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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)

ANNOUNCEMENT

VOTING RESULTS OF 2013 ANNUAL GENERAL MEETING

VOTING RESULTS OF THE MEETING

According to the Notice of 2013 Annual General Meeting dated 23 April 2014 (the “**Notice**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”), the 2013 Annual General Meeting (the “**Meeting**”) of the Company was held at 2:00 p.m. Tuesday, 10 June 2014 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, the People's Republic of China (the “**PRC**”) with a combination of on-site and online voting. The meeting was chaired by Mr. Hong Qi, the Vice Chairman of the Board and President, as entrusted by Mr. Dong Wenbiao, the Chairman of the Board in writing.

The total number of issued Shares of the Company as at 9 May 2014, the record date for the Meeting, was 28,366,294,075 Shares, which was the total number of Shares entitling its holders to attend and vote for or against or abstain from voting on the resolutions proposed at the Meeting. There were no shareholders who were required to abstain from voting in favour, or required to abstain from voting when casting votes on any of the resolutions at the Meeting according to rule 13.40 of the Rules Governing the Listing of Securities (the “**Hong Kong Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”). In addition, in the Circular (as defined below) of the Company, none of the shareholders has stated his/her/its intention to vote against the relevant resolution or to abstain. A total of 264 Shareholders and authorized proxies, holding 12,078,745,911 Shares, representing 42.581332% of the total number of Shares with voting rights of the Company, were present at the Meeting or participated the online voting. Among those Shareholders, 254 holders of A Shares and authorized proxies, holding 10,693,486,912 A Shares, representing 37.697864% of the total number of Shares with voting rights of the Company, were present at the Meeting or participated the online voting; 10 holders of H Shares and authorized proxies, holding 1,385,258,999 H Shares, representing 4.883468% of the total number of Shares with voting rights of the Company, were present at the Meeting or participated the online voting.

Some of the directors, supervisors and senior management of the Company attended the Meeting, in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company.

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

All resolutions were considered and passed at the Meeting 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 cast of Shares		
		For	Against	Abstain
		Number of Shares (percentage)	Number of Shares (percentage)	Number of Shares (percentage)
1.	To consider and approve the annual report for 2013 of the Company	12,072,290,731 (99.946558%)	4,012,729 (0.033221%)	2,442,451 (0.020221%)
	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 for 2013 of the Company	12,072,271,731 (99.946400%)	4,028,709 (0.033354%)	2,445,471 (0.020246%)
	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 for 2014 of the Company	12,072,399,531 (99.947458%)	3,982,409 (0.032971%)	2,363,971 (0.019571%)
	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 for 2013 of the Company	12,072,300,731 (99.946640%)	3,985,709 (0.032998%)	2,459,471 (0.020362%)
	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 for 2013 of the Company	12,072,300,731 (99.946640%)	3,985,709 (0.032998%)	2,459,471 (0.020362%)
	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.			

Ordinary Resolutions		Number of votes cast and percentage of total number cast of Shares		
		For	Against	Abstain
		Number of Shares (percentage)	Number of Shares (percentage)	Number of Shares (percentage)
6.	To consider and approve the proposed profit distribution plan of the Company for the second half of 2013 (including the issuance of Bonus Shares and the payment of Dividend)	12,048,316,391 (99.748074%)	28,007,279 (0.231872%)	2,422,241 (0.020054%)
	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 appointment and remuneration of the auditing firm for 2014	12,072,129,091 (99.945219%)	3,989,649 (0.033031%)	2,627,171 (0.02175%)
	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.			
8.	To consider and approve the appointment of Mr. Mao Xiaofeng as a director of the sixth session of the Board with the same term of offices as the current session of the Board	12,032,654,114 (99.618406%)	43,573,496 (0.360745%)	2,518,301 (0.020849%)
	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.			

Note: The qualification of Mr. Mao Xiaofeng to act as a director is subject to confirmation from the relevant regulatory authority.

For details of the resolutions considered at the Meeting, Shareholders may refer to the Notice and the Circular of the Company dated 23 April 2014 (the “**Circular**”). The Notice and the Circular can be downloaded from the website of the Company (www.cmbc.com.cn). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

DISTRIBUTION OF DIVIDEND AND ISSUANCE OF BONUS SHARES

The Board also wishes to notify Shareholders the details of the distribution of dividend and issuance of Bonus Shares as follows:

The Company will distribute dividend of RMB1 (before tax) in cash for every 10 shares to H Shareholders (the “**Dividend**”) whose names appear on the register of members of the Company on 19 June 2014 (the “**Record Date**”), and will issue Bonus Shares to the H Shareholders (the “**Bonus H Shares**”) whose name appear on the register of members of the Company on the Record Date

on the basis of two Bonus Shares for every 10 existing shares held by them on such Record Date. According to the Articles of Association of the Company, the cash dividends shall be calculated and declared in Renminbi, and shall be paid to the holders of A Shares in Renminbi and the holders of H Shares in Hong Kong dollars.

The actual amount of Dividend 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 10 June 2014, the date of the Meeting at which the final dividend is declared, (i.e. RMB0.79274 against HK\$1.00), being a cash dividend of HK\$0.12614476 per H Share (tax inclusive).

Timetable

Below contains the relevant dates regarding the distribution of Dividend and the issuance of Bonus H Shares:

Despatch of share certificates of the Bonus H Shares	Friday, 11 July 2014
Commencement of dealings in the Bonus H Shares	Monday, 14 July 2014
Distribution of Dividends	Friday, 8 August 2014

The Board will despatch the share certificates for the Bonus H Shares to the H Shareholders entitled thereto at their own risk on Friday, 11 July 2014 by ordinary post.

Dealings in the Bonus H Shares are expected to commence on Monday, 14 July 2014.

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong ("**Receiving Agent**") and will pay to such Receiving Agent the Dividend declared payable to holders of H Shares. The Dividend will be paid by the Receiving Agent on or about Friday, 8 August 2014, and the relevant cheques will be despatched on the same day to holders of H Shares who are entitled to receive such Dividend by ordinary post and at their own risk.

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 enterprise income tax on behalf of non-resident enterprise Shareholders at the rate of 10% when the Company distributes Dividend and Bonus Shares 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 or trustees, or other organizations or groups, shall be deemed to be Shares held by non-resident enterprise Shareholder(s), and therefore the enterprise income tax shall be withheld from any dividend 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 "Implementation Regulations of the PRC 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 Stock Exchange of Hong Kong Limited 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 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 20% on behalf of these individual H Shareholders.

In order to determine the entitlement of Shareholders to the Dividend and Bonus H Shares, the register of members of H Shares of the Company will be closed from Saturday, 14 June 2014 to Thursday, 19 June 2014 (both days inclusive), during which period no registration of Shares of the Company will be effected. Where the holders holding H shares who have not registered with the Company intend to receive the Dividend and Bonus H Shares, all share certificates and 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, 13 June 2014. H Shareholders whose names appear on the register of members of the Company on Thursday, 19 June 2014 will be entitled to receive the Dividend and Bonus H Shares.

The Company will withhold payment of the enterprise and individual income tax (which shall be levied on the par value of RMB1 so far as Bonus H Shares are concerned) strictly in accordance with the relevant laws or requirements of the relevant government departments and 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.

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

APPOINTMENT OF DIRECTOR

Reference is made to an announcement dated 28 March 2014 regarding the nomination of Mr. Mao Xiaofeng as a director of the Company. The nomination was submitted to and appointed by the above resolution numbered 8 as approved by the Shareholders.

Biographical details of Mr. Mao Xiaofeng are set out as follows:

Mr. Mao Xiaofeng, aged 42, is a vice president of the Company, appointed in April 2008. Mr. Mao is also the chairman of Corporate Banking Management Commission of the Company and an independent non-executive director of Modern Media Holdings Limited (listed on the Hong Kong Stock Exchange (stock code: 00072)). Mr. Mao Xiaofeng joined the Company as a deputy director of the general office of the head office of the Company in 2002 and has served as secretary to the Board and company secretary of the Company since June 2003 and March 2004, respectively. Prior to joining the Company, Mr. Mao Xiaofeng was the director of the general office of the central committee of China Communist Youth League from 1999 to 2002, a deputy secretary of the committee of Communist Party of China of Zhijiang Dong Autonomous County in Hunan Province from 1995 to 1996, an assistant to the mayor of Zhijiang Dong Autonomous County in Hunan Province from 1994 to 1995 and the executive vice chairman of All-China Students' Federation from 1992 to 1993. Mr. Mao Xiaofeng obtained a master's degree in industrial and foreign trade from Hunan University in 1995, a doctorate degree in management from Hunan University in 1998, and a master's degree in public administration from the John F. Kennedy School of Government at Harvard University in the U.S.A. in 2000.

Except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations, Mr. Mao Xiaofeng, as a director of the Company is subject to the same term as the current session of the Board. Remuneration of Mr. Mao Xiaofeng will be determined with reference to the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd. The appointment of Mr. Mao Xiaofeng as a director is in compliance with the appointment qualification and condition of directors according to the relevant laws and regulations as well as the articles of association of the Company.

Save as disclosed in the above biography, Mr. Mao Xiaofeng does not have any other relationship with any of the directors, supervisors, senior management, substantial shareholder or controlling shareholder 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). Mr. Mao Xiaofeng is not in possession of any information subject to disclosure pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules, and he 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. Mr. Mao Xiaofeng neither held any directorship in any other listed companies in the last three years, nor did he hold other positions in the Company or its subsidiaries. There is no other matter that shall be brought to the attention of the shareholders of the Company.

ATTESTATION BY LAWYERS

The Meeting was attested by Grandall Law Firm, Beijing Office which has 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 of Directors
CHINA MINSHENG BANKING CORP., LTD.
Dong Wenbiao
Chairman

Beijing, PRC
10 June 2014

As at the date of this announcement, the executive directors of the Company are Dong Wenbiao, Hong Qi, Liang Yutang and Mao Xiaofeng; the non-executive directors of the Company are Zhang Hongwei, Lu Zhiqiang, Liu Yonghao, Wang Yugui, Wang Hang, Wang Junhui, Wu Di and Guo Guangchang; and the independent non-executive directors of the Company are Qin Rongsheng, Wang Lihua, Han Jianmin, Cheng Hoi-chuen, Ba Shusong and You Lantian.