

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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)**

## **POLL RESULTS OF 2014 ANNUAL GENERAL MEETING**

### **VOTING RESULTS OF THE MEETING**

According to the Notice of 2014 Annual General Meeting dated 30 April 2015 (the “**Meeting Notice**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”), the 2014 Annual General Meeting (the “**Meeting**”) of the Company was held at 2:00 p.m. on Thursday, 18 June 2015 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 Chairman of the Board.

The total number of the issued Shares of the Company as at the Meeting record date was 34,259,746,966 which was the total number of Shares entitling the holders to vote on the resolutions proposed at the Meeting. There were no shareholders who were required to abstain from voting in favour when casting votes on any of the resolutions at the Meeting according to Rule 13.40 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”). There were no Shareholders who were required to abstain from voting according to the Hong Kong Listing Rules. In addition, in the circular of the Company dated 30 April 2015 (the “**Circular**”), none of the Shareholders has stated his/her/its intention to vote against the relevant resolutions or to abstain from voting. A total of 160 Shareholders and authorized proxies who were entitled to vote, holding 16,015,124,812 Shares, representing 46.746185% 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, 148 holders of A Shares and authorized proxies, holding 14,046,939,723 A Shares, representing 41.001294% of the total number of Shares with voting rights of the Company, were present at the Meeting or participated the online voting; 12 holders of H Shares and authorized proxies, holding 1,968,185,089 H Shares, representing 5.744891% of the total number of Shares with voting rights of the Company, were present at the Meeting or participated in the online voting.

Certain 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 and Tian Bi from Grandall Law Firm, Beijing Office, were appointed as the scrutineers for the voting of the Meeting.

All resolutions were considered and approved 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 Number of Shares (percentage)	Against Number of Shares (percentage)	Abstain Number of Shares (percentage)
1.	To consider and approve the annual report for 2014 of the Company	16,013,309,938 (99.988668%)	864,552 (0.005398%)	950,322 (0.005934%)
	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 2014 of the Company	16,013,309,938 (99.988668%)	864,552 (0.005398%)	950,322 (0.005934%)
	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 appropriation to statutory surplus reserve of the Company	16,013,532,538 (99.990058%)	864,552 (0.005398%)	727,722 (0.004544%)
	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 proposed profit distribution plan for the second half of 2014 of the Company	16,013,265,865 (99.988393%)	1,144,799 (0.007148%)	714,148 (0.004459%)
	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 annual budgets for 2015 of the Company	16,013,287,155 (99.988525%)	1,115,935 (0.006968%)	721,722 (0.004507%)
	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 Number of Shares (percentage)	Against Number of Shares (percentage)	Abstain Number of Shares (percentage)
6.	To consider and approve the work report of the board of directors for 2014 of the Company	16,013,056,735 (99.987087%)	1,117,755 (0.006979%)	950,322 (0.005934%)
	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 work report of the supervisory board for 2014 of the Company	16,013,026,735 (99.986899%)	1,147,755 (0.007167%)	950,322 (0.005934%)
	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 and remuneration of the auditing firm for 2015	15,833,854,386 (98.868130%)	177,170,184 (1.106268%)	4,100,242 (0.025602%)
	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.			
Special resolutions		Number of votes cast and percentage of total number cast of Shares		
		For Number of Shares (percentage)	Against Number of Shares (percentage)	Abstain Number of Shares (percentage)
1.	To consider and approve the granting of general mandate to issue shares to the Board	14,701,528,090 (91.797774%)	1,311,751,940 (8.190707%)	1,844,782 (0.011519%)
	As more 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.			
2.	To consider and approve the changes to the issuance plan of financial bonds for 2015-2016	15,912,358,092 (99.358315%)	100,913,998 (0.630116%)	1,852,722 (0.011569%)
	As more 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 Meeting Notice and the Circular. The Meeting Notice and the Circular can be downloaded from the websites of the Company ([www.cmbc.com.cn](http://www.cmbc.com.cn)) and Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

### **Distribution of final dividend**

The Board also wishes to notify Shareholders the details of the distribution of final dividend for 2014 (the “**Final Dividend**”) as follows:

The Company will distribute Final Dividend in cash to holders of H Shares whose names appear on the register of members of the Company on 30 June 2015 (the “**Record Date**”) in the amount of RMB1.10 (tax inclusive) for every 10 Shares held. The Final Dividend will be denominated and declared in RMB and will be paid in RMB to investors of Shanghai-Hong Kong Stock Connect. Aside from investors of Shanghai-Hong Kong Stock Connect, the Final Dividend will be paid in RMB to holders of A shares and paid in HK dollar to holders of H shares.

The actual amount of H Share Final Dividend distributed in Hong Kong dollar shall be calculated at the benchmark exchange rate (RMB0.78849 to HKD1.00) published by the People’s Bank of China on 18 June 2015 (the date of Meeting on which the distribution of Final Dividend is declared), being HKD0.13950716 per H Share (tax inclusive).

According to the Enterprise Income Tax Law of the PRC ( 中華人民共和國企業所得稅法 ) and its implementation regulations (the “**EIT Law**”), the tax rate of the enterprise income tax applicable to the income of a non-resident enterprise deriving from the PRC is 10%. For this purpose, any H Shares registered under the name of non-individual enterprise, including the H Shares registered under the name of HKSCC Nominees Limited, other nominees or trustees, or other organizations or entities, shall be deemed as shares held by non-resident enterprise shareholders (as defined under the EIT Law). The Company will distribute the dividend to those non-resident enterprise shareholders subject to a deduction of 10% enterprise income tax withheld and paid by the Company on their behalf.

Any resident enterprise (as defined under the EIT Law) which has been legally incorporated in the PRC or which was established pursuant to the laws of foreign countries (regions) but has established effective administrative entities in the PRC, and whose name appears on the Company’s H Share register should deliver a legal opinion ascertaining its status as a resident enterprise furnished by a qualified PRC lawyer (with the official chop of the law firm issuing the opinion affixed thereon) and relevant documents to Computershare Hong Kong Investor Services Limited, the Company’s H Share registrar, in due course, if they do not wish to have the 10% enterprise income tax withheld and paid on their behalf by the Company.

Pursuant to the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guoshuifa (1993) No. 045 Document (關於國稅發(1993) 045 號文件廢止後有關個人所得稅徵管問題的通知) (the “**Notice**”) issued by the State Administration of Taxation on 28 June 2011, the dividend to be distributed by the PRC non-foreign invested enterprise which has issued shares in Hong Kong to the overseas resident individual shareholders, is subject to the individual income tax with a tax rate of 10% in general.

However, the tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries of their residence and Mainland China. Thus, 10% individual income tax will be withheld from the dividend payable to any individual shareholders of H Shares whose names appear on the H Share register of members of the Company on the Record Date, unless otherwise stated in the relevant taxation regulations, tax treaties or the Notice.

### **Profit Distribution to Investors of Northbound Trading**

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares of the Company listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividends will be distributed in RMB by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and 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%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded. The record date and the date of distribution of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the holders of A Shares of the Company.

### **Profit Distribution to Investors of Southbound Trading**

For investors of the Shanghai Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the Company has entered into the Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading ( 港股通 H 股股票現金紅利派發協議 ) with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H Shares for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system. The cash dividends for the investors of H Shares of Southbound Trading will be paid in RMB. Pursuant to the relevant requirements under the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2014] No. 81), for dividends received by domestic investors from investing in H Shares listed on the Hong Kong



Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H Shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H Shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H shares of the Company.

In order to determine the entitlement of holders of H Shares to the Final Dividend, the register of members of H Shares of the Company will be closed from Thursday, 25 June 2015 to Tuesday, 30 June 2015 (both days inclusive), during which period no registration of H Shares of the Company will be effected. H Shareholders whose names appear on the register of members of H Shares of the Company on Tuesday, 30 June 2015 shall be entitled to the Final Dividend. Where the holders holding H Shares who have not registered with the Company intend to receive the Final Dividend, 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 Wednesday, 24 June 2015.

The Final Dividend is currently expected to be distributed to H Shareholders on Monday, 27 July 2015.

The Company will withhold payment of relevant income tax 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 payment of relevant income tax. The Company will not be liable for any claim arising from any delay in, or inaccurate determination of the status of the Shareholders or any disputes over the mechanism of withholding. For the holders of H Shares of the Company who are not investors of Southbound Trading, the Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the “**Receiving Agent**”) and has paid the declared Final Dividend to the Receiving Agent for their onward payment to holders of H Shares. For the holders of H Shares of the Company investing in Southbound Trading, the Final Dividend will be paid through the depositary and clearing system of China Securities Depository and Clearing Corporation Limited. For the holders of H Shares of the Company who are not investors of Southbound Trading, the dividend will be paid to the relevant Shareholders by the Receiving Agent on or about Monday, 27 July 2015, 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 while the risk of the delivery shall be borne by the receivers. For the holders of H Shares of the Company investing in Southbound Trading, the Final Dividend will be paid to the investors by China Securities Depository and Clearing Corporation Limited through clearing agency participants.

Details of distribution of the Final 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 has issued a legal opinion, certifying that the convening and procedures of the Meeting, 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.**  
**Hong Qi**  
*Chairman*

Beijing, PRC  
18 June 2015

*As at the date of this announcement, the executive directors of the Company are Mr. Hong Qi and Mr. Liang Yutang; 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. Qin Rongsheng, Mr. Wang Lihua, Mr. Han Jianmin, Mr. Cheng Hoi-chuen, Mr. Ba Shusong and Ms. You Lantian.*