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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING CONVENED ON 28 OCTOBER 2016

References are made to the notice dated 13 September 2016 (the “**Notice**”) and the circular dated 13 September 2016 (the “**Circular**”) of the second extraordinary general meeting for 2016 (the “**EGM**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”).

The board of directors (the “**Board**”) of the Company is pleased to announce the poll results of the EGM held at 2/F, Ruibin Building, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, the PRC on Friday, 28 October 2016.

For details of the resolutions considered at the EGM, Shareholders may refer to the Notice and the Circular. The Notice and the Circular can be downloaded from the websites of the Hong Kong Stock Exchange and 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 Circular.

1. CONVENING AND ATTENDANCE OF THE EGM

(1) Convening of the EGM

The EGM was held as on-site meetings on Friday, 28 October 2016 at 2/F, Ruibin Building, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, the PRC. The EGM has adopted on-site voting as well as online voting. Online voting was conducted through the trading system and the designated voting system of the Shanghai Stock Exchange.

(2) Attendance of the EGM

The total number of the issued Shares of the Company as at the meeting record date was 36,485,348,752, which was the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the EGM. No Shareholders were required to abstain from voting in favour when casting votes on any of the resolutions at the EGM according

Rule 13.40 of the Hong Kong Listing Rules. No Shareholders were required to abstain from voting according to the Hong Kong Listing Rules. Moreover, no Shareholders indicated their intention to vote against or abstain from voting on the relevant resolutions contained in the Circular despatched by the Company. A total of 57 Shareholders with voting rights and authorized proxies, holding an aggregate of 14,185,481,501 Shares which represented 38.879939% of the total number of Shares with voting rights, were present at the EGM and participated in the online voting. Among those Shareholders, there were 48 holders of A Shares and authorized proxies, holding 12,626,520,191 A Shares which represented 34.607097% of the total number of Shares with voting rights of the Company, and 9 holders of H Shares and authorized proxies, holding 1,558,961,310 H Shares which represented 4.272842% of the total number of Shares with voting rights of the Company.

2. Voting Results of the EGM

All resolutions were considered and approved at the EGM by way of poll via a combination of on-site and online voting, and the voting results are as follows:

Ordinary Resolutions		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)
1.	The resolution regarding the election of independent non-executive directors of the sixth session of the board of directors of the Company			
1.01.	To consider and approve the appointment of Mr. Liu Jipeng as independent non-executive director	14,152,864,892 (99.770070%)	23,760,109 (0.167496%)	8,856,500 (0.062434%)
	As more than half of the valid votes were cast in favor of the resolution by the Shareholders (including authorized proxies) attending the EGM, this ordinary resolution was duly passed.			
1.02.	To consider and approve the appointment of Mr. Li Hancheng as independent non-executive director	14,173,758,553 (99.917360%)	2,866,448 (0.020206%)	8,856,500 (0.062434%)
	As more than half of the valid votes were cast in favor of the resolution by the Shareholders (including authorized proxies) attending the EGM, this ordinary resolution was duly passed.			

Ordinary Resolutions		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)
1.03.	To consider and approve the appointment of Mr. Xie Zhichun as independent non-executive director	14,173,758,553 (99.917360%)	2,864,576 (0.020193%)	8,858,372 (0.062447%)
	As more than half of the valid votes were cast in favor of the resolution by the Shareholders (including authorized proxies) attending the EGM, this ordinary resolution was duly passed.			

Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, two representatives from the Company's Shareholders and a supervisor of the Company, and Zhang Lixin, lawyer from Grandall Law Firm (Beijing) were appointed as the scrutineers for the voting of the EGM.

APPOINTMENT OF DIRECTORS

Reference is made to the Circular with respect to the nominations of Mr. Liu Jipeng, Mr. Li Hancheng and Mr. Xie Zhichun as independent non-executive directors of the Company (the "**Newly Appointed Directors**"). The nominations of the Newly Appointed Directors have been approved in the EGM.

The biographical details of the Newly Appointed Directors are provided in the appendix to this announcement.

Subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations, the term of office of each of the Newly Appointed Directors shall be the same as the current session of the Board. Remuneration of each of the Newly Appointed Directors shall be determined in accordance to the *Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd.* The Newly Appointed Directors have respectively confirmed that they have fulfilled the independence factors as stipulated in Rule 3.13 of the Hong Kong Listing Rules. The Company considered that the Newly Appointed Directors are independent pursuant to the guidelines on independence under the Hong Kong Listing Rules.

None of the Newly Appointed Directors has any relationship with any of the directors, supervisors, senior management or substantial or controlling shareholders of the Company, and he does not have any interests in the shares of the Company as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in the appendix of this announcement, there is no other information in relation to the Newly Appointed Directors 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 none of the Newly Appointed Directors is involved or has 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 the appendix of this announcement, the Newly Appointed Directors neither held any directorship in any other listed companies in the last three years, nor did they hold other positions in the Company or its subsidiaries. There is no other matter that shall be brought to the attention of the Shareholders in relation to the appointments of the Newly Appointed Directors.

As the Newly Appointed Directors take office following the approvals of their appointment at the EGM, Mr. Qin Rongsheng, Ms. You Lantian and Mr. Ba Shusong cease to serve as independent non-executive directors of the Company as at the date of this announcement. The Company will complete the appointments of relevant special committees of the Board to fulfill the vacancies as soon as possible and promptly announce such appointments.

ATTESTATION BY LAWYERS

The EGM was attested by Grandall Law Firm (Beijing), which has issued a legal opinion, certifying that the convening and procedures of the EGM, the qualification of the convener, the qualification of the attendees and the voting procedures were in compliance with the relevant laws and regulations in the PRC and the Articles of Association. The poll results of the EGM were lawful and valid.

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

Beijing, PRC
28 October 2016

As at the date of this announcement, the executive directors of the Company are Mr. Hong Qi, Mr. Liang Yutang and Mr. Zheng Wanchun; the non-executive directors of the Company are Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Wang Yugui, Mr. Wang Hang, Mr. Wang Junhui, Mr. Wu Di, Mr. Guo Guangchang and Mr. Yao Dafeng; and the independent non-executive directors of the Company are Mr. Wang Lihua, Mr. Han Jianmin, Mr. Cheng Hoi-chuen, Mr. Liu Jipeng, Mr. Li Hancheng and Mr. Xie Zhichun.

Appendix: Biographical Details of the Newly Appointed Directors

The biographical details of the Newly Appointed Directors are set out as follows:

Mr. Liu Jipeng (劉紀鵬), aged 60, has been the director, professor and doctoral tutor of the Capital Research Centre of China University of Political Science and Law (中國政法大學資本金融研究院) since June 2015. He is also a deputy head of the Independent Director Committee of China Association for Public Companies and vice chairman of the China Enterprise Reform and Development Society (中國企業改革與發展研究會). Mr. Liu Jipeng has been an independent director of AVIC Capital Co., Ltd. (中航資本控股股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600705) since May 2011, an independent director of Zhongjin Gold Corp., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600489) since May 2014 and independent director of Chongqing Changan Automobile Co., Ltd. (重慶長安汽車股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000625) since March 2016. Mr. Liu Jipeng was a professor of law and economic research centre of China University of Political Science and Law from April 2006 to June 2015, professor and head of corporate research centre of Capital University of Economics and Business from September 2001 to April 2006, chairman of Beijing Standard Consultancy Company Limited (北京標準諮詢有限公司) from February 1993 to June 1996, director and assistant researcher of CITIC International Research Centre (中信國際研究所) from April 1989 to January 1997 and deputy academic secretary (deputy director grade) and assistant researcher of Institute of Industrial Economics of China Academy of Social Science from July 1986 to March 1989. Mr. Liu Jipeng was the captain of 52914 squad of PLA and worker of power plant in Shijingshan, Beijing. Mr. Liu Jipeng received his bachelor degree from the Department of Industry and Economics (工業經濟系) of Beijing Institute of Economics in July 1983 and a master degree from the Chinese Academy of Social Sciences in July 1986. Mr. Liu Jipeng is a senior economist and qualified as certified public accountant (non-practicing).

Mr. Li Hancheng (李漢成), aged 53, is a senior partner and a lawyer of Beijing S&P Law Firm, and qualified as a lawyer in the People's Republic of China. He is also a member of China Maritime Law Association, All China Lawyers Association, and Beijing Lawyers' Association. He has been an independent non-executive director of Styland Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 00211) since December 2008, and an external director of Beijing Electronics Holding Company Limited since February 2015. Mr. Li Hancheng was the administration officer and manager of Beijing S&P Law Firm from May 2000 to December 2004, and officer and senior officer of the office of personnel and deputy head of the Supreme People's Court of the People's Republic of China and assistant judge, judge and senior judge of Economic Division from July 1984 to April 2000. Mr. Li Hancheng graduated from Southwest University of Political Science & Law (now known as Southwest University of Political Science and Law) and received his bachelor's degree in law.

Mr. Xie Zhichun (解植春), aged 58, is the vice chairman of the consultation committee of Shenzhen Qianhai Shekou Free Trade Zone and Qianhai Shenzhen — Hong Kong Cooperation Zone, specially-engaged professor of China Center for Special Economic Zone Research in Shenzhen University and postgraduate supervisor of PBC School of Finance in Tsinghua University. Mr. Xie Zhichun has served as an independent non-executive director of China Taiping Insurance Holdings Company Limited (a company listed on the Hong Kong Stock Exchange,

stock code: 00966) and Sun Life Hong Kong Limited (香港永明金融有限公司) of Sun Life Financial Services (Canada) (加拿大永明金融集團) since 2015. He acted as deputy manager of China Investment Corporation and executive director and general manager of Central Huijin Investment Ltd. from 2014 to 2015. From 2008 to 2014, Mr. Xie Zhichun was an executive director and deputy manager of China Everbright Group Limited and chairman of the board of directors of Sun Life Everbright Life Insurance Co., Ltd. and chairman of the board of directors of Sun Life Everbright Asset Management Co., Ltd. From 2006 to 2008, he acted as the vice president and director of reorganization and listing office of China Everbright Bank Company Limited. Mr. Xie Zhichun acted as a director and chief executive officer of Everbright Securities Company Limited, an executive director of China Everbright Group, an executive director of China Everbright Limited (a company listed on the Hong Kong Stock Exchange, stock code: 00165), a vice chairman (unattending) of China Enterprises Association (Singapore), a director of Shenyin & Wanguo Securities Co., Ltd., a director of Everbright Pramerica Fund Management Co., Ltd. and a vice chairman (unattending) of Securities Association of China from 2001 to 2006. From 1997 to 2001, he acted as an executive director and president of China Everbright Asia-Pacific Company Limited (a company listed on Singapore Exchange), a director of Shenyin & Wanguo Securities Co., Ltd, chairman of the board of directors of China Everbright Asia-Pacific (New Zealand) Company, chairman of the board of directors of China Everbright (South Africa) Company, a director of China Everbright Asia-Pacific Industrial Investment Fund Management Company (中國光大亞太工業投資基金管理公司), a director of Thailand Sunflower Company (泰國向日葵公司) and director of 16 domestic and overseas companies under the China Everbright Group. Mr. Xie Zhichun was a director and vice president of Everbright Securities Company Limited, a director of China Everbright Financial Holding Company (Hong Kong) (中國光大金融控股公司 (香港)), a general manager of northern head office of Everbright Securities Company Limited, a director of Da Cheng Investment Fund Management Company, a deputy director of preparation team and deputy president of China Everbright Bank, Dalian Branch and the general manager of international department of China Everbright Bank, Heilongjiang Branch from 1992 to 1999. Mr. Xie Zhichun graduated from Heilongjiang University in 1982 and received his bachelor's degree in philosophy. In 1993, he graduated from Harbin Institute of Technology and received his master's degree in economics. In 2004, Mr. Xie graduated from Nankai University and received his doctor of philosophy in economics. He attended the strategy and leadership training program organized by the Central Community Party School in 2013. Mr. Xie attended an advanced management program in Yale School of Management in the United States from August to September 2011, the 21st a one-year mature youth training course organized by the Central Community Party School from 2005 to 2006, an advanced management program in Harvard Business School (AMP156) from April to July 1999 and the 4th training program for young officer cadet organized by the Central Community Party School. Mr. Xie Zhichun is qualified as senior economist.