

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 company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01988)

**POLL RESULTS OF
EXTRAORDINARY GENERAL MEETING,
A SHARE CLASS MEETING AND
H SHARE CLASS MEETING CONVENED ON
1 FEBRUARY 2016**

The board of directors (the “**Board**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”) is pleased to announce the poll results of the first extraordinary general meeting for 2016 of the Company (the “**EGM**”), the first A share class meeting for 2016 of the Company (the “**A Share Class Meeting**”), and the first H share class meeting for 2016 of the Company (the “**H Share Class Meeting**”) (together with the EGM and the A Share Class Meeting, collectively referred to as the “**Meetings**”) held at the Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, the PRC on Monday, 1 February 2016.

For details of the resolutions considered at the Meetings, Shareholders may refer to the circular (the “**Circular**”), dated 8 January 2016. The Circular can be downloaded from the websites of The Stock Exchange of Hong Kong Limited (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 MEETINGS

(1) Convening of the Meetings

The Meetings were held as on-site meetings on Monday, 1 February 2016 at the Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, the PRC. The EGM and the A Share Class Meeting have 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, in which the holders of A Shares of the Company participated. The H Share Class Meeting has adopted on-site voting.

(2) Attendance of the Meetings

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 to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No Shareholders were required to abstain from voting according to the 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 96 Shareholders with voting rights and authorized proxies, holding an aggregate of 11,632,139,157 Shares which represented 31.881672% 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 90 holders of A Shares and authorized proxies, holding 10,303,256,542 A Shares which represented 28.239436% of the total number of Shares with voting rights of the Company, and 6 holders of H Shares and authorized proxies, holding 1,328,882,615 H Shares which represented 3.642236% of the total number of Shares with voting rights of the Company.

Attendance of the A Share Class Meeting

The total number of the issued A Shares of the Company as at the meeting record date was 29,551,769,344, which was the total number of A Shares entitling the holders to attend and vote on the resolutions proposed at the A Share Class Meeting. No Shareholders were required to abstain from voting in favour when casting votes on any of the resolutions at the A Share Class Meeting according to Rule 13.40 of the Listing Rules. No Shareholders were required to abstain from voting according to the 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 90 holders of A Shares with voting rights and authorized proxies, holding an aggregate of 10,303,256,542 A Shares which represented 34.865109% of the total number of A Shares with voting rights, were present at the A Share Class Meeting and participated in the online voting.

Attendance of the H Share Class Meeting

The total number of the issued H Shares of the Company as at the meeting record date was 6,933,579,408, which was the total number of H Shares entitling the holders to attend and vote on the resolutions proposed at the H Share Class Meeting. No Shareholders were required to abstain from voting in favour when casting votes on any of the resolutions at the H Share Class Meeting according to Rule 13.40 of the Listing Rules. No Shareholders were required to abstain from voting according to the 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 5 holders of H Shares with voting rights and authorized proxies, holding an aggregate of 1,270,755,921 H Shares which represented 18.327560% of the total number of H Shares with voting rights, were present at the H Share Class Meeting.

The Meetings were convened by the Board and chaired by Mr. Liang Yutang, the Vice Chairman of the Board, as entrusted by Mr. Hong Qi, the Chairman of the Board. Some of the Directors, supervisors and senior management of the Company attended the Meetings, which complied with the requirements of the Company Law of the PRC, the Listing Rules and the Articles of Association of China Minsheng Banking Corp., Ltd. (the “**Articles of Association**”).

2. Voting Results of the Meetings

(1) Voting results of the EGM

The Shareholders of A Shares and H Shares of the Company present at the EGM considered and approved the following resolutions by way of open poll (on-site voting and online voting) and the voting results are as follows:

Special 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.	To consider and approve the Proposal in respect of Change of Registered Capital of China Minsheng Banking Corp., Ltd.	11,626,506,281 (99.951575%)	2,797,976 (0.024054%)	2,834,900 (0.024371%)
	As more than two-thirds of the valid votes were cast in favor of the resolution by the Shareholders (including authorized proxies) attending the EGM, this special resolution was duly passed.			
2.	To consider and approve the Proposal in respect of Amendments to the Articles of Association of China Minsheng Banking Corp., Ltd.	11,626,506,281 (99.951575%)	2,797,976 (0.024054%)	2,834,900 (0.024371%)
	As more than two-thirds of the valid votes were cast in favor of the resolution by the Shareholders (including authorized proxies) attending the EGM, this special resolution was duly passed.			
3.	To consider and approve the Proposal in respect of the Qualification of China Minsheng Banking Corp., Ltd. in relation to the Non-public Issuance of Preference Shares	11,626,486,281 (99.951403%)	2,825,976 (0.024295%)	2,826,900 (0.024302%)
	As more than two-thirds of the valid votes were cast in favor of the resolution by the Shareholders (including authorized proxies) attending the EGM, this special resolution was duly passed.			

Special 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)
4.	To consider and approve each of the following items of the Proposal in respect of Non-public Issuance of Domestic Preference Shares by China Minsheng Banking Corp., Ltd.:			
	(1) Type and number of securities to be issued	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(2) Maturity	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(3) Method of issuance	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(4) Places	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(5) Nominal value and issue price	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(6) Dividend distribution provisions	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(7) Conditional redemption terms	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(8) Terms of mandatory conversion	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(9) Restriction on and restoration of voting rights	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(10) Order of distribution of residual assets and basis for liquidation	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(11) Use of proceeds	11,626,506,281 (99.951575%)	2,797,976 (0.024054%)	2,834,900 (0.024371%)
	(12) Rating	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(13) Guarantee	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(14) Transferability	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(15) Compliance of latest regulatory requirements	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)

Special 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)
	(16) Effective period of the resolution of the non-public issuance of preference shares	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(17) Relationship between domestic and offshore issuances	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	As more than two-thirds of the valid votes were cast in favor of the resolution by the Shareholders (including authorized proxies) attending the EGM, this special resolution was duly passed.			
5.	To consider and approve each of the following items of the Proposal in respect of Non-public Issuance of Offshore Preference Shares by China Minsheng Banking Corp., Ltd.:			
	(1) Type and number of securities to be issued	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(2) Maturity	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(3) Method of issuance	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(4) Placees	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(5) Nominal value and issue price	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(6) Dividend distribution provisions	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(7) Conditional redemption terms	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(8) Terms of mandatory conversion	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(9) Restriction on and restoration of voting rights	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(10) Order of distribution of residual assets and basis for liquidation	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(11) Use of proceeds	11,626,506,281 (99.951575%)	2,797,976 (0.024054%)	2,834,900 (0.024371%)

Special 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)
	(12) Rating	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(13) Guarantee	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(14) Transferability	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(15) Compliance of latest regulatory requirements	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(16) Effective period of the resolution of the non-public issuance of preference shares	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	(17) Relationship between domestic and offshore issuances	11,626,486,281 (99.951403%)	2,817,976 (0.024226%)	2,834,900 (0.024371%)
	As more than two-thirds of the valid votes were cast in favor of the resolution by the Shareholders (including authorized proxies) attending the EGM, this special resolution was duly passed.			
6.	To consider and approve the Proposal in respect of Feasibility Analysis Report of the Use of Proceeds from Non-public Issuance of Preference Shares of China Minsheng Banking Corp., Ltd.	11,626,506,281 (99.951575%)	2,797,976 (0.024054%)	2,834,900 (0.024371%)
	As more than two-thirds of the valid votes were cast in favor of the resolution by the Shareholders (including authorized proxies) attending the EGM, this special resolution was duly passed.			
7.	To consider and approve the Proposal in respect of Authorization to the Board and its Authorized Persons by the Shareholders' General Meeting to Exercise Full Power to Deal with Matters Relating to the Issuance of Preference Shares	11,626,506,281 (99.951575%)	2,797,976 (0.024054%)	2,834,900 (0.024371%)
	As more than two-thirds of the valid votes were cast in favor of the resolution by the Shareholders (including authorized proxies) attending the EGM, this special resolution was duly passed.			

Special 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)
8.	To consider and approve the Proposal in respect of the Amendments to the Articles of Association (Preference Shares) of China Minsheng Banking Corp., Ltd.	11,623,780,196 (99.928139%)	5,524,061 (0.047490%)	2,834,900 (0.024371%)
As more than two-thirds of the valid votes were cast in favor of the resolution by the Shareholders (including authorized proxies) attending the EGM, this special 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.	To consider and approve the Proposal in respect of the 2015 Interim Profit Distribution Plan of China Minsheng Banking Corp., Ltd.	11,626,768,981 (99.953833%)	2,535,276 (0.021796%)	2,834,900 (0.024371%)
As more than 50% of the valid votes were cast in favor of this resolution by the Shareholders (including authorized proxies) attending the EGM, this ordinary resolution was duly passed.				
2.	To consider and approve the Proposal in respect of the Election of Mr. Zheng Wanchun as an Executive Director of the Sixth Session of the Board of Directors of China Minsheng Banking Corp., Ltd.	11,599,242,576 (99.717192%)	30,061,681 (0.258437%)	2,834,900 (0.024371%)
As more than 50% of the valid votes were cast in favor of this resolution by the Shareholders (including authorized proxies) attending the EGM, this ordinary resolution was duly passed.				
3.	To consider and approve the Proposal in respect of Formulation of Capital Management Plan for 2016 to 2018 of China Minsheng Banking Corp., Ltd.	11,626,768,981 (99.953833%)	2,535,276 (0.021796%)	2,834,900 (0.024371%)
As more than 50% of the valid votes were cast in favor of this 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)
4.	To consider and approve the Proposal in respect of Formulation of Shareholder Return Plan for 2016 to 2018 of China Minsheng Banking Corp., Ltd.	11,586,182,981 (99.604921%)	43,121,276 (0.370708%)	2,834,900 (0.024371%)
	As more than 50% of the valid votes were cast in favor of this resolution by the Shareholders (including authorized proxies) attending the EGM, this ordinary resolution was duly passed.			
5.	To consider and approve the Proposal in respect of Impacts on Dilution of Current Returns of Non-public Issuance of Preference Shares and the Remedial Measures of China Minsheng Banking Corp., Ltd.	11,626,506,281 (99.951575%)	2,797,976 (0.024054%)	2,834,900 (0.024371%)
	As more than 50% of the valid votes were cast in favor of this resolution by the Shareholders (including authorized proxies) attending the EGM, this ordinary resolution was duly passed.			
6.	To consider and approve the Proposal in respect of Amendments to the Rules of Procedures for Shareholders' General Meeting (Preference Shares) of China Minsheng Banking Corp., Ltd.	11,626,753,481 (99.953700%)	2,550,776 (0.021929%)	2,834,900 (0.024371%)
	As more than 50% of the valid votes were cast in favor of this resolution by the Shareholders (including authorized proxies) attending the EGM, this ordinary resolution was duly passed.			
7.	To consider and approve the Proposal in respect of Amendments to the Rules of Procedures for the Meeting of the Board of Directors (Preference Shares) of China Minsheng Banking Corp., Ltd.	11,626,753,481 (99.953700%)	2,550,776 (0.021929%)	2,834,900 (0.024371%)
	As more than 50% of the valid votes were cast in favor of this resolution by the Shareholders (including authorized proxies) attending the EGM, this ordinary resolution was duly passed.			

(2) Voting results of the A Share Class Meeting

The holders of the A Shares of the Company present at the A Share Class Meeting considered and approved the following resolutions by way of open poll (on-site voting and online voting) and the voting results are as follows:

Special 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.	To consider and approve each of the following items of the Proposal in respect of Non-public Issuance of Domestic Preference Shares by China Minsheng Banking Corp., Ltd.:			
	(1) Type and number of securities to be issued	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(2) Maturity	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(3) Method of issuance	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(4) Placees	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(5) Nominal value and issue price	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(6) Dividend distribution provisions	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(7) Conditional redemption terms	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(8) Terms of mandatory conversion	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(9) Restriction on and restoration of voting rights	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(10) Order of distribution of residual assets and basis for liquidation	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(11) Use of proceeds	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(12) Rating	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)

Special 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)
	(13) Guarantee	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(14) Transferability	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(15) Compliance of latest regulatory requirements	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(16) Effective period of the resolution of the non-public issuance of preference shares	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(17) Relationship between domestic and offshore issuances	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	As more than two-thirds of the valid votes were cast in favor of the resolution by the Shareholders (including authorized proxies) attending the A Share Class Meeting, this special resolution was duly passed.			
2.	To consider and approve each of the following items of the Proposal in respect of Non-public Issuance of Offshore Preference Shares by China Minsheng Banking Corp., Ltd.:			
	(1) Type and number of securities to be issued	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(2) Maturity	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(3) Method of issuance	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(4) Places	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(5) Nominal value and issue price	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(6) Dividend distribution provisions	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(7) Conditional redemption terms	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
	(8) Terms of mandatory conversion	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)

Special 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)
(9)	Restriction on and restoration of voting rights	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
(10)	Order of distribution of residual assets and basis for liquidation	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
(11)	Use of proceeds	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
(12)	Rating	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
(13)	Guarantee	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
(14)	Transferability	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
(15)	Compliance of latest regulatory requirements	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
(16)	Effective period of the resolution of the non-public issuance of preference shares	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
(17)	Relationship between domestic and offshore issuances	10,302,371,526 (99.991410%)	8,116 (0.000079%)	876,900 (0.008511%)
As more than two-thirds of the valid votes were cast in favor of the resolution by the Shareholders (including authorized proxies) attending the A Share Class Meeting, this special resolution was duly passed.				

(3) Voting results of the H Share Class Meeting

The holders of the H Shares of the Company present at the H Share Class Meeting considered and approved the following resolutions by way of open poll (on-site voting) and the voting results are as follows:

Special 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.	To consider and approve each of the following items of the Proposal in respect of Non-public Issuance of Domestic Preference Shares by China Minsheng Banking Corp., Ltd.:			
	(1) Type and number of securities to be issued	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(2) Maturity	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(3) Method of issuance	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(4) Placees	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(5) Nominal value and issue price	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(6) Dividend distribution provisions	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(7) Conditional redemption terms	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(8) Terms of mandatory conversion	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(9) Restriction on and restoration of voting rights	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(10) Order of distribution of residual assets and basis for liquidation	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(11) Use of proceeds	1,266,016,061 (99.627005%)	2,789,860 (0.219543%)	1,950,000 (0.153452%)
	(12) Rating	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)

Special 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)
	(13) Guarantee	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(14) Transferability	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(15) Compliance of latest regulatory requirements	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(16) Effective period of the resolution of the non-public issuance of preference shares	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(17) Relationship between domestic and offshore issuances	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	As more than two-thirds of the valid votes were cast in favor of the resolution by the Shareholders (including authorized proxies) attending the H Share Class Meeting, this special resolution was duly passed.			
2.	To consider and approve each of the following items of the Proposal in respect of Non-public Issuance of Offshore Preference Shares by China Minsheng Banking Corp., Ltd.:			
	(1) Type and number of securities to be issued	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(2) Maturity	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(3) Method of issuance	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(4) Places	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(5) Nominal value and issue price	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(6) Dividend distribution provisions	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(7) Conditional redemption terms	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
	(8) Terms of mandatory conversion	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)

Special 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)
(9)	Restriction on and restoration of voting rights	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
(10)	Order of distribution of residual assets and basis for liquidation	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
(11)	Use of proceeds	1,266,016,061 (99.627005%)	2,789,860 (0.219543%)	1,950,000 (0.153452%)
(12)	Rating	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
(13)	Guarantee	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
(14)	Transferability	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
(15)	Compliance of latest regulatory requirements	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
(16)	Effective period of the resolution of the non-public issuance of preference shares	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
(17)	Relationship between domestic and offshore issuances	1,265,996,061 (99.625431%)	2,809,860 (0.221117%)	1,950,000 (0.153452%)
As more than two-thirds of the valid votes were cast in favor of the resolution by the Shareholders (including authorized proxies) attending the H Share Class Meeting, this special 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 and Tian Bi, lawyers from Grandall Law Firm (Beijing) were appointed as the scrutineers for the vote-taking and vote-calculating at the Meetings.

Resolutions regarding (1) the Proposal in respect of the Qualification of China Minsheng Banking Corp., Ltd. in relation to the Non-public Issuance of Preference Shares, (2) the Proposal in respect of Non-public Issuance of Domestic Preference Shares by China Minsheng Banking Corp., Ltd. and (3) the Proposal in respect of Non-public Issuance of Offshore Preference Shares by China Minsheng Banking Corp., Ltd. can only be implemented after the Company has applied to and obtained the relevant approvals from the relevant regulatory authorities, including the China Banking Regulatory Commission and the China Securities Regulatory Commission.

Distribution of interim dividend

The Board also wishes to notify the Shareholders the details of the distribution of interim dividend for 2015 (the “**Interim Dividend**”) as follows:

The Company will distribute interim cash dividend to holders of H Shares whose names appear on the register of members of the Company on 17 February 2016 (the “**Record Date**”) in the amount of RMB0.75 (tax inclusive) for every ten Shares held. Cash dividend is denominated and declared in RMB and shall be paid in RMB to holders of A Shares and in Hong Kong dollar to holders of H Shares.

The actual amount of H Share dividend distributed in Hong Kong dollar shall be calculated at the benchmark exchange rate (RMB0.84206 to HKD1.00) published by the People’s Bank of China on 1 February 2016 (the date of the Meetings on which the distribution of interim dividend is declared), being a cash dividend of HKD0.89067287 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**”), a non-resident enterprise shall be subject to an applicable enterprise income tax of 10% for its income deriving from the PRC. For this purpose, any H Shares registered under the name of a 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 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 for 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 for 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 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 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 other arrangements for the investors of Southbound Trading will be the same as those for the holders of H Shares of the Company, and details of arrangement of the date of distribution of cash dividends are set out below.

In order to determine the holders of H Shares who are entitled to receive the interim dividend, the register of members of H Shares of the Company will be closed from Friday, 12 February 2016 to Wednesday, 17 February 2016 (both days inclusive). Shareholders whose names appear on the register of members of H Shares of the Company on Wednesday, 17 February 2016 will be entitled to receive the interim dividend. Unregistered holders of H Shares who wish to receive the interim dividend must lodge all transfer documents accompanied by the relevant share certificates 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 Thursday, 11 February 2016.

The interim dividend is expected to be distributed to holders of H Shares of the Company who are not investors of Southbound Trading on or about Monday, 21 March 2016, and to the holders of H Shares of the Company investing in Southbound Trading approximately on or before Thursday, 24 March 2016.

The Company will withhold and pay enterprise 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 payment of enterprise income tax. The Company assumes no liability whatsoever in respect of 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 enterprise income tax. 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 interim 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 interim dividends 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, 21 March 2016, 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 interim dividends will be paid to the investors by China Securities Depository and Clearing Corporation Limited through clearing agency participants approximately on or before Thursday, 24 March 2016.

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

APPOINTMENT OF DIRECTOR

Reference is made to the announcement of the Company dated 19 November 2015 with respect to the nomination of Mr. Zheng Wanchun as an executive Director of the Company. The nomination has been proposed to the Shareholders as the second ordinary resolution of the EGM, and has been approved.

The biographical details of Mr. Zheng Wanchun are as follows:

Mr. Zheng Wanchun, aged 51, has served as the vice president of Industrial and Commercial Bank of China Limited (“ICBC”) from October 2013 to October 2015. He served as assistant to head and general manager of banking department of Hainan Branch of ICBC, deputy general manager of industrial and commercial credit department of the head office of ICBC. He also served as deputy general manager and general manager of the debt management department, general manager of operation management department and assistant to president of China Huarong Asset Management Corporation. In December 2004, he became vice president of China Huarong Asset Management Corporation and concurrently served as chairman of Huarong Securities and chairman of Rongde Asset (Sino-German Joint Venture). In January 2009, he served as vice president of China Huarong Asset Management Corporation and concurrently as chairman of Huarong Securities and chairman of Huarong Futures. In March 2011, he became the president of China Great Wall Asset Management Corporation. Mr. Zheng Wanchun graduated from Renmin University of China and obtained a doctorate degree in economics.

Except subject to adjustments pursuant to the requirements of relevant applicable laws and regulations, the term of office of Mr. Zheng Wanchun shall be the same term as that of the current session of the Board. Remuneration of Mr. Zheng Wanchun will be determined with reference to the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd. The appointment of Mr. Zheng Wanchun as director is in compliance with the appointment qualification and condition of directors according to relevant laws and regulations as well as the Articles of Association.

Save as disclosed in the above biography, Mr. Zheng Wanchun 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. Zheng Wanchun does not have any information subject to disclosure pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of 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 Listing Rules; Mr. Zheng Wanchun 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.

ATTESTATION BY LAWYERS

The Meetings were attested by Grandall Law Firm (Beijing), which has issued a legal opinion, certifying that the convening and procedures of the Meetings of the Company, 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 resolutions passed at the Meetings were lawful and valid.

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

Beijing, PRC
1 February 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 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 are Mr. Qin Rongsheng, Mr. Wang Lihua, Mr. Han Jianmin, Mr. Cheng Hoi-chuen, Mr. Ba Shusong and Ms. You Lantian.