great Wisdom Co.,Ltd. (上海大智慧股份有限公司), Beiya Industrial Group Co., Ltd. (北亞實業(集團)股份有限公司) and the independent non-executive director of China Chengtong Development Group Limited (中國誠通發展集團有限公司). He was the deputy division director of development and planning department of Bank of China head office, the vice president of Bank of China's Hangzhou Branch, senior manager of Bank of China Hong Kong-Macau Regional Office (中國銀行港澳管理處), assistant general manager of Risk Management Department of Bank of China (Hong Kong) Ltd., officer of Development and Planning Committee of Securities Association of China and the deputy head of the Economic Affairs Department of the Liaison Office of the Central People's Government in HKSAR. Mr. Ba was the independent director of Da An Gene Co., Ltd. of Sun Yat-sen University (中山大學達安基因股份有限公司) and Industrial Bank Co., Ltd. (興業銀行股份有限公司) and the independent non-executive director of China Investment Development Limited (中國投資開發有限公司). Mr. Ba obtained a doctor degree from the Central University of Finance and Economics in 1999. He is a research fellow and PhD tutor.

Mr. Ba is appointed as an independent non-executive director of the Company with the same term as the current session of the Board, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. Remuneration of Mr. Ba will be determined with reference to the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Ba does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company and has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

Non-executive Director

Mr. Wu Di, aged 47, is the president and CEO of Fuxin Group Co., Ltd. He is also the director of Yong An Insurance Co., Ltd. (永安保險股份有限公司) and Hangzhou United Rural Commercial Bank. Mr. Wu is the chairman of China International Chamber of Commerce for Private Sector, a member of the standing committee of Fujian Province Industrial and Commercial Confederation, the deputy chairman of Xiamen Economics Society (廈門經濟學會), Federation of Industry and Commerce of Xiamen (廈門工商聯) and Xiamen Association of Cross-strait Exchanges. Mr. Wu was the assistant director of Dalian Ocean Fishery Group and the deputy general manager of Shenzhen Tianma New Construction Material Co., Ltd. (深圳天馬新型建材實業有限公司). Mr. Wu obtained a bachelor's degree from Fisheries College of Jimei University (集美大學水產學院), formerly known as Xiamen Fisheries College (廈門水產學院) in 1986. He is a senior economist and a part-time professor of Huaqiao University.

Mr. Wu is appointed as a non-executive director of the Company with the same term as the current session of the Board, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. Remuneration of Mr. Wu will be determined with reference to the Remuneration Policy of Directors and Supervisors of the China Minsheng Banking Corp., Ltd..

Save as disclosed above, Mr. Wu does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company. Mr. Wu has no interests in the Shares within the meaning of Part XV of SFO.

In addition, there is no other information which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules. Save as disclosed above, there are no other matter that needs to be brought to the attention of the Shareholders of the Company.

PAYMENT OF FINAL DIVIDEND

The Board also wishes to notify Shareholders the details of the payment of the final dividend as follows:

The final dividend of RMB3 (inclusive of tax) in cash for every 10 Shares will be paid no later than 31 July 2012 to A Shareholders and H Shareholders whose names appear on the register of members of the Company on 26 June 2012 (the “**Record Date**”). According to the Articles of Association of the Company, dividend payable to the Company's Shareholders shall be declared in Renminbi, and dividend payable to holders of A Shares shall be paid in Renminbi while dividend payable to holders of H Shares shall be paid in Hong Kong dollars.

The actual amount of H Share dividends paid in Hong Kong dollars is calculated according to the benchmark exchange rate of Renminbi against Hong Kong dollars as published by the People's Bank of China on 15 June 2012, that is the date of the Meeting at which the final dividend is declared, (i.e. RMB0.81312 against HK\$1.00), being a cash dividend of HK\$0.36894923 per H Share (tax inclusive).

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.

Individual Income Tax Payable by Non-resident Individual Shareholders

Pursuant to the “PRC Individual Income Tax Law” (《中華人民共和國個人所得稅法》), the “PRC Implementation Regulations of the Individual Income Tax Law” (《中華人民共和國個人所得稅法實施條例》), 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 and 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.

- 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.

In order to determine the entitlement of holders of H Shares to the final dividend, the Company's register of members of H Shares will be closed from Thursday, 21 June 2012 to Tuesday, 26 June 2012 (both days inclusive) during such period no transfer of H Shares will be registered. Shareholders whose names appear on the register of members of H Shares of the Company on 26 June 2012 (Tuesday) are entitled to the final dividend. Unregistered holders of H Shares who wish to be entitled to the final dividend must lodge the transfer documents accompanied by the relevant share certificates no later than 4:30 p.m. on 20 June 2012 (Wednesday) with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

The Company will withhold payment of the relevant income tax strictly in accordance with the relevant laws or requirements of the relevant government departments and strictly based on the Company's register of members of H Shares on the Record Date. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the mechanism of withholding of enterprise income tax. The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the "**Receiving Agent**") and will pay to such Receiving Agent the final dividend declared payable to holders of H Shares.

Details of paying dividend to holders of A Shares and relevant matters will be announced in due course.

ATTESTATION BY LAWYERS

The Meeting was attested by Grandall Law Firm, Beijing Office, which issued a legal opinion, certifying that the convening and procedures of the Meeting of the Company, the qualification of the convener, the qualification of the attendees and the voting procedures were in compliance with the relevant PRC laws and regulations and the Articles of Association of the Company. The resolutions passed at the Meeting were lawful and valid.

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

Beijing, PRC
15 June 2012

As at the date of this announcement, the executive directors of the Company are Mr. Dong Wenbiao, Mr. Hong Qi and Mr. Liang Yutang; the non-executive directors are Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Wang Yugui, Mr. Chen Jian, Mr. Shi Yuzhu, Mr. Wang Hang, Mr. Wang Junhui and Mr. Wu Di; and the independent non-executive directors are Mr. Wang Songqi, Mr. Qin Rongsheng, Mr. Wang Lihua, Mr. Han Jianmin, Mr. Cheng Hoi-chuen and Mr. Ba Shusong.