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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)**

**POLL RESULTS OF**  
**THE FIRST EXTRAORDINARY GENERAL MEETING IN 2011,**  
**THE FIRST A SHARE CLASS MEETING IN 2011 AND**  
**THE FIRST H SHARE CLASS MEETING IN 2011**

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 in 2011 of the Company (the “**2011 First EGM**”), the first A share class meeting in 2011 of the Company (the “**2011 First A Share Class Meeting**”), and the first H share class meeting in 2011 of the Company (the “**2011 First H Share Class Meeting**”, together with the 2011 First EGM, the 2011 First A Share Class Meeting, collectively referred to as the “**Meetings**”) held at 1/F, Fragrant Hill Hotel, Beijing Fragrant Hill Park, Haidian District, Beijing, the People’s Republic of China (the “**PRC**”) on Wednesday, 4 May 2011.

For details of the resolutions considered at the Meetings, Shareholders may refer to the notices of the Meetings, all dated 18 March 2011, and the circular (the “**Circular**”) of the Company, dated 8 April 2011. The aforesaid notices and Circular can be downloaded from the website of the Company ([www.cmbc.com.cn](http://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 Wednesday, 4 May 2011 at 1/F, Fragrant Hill Hotel, Beijing Fragrant Hill Park, Haidian District, Beijing, the PRC. The 2011 First EGM and 2011 First A Share Class Meeting have adopted on-site voting as

well as internet voting. Internet voting was conducted through the trading system of Shanghai Stock Exchange and was participated by the holders of A Shares of the Company. The 2011 First H Share Class Meeting has adopted on-site voting.

(2) Attendance of the Meetings

*Attendance of the 2011 First EGM*

The total number of the issued shares of the Company as at the date of the 2011 First EGM was 26,714,732,987, which was the total number of Shares entitling the holders to attend and vote for or against or abstain from voting on the resolutions proposed at the 2011 First EGM. There were no restrictions on any Shareholder casting votes on the proposed resolutions at the 2011 First EGM. A total of 1,461 Shareholders and authorized proxies, holding an aggregate of 9,050,508,206 Shares, representing 33.88% of the total number of Shares with voting rights of the Company, were present at the 2011 First EGM. Among those Shareholders, 1,446 holders of A Shares and authorized proxies, holding 7,979,226,962 A Shares, representing 29.87% of the total number of A Shares with voting rights of the Company and 15 holders of H Shares and authorized proxies, holding 1,071,281,244 H Shares, representing 4.01% of the total number of H Shares with voting rights of the Company and were present at the 2011 First EGM.

*Attendance of the 2011 First A Share Class Meeting*

The total number of the issued A Shares of the Company as at the date of the 2011 First A Share Class Meeting was 22,587,602,387, which was the total number of A Shares entitling the holders to attend and vote for or against or abstain from voting on the resolutions proposed at the 2011 First A Share Class Meeting. There were no restrictions on any A Shareholder casting votes on the proposed resolutions at the 2011 First A Share Class Meeting. A total of 1,446 holders of A Shares and authorized proxies, holding an aggregate of 7,979,226,962 A Shares, representing 35.33% of the total number of A Shares with voting rights of the Company, were present at the 2011 First A Share Class Meeting.

*Attendance of the 2011 First H Share Class Meeting*

The total number of the issued H Shares of the Company as at the date of the 2011 First H Share Class Meeting was 4,127,130,600, which was the total number of H Shares entitling the holders to attend and vote for or against or abstain from voting on the resolutions proposed at the 2011 First H Share Class Meeting. There were no restrictions on any H Shareholder casting votes on the proposed resolutions at the 2011 First H Share Class Meeting. A total of 21 holders of H Shares and authorized proxies, holding an aggregate of 1,076,238,556 H Shares, representing 26.08% of the total number of H Shares with voting rights of the Company, were present at the 2011 First H Share Class Meeting.

The Meetings were convened by the Board and co-chaired by Mr. Dong Wenbiao, the Chairman of the Board and Mr. Lu Zhiqiang, the Vice 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association of the Company.

## 2. Voting Results of the Meetings

### (1) Voting results of the 2011 First EGM

The Shareholders of the Company present at the 2011 First EGM considered and approved the following resolutions by way of poll (on-site voting and internet voting):

	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.	Consider and approve the following items of the issuance of A Share Convertible Bonds of the Company be and are hereby individually approved and be implemented upon the approvals of relevant government authorities in the PRC:			
	(1) Type of securities to be issued	8,966,313,921 (99.069729%) Of which: 7,918,844,477 shares are A Shares (99.243254%) and 1,047,469,444 shares are H Shares (97.777259%)	69,684,030 (0.769946%) Of which: 45,926,230 shares are A Shares (0.575572%) and 23,757,800 shares are H Shares (2.217700%)	14,510,255 (0.160325%) Of which: 14,456,255 shares are A Shares (0.181174%) and 54,000 shares are H Shares (0.005041%)
	(2) Issue size	8,966,263,941 (99.069176%) Of which: 7,918,794,497 shares are A Shares (99.242627%) and 1,047,469,444 shares are H Shares (97.777259%)	69,705,750 (0.770186%) Of which: 45,947,950 shares are A Shares (0.575845%) and 23,757,800 shares are H Shares (2.217700%)	14,538,515 (0.160638%) Of which: 14,484,515 shares are A Shares (0.181528%) and 54,000 shares are H Shares (0.005041%)

	(3) Par value and issue price	8,966,280,561 (99.069360%) Of which: 7,918,811,117 shares are A Shares (99.242836%) and 1,047,469,444 shares are H Shares (97.777259%)	69,689,130 (0.770002%) Of which: 45,931,330 shares are A Shares (0.575636%) and 23,757,800 shares are H Shares (2.217700%)	14,538,515 (0.160638%) Of which: 14,484,515 shares are A Shares (0.181528%) and 54,000 shares are H Shares (0.005041%)
	(4) Term	8,966,291,161 (99.069477%) Of which: 7,918,821,717 shares are A Shares (99.242969%) and 1,047,469,444 shares are H Shares (97.777259%)	69,646,130 (0.769527%) Of which: 45,888,330 shares are A Shares (0.575097%) and 23,757,800 shares are H Shares (2.217700%)	14,570,915 (0.160996%) Of which: 14,516,915 shares are A Shares (0.181934%) and 54,000 shares are H Shares (0.005041%)
	(5) Interest rate	8,966,253,341 (99.069060%) Of which: 7,918,783,897 shares are A Shares (99.242495%) and 1,047,469,444 shares are H Shares (97.777259%)	69,656,730 (0.769644%) Of which: 45,898,930 shares are A Shares (0.575230%) and 23,757,800 shares are H Shares (2.217700%)	14,598,135 (0.161296%) Of which: 14,544,135 shares are A Shares (0.182275%) and 54,000 shares are H Shares (0.005041%)
	(6) Method and timing of interest payment	8,966,263,941 (99.069177%) Of which: 7,918,794,497 shares are A Shares (99.242628%) and 1,047,469,444 shares are H Shares (97.777259%)	69,646,130 (0.769527%) Of which: 45,888,330 shares are A Shares (0.575097%) and 23,757,800 shares are H Shares (2.217700%)	14,598,135 (0.161296%) Of which: 14,544,135 shares are A Shares (0.182275%) and 54,000 shares are H Shares (0.005041%)
	(7) Conversion period	8,966,263,941 (99.069176%) Of which:	69,673,350 (0.769828%) Of which:	14,570,915 (0.160996%) Of which:

		7,918,794,497 shares are A Shares (99.242627%) and 1,047,469,444 shares are H Shares (97.777259%)	45,915,550 shares are A Shares (0.575439%) and 23,757,800 shares are H Shares (2.217700%)	14,516,915 shares are A Shares (0.181934%) and 54,000 shares are H Shares (0.005041%)
	(8) Determination and adjustment of the CB Conversion Price	8,966,223,341 (99.068728%) Of which: 7,918,753,897 shares are A Shares (99.242119%) and 1,047,469,444 shares are H Shares (97.777259%)	69,686,730 (0.769976%) Of which: 45,928,930 shares are A Shares (0.575606%) and 23,757,800 shares are H Shares (2.217700%)	14,598,135 (0.161296%) Of which: 14,544,135 shares are A Shares (0.182275%) and 54,000 shares are H Shares (0.005041%)
	(9) Downward adjustment to CB Conversion Price	8,966,223,341 (99.068728%) Of which: 7,918,753,897 shares are A Shares (99.242119%) and 1,047,469,444 shares are H Shares (97.777259%)	69,686,730 (0.769976%) Of which: 45,928,930 shares are A Shares (0.575606%) and 23,757,800 shares are H Shares (2.217700%)	14,598,135 (0.161296%) Of which: 14,544,135 shares are A Shares (0.182275%) and 54,000 shares are H Shares (0.005041%)
	(10) Method for determining the number of Shares for conversion	8,966,263,941 (99.069177%) Of which: 7,918,794,497 shares are A Shares (99.242628%) and 1,047,469,444 shares are H Shares (97.777259%)	69,646,130 (0.769527%) Of which: 45,888,330 shares are A Shares (0.575097%) and 23,757,800 shares are H Shares (2.217700%)	14,598,135 (0.161296%) Of which: 14,544,135 shares are A Shares (0.182275%) and 54,000 shares are H Shares (0.005041%)
	(11) Terms of redemption	8,966,242,941 (99.068945%) Of which: 7,918,773,497 shares are A Shares	69,667,130 (0.769759%) Of which: 45,909,330 shares are A Shares	14,598,135 (0.161296%) Of which: 14,544,135 shares are A Shares

		(99.242364%) and 1,047,469,444 shares are H Shares (97.777259%)	(0.575361%) and 23,757,800 shares are H Shares (2.217700%)	(0.182275%) and 54,000 shares are H Shares (0.005041%)
	(12) Terms of sale back	8,966,262,741 (99.069163%) Of which: 7,918,794,497 shares are A Shares (99.242628%) and 1,047,468,244 shares are H Shares (97.777147%)	69,647,330 (0.769541%) Of which: 45,888,330 shares are A Shares (0.575097%) and 23,759,000 shares are H Shares (2.217812%)	14,598,135 (0.161296%) Of which: 14,544,135 shares are A Shares (0.182275%) and 54,000 shares are H Shares (0.005041%)
	(13) Entitlement to dividend of the year of conversion	8,966,263,941 (99.069177%) Of which: 7,918,794,497 shares are A Shares (99.242628%) and 1,047,469,444 shares are H Shares (97.777259%)	69,646,130 (0.769527%) Of which: 45,888,330 shares are A Shares (0.575097%) and 23,757,800 shares are H Shares (2.217700%)	14,598,135 (0.161296%) Of which: 14,544,135 shares are A Shares (0.182275%) and 54,000 shares are H Shares (0.005041%)
	(14) Method of issuance and target investors	8,966,263,941 (99.069176%) Of which: 7,918,794,497 shares are A Shares (99.242628%) and 1,047,469,444 shares are H Shares (97.777259%)	69,700,930 (0.770133%) Of which: 45,943,130 shares are A Shares (0.575784%) and 23,757,800 shares are H Shares (2.217700%)	14,543,335 (0.160691%) Of which: 14,489,335 shares are A Shares (0.181588%) and 54,000 shares are H Shares (0.005041%)
	(15) Subscription arrangement for the existing holders of A Shares	8,966,263,941 (99.069176%) Of which: 7,918,794,497 shares are A Shares (99.242628%) and 1,047,469,444	69,728,150 (0.770434%) Of which: 45,970,350 shares are A Shares (0.576125%) and 23,757,800	14,516,115 (0.160390%) Of which: 14,462,115 shares are A Shares (0.181247%) and 54,000

		shares are H Shares (97.777259%)	shares are H Shares (2.217700%)	shares are H Shares (0.005041%)
	(16) CB Holders and CB Holders' meetings	8,966,263,341 (99.069170%) Of which: 7,918,794,497 shares are A Shares (99.242628%) and 1,047,468,844 shares are H Shares (97.777203%)	69,646,730 (0.769534%) Of which: 45,888,330 shares are A Shares (0.575097%) and 23,758,400 shares are H Shares (2.217756%)	14,598,135 (0.161296%) Of which: 14,544,135 shares are A Shares (0.182275%) and 54,000 shares are H Shares (0.005041%)
	(17) Use of proceeds from the issuance of the Convertible Bonds	8,966,263,341 (99.069170%) Of which: 7,918,794,497 shares are A Shares (99.242628%) and 1,047,468,844 shares are H Shares (97.777203%)	69,646,730 (0.769534%) Of which: 45,888,330 shares are A Shares (0.575097%) and 23,758,400 shares are H Shares (0.217756%)	14,598,135 (0.161296%) Of which: 14,544,135 shares are A Shares (0.182275%) and 54,000 shares are H Shares (0.005041%)
	(18) Special provisions in relation to supplementary capital	8,966,263,341 (99.069170%) Of which: 7,918,794,497 shares are A Shares (99.242628%) and 1,047,468,844 shares are H Shares (97.777203%)	69,646,730 (0.769534%) Of which: 45,888,330 shares are A Shares (0.575097%) and 23,758,400 shares are H Shares (2.217756%)	14,598,135 (0.161296%) Of which: 14,544,135 shares are A Shares (0.182275%) and 54,000 shares are H Shares (0.005041%)
	(19) Guarantee and security	8,966,263,341 (99.069170%) Of which: 7,918,794,497 shares are A Shares (99.242628%) and 1,047,468,844 shares are H Shares (97.777203%)	69,646,730 (0.769534%) Of which: 45,888,330 shares are A Shares (0.575097%) and 23,758,400 shares are H Shares (2.217756%)	14,598,135 (0.161296%) Of which: 14,544,135 shares are A Shares (0.182275%) and 54,000 shares are H Shares (0.005041%)

	(20) The validity period of the resolution in respect of the issuance of the Convertible Bonds	8,966,263,341 (99.069170%) Of which: 7,918,794,497 shares are A Shares (99.242628%) and 1,047,468,844 shares are H Shares (97.777203%)	69,646,730 (0.769534%) Of which: 45,888,330 shares are A Shares (0.575097%) and 23,758,400 shares are H Shares (2.217756%)	14,598,135 (0.161296%) Of which: 14,544,135 shares are A Shares (0.182275%) and 54,000 shares are H Shares (0.005041%)
	(21) Matters relating to authorization in connection with the issuance of the Convertible Bonds	8,966,263,341 (99.069170%) Of which: 7,918,794,497 shares are A Shares (99.242628%) and 1,047,468,844 shares are H Shares (97.777203%)	69,646,730 (0.769534%) Of which: 45,888,330 shares are A Shares (0.575097%) and 23,758,400 shares are H Shares (2.217756%)	14,598,135 (0.161296%) Of which: 14,544,135 shares are A Shares (0.182275%) and 54,000 shares are H Shares (0.005041%)
	As more than two-thirds of the valid votes were cast in favor of each of the above resolutions (1) to (21) from the Shareholders (including authorized proxies) attending the Meeting, these resolutions were duly passed as special resolutions.			
2.	Consider and approve the following items of the issuance of new H Shares of the Company be and are hereby individually approved and be implemented upon the approvals of relevant government authorities in the PRC:			
	(1) Class of Shares	8,936,105,467 (98.735952%) Of which: 7,916,234,583 shares are A Shares (99.210546%) and 1,019,870,884 shares are H Shares (95.201040%)	97,549,378 (1.077833%) Of which: 46,140,218 shares are A Shares (0.578254%) and 51,409,160 shares are H Shares (4.798848%)	16,853,361 (0.186215%) Of which: 16,852,161 shares are A Shares (0.211200%) and 1,200 shares are H Shares (0.000112%)
	(2) Size of issuance	8,935,914,207 (98.733839%) Of which:	97,740,638 (1.079946%) Of which:	16,853,361 (0.186215%) Of which:



		7,916,234,583 shares are A Shares (99.210546%) and 1,019,679,624 shares are H Shares (95.183186%)	46,140,218 shares are A Shares (0.578254%) and 51,600,420 shares are H Shares (4.816702%)	16,852,161 shares are A Shares (0.211200%) and 1,200 shares are H Shares (0.000112%)
	(3) Target investor	8,936,105,467 (98.735952%) Of which: 7,916,234,583 shares are A Shares (99.210546%) and 1,019,870,884 shares are H Shares (95.201040%)	97,549,378 (1.077833%) Of which: 46,140,218 shares are A Shares (0.578254%) and 51,409,160 shares are H Shares (4.798848%)	16,853,361 (0.186215%) Of which: 16,852,161 shares are A Shares (0.211200%) and 1,200 shares are H Shares (0.000112%)
	(4) Pricing	8,935,755,333 (98.732084%) Of which: 7,916,075,709 shares are A Shares (99.208554%) and 1,019,679,624 shares are H Shares (95.183186%)	100,974,841 (1.115681%) Of which: 49,374,421 shares are A Shares (0.618787%) and 51,600,420 shares are H Shares (4.816702%)	13,778,032 (0.152235%) Of which: 13,776,832 shares are A Shares (0.172659%) and 1,200 shares are H Shares (0.000112%)
	(5) Accumulated profit	8,935,913,607 (98.733832%) Of which: 7,916,234,583 shares are A Shares (99.210546%) and 1,019,679,024 shares are H Shares (95.183130%)	97,741,238 (1.079953%) Of which: 46,140,218 shares are A Shares (0.578254%) and 51,601,020 shares are H Shares (4.816758%)	16,853,361 (0.186215%) Of which: 16,852,161 shares are A Shares (0.211200%) and 1,200 shares are H Shares (0.000112%)
	(6) Use of proceeds	8,935,913,607 (98.733832%) Of which: 7,916,234,583 shares are A Shares	97,741,238 (1.079953%) Of which: 46,140,218 shares are A Shares	16,853,361 (0.186215%) Of which: 16,852,161 shares are A Shares

		(99.210546%) and 1,019,679,024 shares are H Shares (95.183130%)	(0.578254%) and 51,601,020 shares are H Shares (4.816758%)	(0.211200%) and 1,200 shares are H Shares (0.000112%)
	(7) The validity period of the resolution	8,935,913,607 (98.733832%) Of which: 7,916,234,583 shares are A Shares (99.210546%) and 1,019,679,024 shares are H Shares (95.183130%)	97,741,238 (1.079953%) Of which: 46,140,218 shares are A Shares (0.578254%) and 51,601,020 shares are H Shares (4.816758%)	16,853,361 (0.186215%) Of which: 16,852,161 shares are A Shares (0.211200%) and 1,200 shares are H Shares (0.000112%)
	(8) Matters relating to authorization in connection with the issuance of the H Shares	8,935,913,607 (98.733832%) Of which: 7,916,234,583 shares are A Shares (99.210546%) and 1,019,679,024 shares are H Shares (95.183130%)	97,741,238 (1.079953%) Of which: 46,140,218 shares are A Shares (0.578254%) and 51,601,020 shares are H Shares (4.816758%)	16,853,361 (0.186215%) Of which: 16,852,161 shares are A Shares (0.211200%) and 1,200 shares are H Shares (0.000112%)
	As more than two-thirds of the valid votes were cast in favor of each of the above resolutions (1) to (8) from the Shareholders (including authorized proxies) attending the Meeting, these resolutions were duly passed as special resolutions.			
3.	Consider and approve the resolution in respect of the statement on the use of proceeds from the previous fund raising activities.	8,961,277,865 (99.014085%) Of which: 7,914,822,021 shares are A Shares (99.192843%) and 1,046,455,844 shares are H Shares (97.682644%)	69,107,687 (0.763578%) Of which: 44,336,287 shares are A Shares (0.555646%) and 24,771,400 shares are H Shares (2.312315%)	20,122,654 (0.222337%) Of which: 20,068,654 shares are A Shares (0.251511%) and 54,000 shares are H Shares (0.005041%)
	As more than two-thirds of the valid votes were cast in favor of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as a special resolution.			

4.	Consider and approve the resolution in respect of the proposal on the use of proceeds raised from the issuance of A Share Convertible Bonds and issuance of new H Shares.	8,933,829,099 (98.710801%) Of which: 7,914,623,121 shares are A Shares (99.190349%) and 1,019,205,978 shares are H Shares (95.138973%)	96,569,574 (1.067007%) Of which: 44,548,308 shares are A Shares (0.558304%) and 52,021,266 shares are H Shares (4.855986%)	20,109,533 (0.222192%) Of which: 20,055,533 shares are A Shares (0.251347%) and 54,000 shares are H Shares (0.005041%)
As more than two-thirds of the valid votes were cast in favor of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as a special resolution.				
<b>Ordinary Resolution</b>				
1.	Consider and approve the resolution in respect of the Capital Management Programming (2011–2013) of China Minsheng Banking Corp., Ltd.	8,965,787,453 (99.063912%) Of which: 7,915,117,409 shares are A Shares (99.196544%) and 1,050,670,044 shares are H Shares (98.076023%)	64,524,620 (0.712939%) Of which: 43,967,420 shares are A Shares (0.551024%) and 20,557,200 shares are H Shares (1.918936%)	20,196,133 (0.223149%) Of which: 20,142,133 shares are A Shares (0.252432%) and 54,000 shares are H Shares (0.005041%)
As more than 50% of the valid votes were cast in favor of this resolution from the Shareholders (including authorized proxies) attending the Meeting, the resolution was duly passed as an ordinary resolution.				

(2) Voting results of the 2011 First A Share Class Meeting

The holders of the A Shares of the Company present at the 2011 First A Share Class Meeting considered and approved the following resolutions by way of poll (on-site voting and internet voting):

	Special Resolutions	Number of votes cast and percentage of total number of votes cast		
		For Number of	Against Number of	Abstain Number of

		<b>shares (percentage)</b>	<b>shares (percentage)</b>	<b>shares (percentage)</b>
1.	Consider and approve the following items of the issuance of A Share Convertible Bonds of the Company be and are hereby individually approved and be implemented upon the approvals of relevant government authorities in the PRC:			
	(1) Type of securities to be issued	7,918,844,477 (99.243254%)	45,926,230 (0.575572%)	14,456,255 (0.181174%)
	(2) Issue size	7,918,794,497 (99.242627%)	45,947,950 (0.575845%)	14,484,515 (0.181528%)
	(3) Par value and issue price	7,918,811,117 (99.242836%)	45,931,330 (0.575636%)	14,484,515 (0.181528%)
	(4) Term	7,918,821,717 (99.242969%)	45,888,330 (0.575097%)	14,516,915 (0.181934%)
	(5) Interest rate	7,918,783,897 (99.242495%)	45,898,930 (0.57523%)	14,544,135 (0.182275%)
	(6) Method and timing of interest payment	7,918,794,497 (99.242628%)	45,888,330 (0.575097%)	14,544,135 (0.182275%)
	(7) Conversion period	7,918,794,497 (99.242627%)	45,915,550 (0.575439%)	14,516,915 (0.181934%)
	(8) Determination and adjustment of the CB Conversion Price	7,918,753,897 (99.242119%)	45,928,930 (0.575606%)	14,544,135 (0.182275%)
	(9) Downward adjustment to CB Conversion Price	7,918,753,897 (99.242119%)	45,928,930 (0.575606%)	14,544,135 (0.182275%)
	(10) Method for determining the number of Shares for conversion	7,918,794,497 (99.242628%)	45,888,330 (0.575097%)	14,544,135 (0.182275%)
	(11) Terms of redemption	7,918,773,497 (99.242364%)	45,909,330 (0.575361%)	14,544,135 (0.182275%)
	(12) Terms of sale back	7,918,794,497 (99.242628%)	45,888,330 (0.575097%)	14,544,135 (0.182275%)

	(13) Entitlement to dividend of the year of conversion	7,918,794,497 (99.242628%)	45,888,330 (0.575097%)	14,544,135 (0.182275%)
	(14) Method of issuance and target investors	7,918,794,497 (99.242628%)	45,943,130 (0.575784%)	14,489,335 (0.181588%)
	(15) Subscription arrangement for the existing holders of A Shares	7,918,794,497 (99.242628%)	45,970,350 (0.576125%)	14,462,115 (0.181247%)
	(16) CB Holders and CB Holders' meetings	7,918,794,497 (99.242628%)	45,888,330 (0.575097%)	14,544,135 (0.182275%)
	(17) Use of proceeds from the issuance of the Convertible Bonds	7,918,794,497 (99.242628%)	45,888,330 (0.575097%)	14,544,135 (0.182275%)
	(18) Special provisions in relation to supplementary capital	7,918,794,497 (99.242628%)	45,888,330 (0.575097%)	14,544,135 (0.182275%)
	(19) Guarantee and security	7,918,794,497 (99.242628%)	45,888,330 (0.575097%)	14,544,135 (0.182275%)
	(20) The validity period of the resolution in respect of the issuance of the Convertible Bonds	7,918,794,497 (99.242628%)	45,888,330 (0.575097%)	14,544,135 (0.182275%)
	(21) Matters relating to authorization in connection with the issuance of the Convertible Bonds	7,918,794,497 (99.242628%)	45,888,330 (0.575097%)	14,544,135 (0.182275%)
	As more than two-thirds of the valid votes were cast in favor of each of the above resolutions (1) to (21) from the Shareholders (including authorized proxies) attending the Meeting, these resolutions were duly passed as special resolutions.			
2.	Consider and approve the following items of the issuance of new H Shares of the Company be and are hereby individually approved and be implemented upon the approvals of relevant government authorities in the PRC:			
	(1) Class of Shares	7,916,234,583 (99.210546%)	46,140,218 (0.578254%)	16,852,161 (0.2112%)
	(2) Size of issuance	7,916,234,583 (99.210546%)	46,140,218 (0.578254%)	16,852,161 (0.2112%)
	(3) Target investor	7,916,234,583 (99.210546%)	46,140,218 (0.578254%)	16,852,161 (0.2112%)

	(4) Pricing	7,916,075,709 (99.208554%)	49,374,421 (0.618787%)	13,776,832 (0.172659%)
	(5) Accumulated profit	7,916,234,583 (99.210546%)	46,140,218 (0.578254%)	16,852,161 (0.2112%)
	(6) Use of proceeds	7,916,234,583 (99.210546%)	46,140,218 (0.578254%)	16,852,161 (0.2112%)
	(7) The validity period of the resolution	7,916,234,583 (99.210546%)	46,140,218 (0.578254%)	16,852,161 (0.2112%)
	(8) Matters relating to authorization in connection with the issuance of the H Shares	7,916,234,583 (99.210546%)	46,140,218 (0.578254%)	16,852,161 (0.2112%)
	As more than two-thirds of the valid votes were cast in favor of each of the above resolutions (1) to (8) from the Shareholders (including authorized proxies) attending the Meeting, these resolutions were duly passed as special resolutions.			

(3) Voting results of the 2011 First H Share Class Meeting

The holders of the H Shares of the Company present at the 2011 First H Share Class Meeting considered and approved the following resolutions by way of poll (on-site voting):

	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.	Consider and approve the following items of the issuance of A Share Convertible Bonds of the Company be and are hereby individually approved and be implemented upon the approvals of relevant government authorities in the PRC:			
	(1) Type of securities to be issued	1,054,941,956 (98.021201%)	21,241,400 (1.973670%)	55,200 (0.005129%)
	(2) Issue size	1,054,941,956	21,241,400	55,200

		(98.021201%)	(1.973670%)	(0.005129%)
	(3) Par value and issue price	1,054,941,956 (98.021201%)	21,241,400 (1.973670%)	55,200 (0.005129%)
	(4) Term	1,054,941,356 (98.021145%)	21,242,000 (1.973726%)	55,200 (0.005129%)
	(5) Interest rate	1,054,941,356 (98.021145%)	21,242,000 (1.973726%)	55,200 (0.005129%)
	(6) Method and timing of interest payment	1,054,941,356 (98.021145%)	21,242,000 (1.973726%)	55,200 (0.005129%)
	(7) Conversion period	1,054,941,356 (98.021145%)	21,241,400 (1.973670%)	55,800 (0.005185%)
	(8) Determination and adjustment of the CB Conversion Price	1,054,941,356 (98.021145%)	21,241,400 (1.973670%)	55,800 (0.005185%)
	(9) Downward adjustment to CB Conversion Price	1,054,941,356 (98.021145%)	21,241,400 (1.973670%)	55,800 (0.005185%)
	(10) Method for determining the number of Shares for conversion	1,054,941,356 (98.021145%)	21,241,400 (1.973670%)	55,800 (0.005185%)
	(11) Terms of redemption	1,054,941,956 (98.021201%)	21,241,400 (1.973670%)	55,200 (0.005129%)
	(12) Terms of sale back	1,054,940,756 (98.021089%)	21,242,600 (1.973782%)	55,200 (0.005129%)
	(13) Entitlement to dividend of the year of conversion	1,054,941,356 (98.021145%)	21,241,400 (1.973670%)	55,800 (0.005185%)
	(14) Method of issuance and target investors	1,054,937,756 (98.020810%)	21,245,000 (1.974005%)	55,800 (0.005185%)
	(15) Subscription arrangement for the existing holders of A Shares	1,054,941,356 (98.021145%)	21,241,400 (1.973670%)	55,800 (0.005185%)
	(16) CB Holders and CB Holders' meetings	1,054,942,556 (98.021257%)	21,240,800 (1.973614%)	55,200 (0.005129%)
	(17) Use of proceeds from the issuance of the Convertible Bonds	1,054,942,556 (98.021257%)	21,240,800 (1.973614%)	55,200 (0.005129%)

	(18) Special provisions in relation to supplementary capital	1,054,941,956 (98.021201%)	21,241,400 (1.973670%)	55,200 (0.005129%)
	(19) Guarantee and security	1,054,941,956 (98.021201%)	21,241,400 (1.973670%)	55,200 (0.005129%)
	(20) The validity period of the resolution in respect of the issuance of the Convertible Bonds	1,054,941,356 (98.021145%)	21,241,400 (1.973670%)	55,800 (0.005185%)
	(21) Matters relating to authorization in connection with the issuance of the Convertible Bonds	1,054,941,356 (98.021145%)	21,241,400 (1.973670%)	55,800 (0.005185%)
	As more than two-thirds of the valid votes were cast in favor of each of the above resolutions (1) to (21) from the Shareholders (including authorized proxies) attending the Meeting, these resolutions were duly passed as special resolutions.			
2.	Consider and approve the following items of the issuance of new H Shares of the Company be and are hereby individually approved and be implemented upon the approvals of relevant government authorities in the PRC:			
	(1) Class of Shares	1,026,849,736 (95.410978%)	49,388,820 (4.589022%)	0 (0.000000%)
	(2) Size of issuance	1,026,849,736 (95.410978%)	49,388,820 (4.589022%)	0 (0.000000%)
	(3) Target investor	1,026,846,136 (95.410644%)	49,392,420 (4.589356%)	0 (0.000000%)
	(4) Pricing	1,026,849,736 (95.410978%)	49,388,820 (4.589022%)	0 (0.000000%)
	(5) Accumulated profit	1,027,190,436 (95.442635%)	49,048,120 (4.557365%)	0 (0.000000%)
	(6) Use of proceeds	1,023,476,736 (95.097572%)	47,666,820 (4.429020%)	5,095,000 (0.473408%)
	(7) The validity period of the resolution	1,023,476,736 (95.097572%)	47,666,820 (4.429020%)	5,095,000 (0.473408%)
	(8) Matters relating to authorization in connection with the issuance of the H Shares	1,023,476,736 (95.097572%)	47,666,820 (4.429020%)	5,095,000 (0.473408%)



	As more than two-thirds of the valid votes were cast in favor of each of the above resolutions (1) to (8) from the Shareholders (including authorized proxies) attending the Meeting, these resolutions were duly passed as special resolutions.
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Computershare Hong Kong Investor Services Limited, the Company's H share registrar, two representatives from the Company's Shareholders, a supervisor of the Company, and Lu Qi from Grandall Legal Group, Beijing Office, were appointed as the scrutineers for the vote-taking and vote-calculating at the Meetings.

Resolutions regarding the issuance of A Share convertible bonds and new H Shares of the Company 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.

### **3. Attestation by Lawyers**

The Meetings were attested by Grandall Legal Group, Beijing Office which issued a legal opinion, certifying that the convening and procedures of the Meetings, 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 Meetings were lawful and valid.

By Order of the Board

**CHINA MINSHENG BANKING CORP., LTD.**

**Dong Wenbiao**

*Chairman*

Beijing, PRC

4 May 2011

*As at the date of this announcement, the executive directors of the Company are Mr. Dong Wenbiao, Mr. Hong Qi and Mr. Liang Yutang; the non-executive directors are Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Wang Yugui, Mr. Chen Jian, Ms. Wong Hei, Mr. Shi Yuzhu, Mr. Wang Hang and Mr. Wang Junhui; and the independent non-executive*

*directors are Mr. Andrew Wong, Mr. Wang Songqi, Mr. Liang Jinquan, Mr. Wang Lihua, Mr. Qin Rongsheng and Mr. Han Jianmin.*