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中國民生銀行股份有限公司  
**CHINA MINSHENG BANKING CORP., LTD.**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 01988)**

**ANNOUNCEMENT IN RESPECT OF THE RESOLUTIONS PASSED AT  
THE 2010 ANNUAL GENERAL MEETING, PAYMENT OF FINAL DIVIDEND  
AND CHANGE OF AUDITORS**

**VOTING RESULTS OF THE MEETING**

According to the Notice of 2010 Annual General Meeting dated 8 April 2011, the Supplemental Notice of 2010 Annual General Meeting dated 11 May 2011 and the subsequent indicative announcement of China Minsheng Banking Corp., Ltd. (the "**Company**"), the 2010 Annual General Meeting (the "**Meeting**") of the Company was held at Meeting Room 1, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, the People's Republic of China (the "**PRC**") on 26 May 2011 and chaired by Dong Wenbiao, the Chairman of the Board.

The total number of issued Shares of the Company as at the date of the Meeting was 26,714,732,987, which was the total number of Shares entitling its holders to attend and vote for or against or abstain from voting on the resolutions proposed at the Meeting. There were no restrictions on any Shareholder casting votes on the proposed resolutions at the Meeting. A total of 58 Shareholders and authorized proxies, holding 8,445,504,677 Shares, representing 31.61% of the total number of Shares with voting rights of the Company, were present at the Meeting. Among those Shareholders, 36 holders of A Shares and authorized proxies, holding 7,358,216,449 A Shares, representing 32.58% of the total number of A Shares with voting rights of the Company, were present at the Meeting; 22 holders of H Shares and authorized proxies, holding 1,087,288,228 H Shares,

representing 26.34% of the total number of H Shares with voting rights of the Company, were present at the Meeting.

Some of the directors, supervisors and senior management of the Company attended the Meeting, 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.

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 Meeting.

All resolutions were considered and passed at the Meeting by way of poll, and the voting results are as follows:

<b>Ordinary Resolutions</b>		<b>Number of votes cast and percentage of total number of votes cast</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain</b>
		<b>Number of Shares (percentage)</b>	<b>Number of Shares (percentage)</b>	<b>Number of Shares (percentage)</b>
1.	Consider and approve the annual report of the Company for 2010	8,445,447,677 (99.999325%)	3,000 (0.000036%)	54,000 (0.000639%)
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.	Consider and approve the work report of the Board of Directors of the Company for 2010	8,445,448,877 (99.999339%)	3,000 (0.000036%)	52,800 (0.000625%)
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.	Consider and approve the work report of the Supervisory Board of the Company for 2010	8,445,447,077 (99.999318%)	4,200 (0.000050%)	53,400 (0.000632%)
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.	Consider and approve the audited accounts of the Company for 2010	8,443,735,177 (99.979048%)	3,600 (0.000043%)	1,765,900 (0.020909%)
	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.	Consider and approve the proposed profit appropriation plan of the Company for 2010	8,443,086,008 (99.971361%)	1,836,300 (0.021743%)	582,369 (0.006896%)
	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.			
6.	Consider and approve the annual budgets of the Company for 2011	8,444,866,508 (99.992443%)	3,600 (0.000043%)	634,569 (0.007514%)
	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.	Consider and approve the revised "Administrative Measures of Connected Transactions of China Minsheng Banking Corp., Ltd."	8,445,445,877 (99.999304%)	5,400 (0.000064%)	53,400 (0.000632%)
	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.			
<b>Special Resolutions</b>		<b>Number of votes cast and percentage of total number of votes cast</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain</b>
		<b>Number of Shares (percentage)</b>	<b>Number of Shares (percentage)</b>	<b>Number of Shares (percentage)</b>
8.	Consider and approve the statement on the use of proceeds from the previous fund raising	8,445,447,677 (99.999325%)	3,000 (0.000036%)	54,000 (0.000639%)

	activities of the Company			
	As not less 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.			
9.	Consider and approve the authorization to the Board of Directors to issue the RMB bonds in Hong Kong at an appropriate time	8,417,372,817 (99.666902%)	5,378,200 (0.063681%)	22,753,660 (0.269417%)
	As not less 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.			
10.	Consider and approve the amendments to certain provisions of the "Articles of Association of China Minsheng Banking Corp., Ltd."	8,441,332,277 (99.950596%)	322,500 (0.003819%)	3,849,900 (0.045585%)
	As not less 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.			
11.	Consider and approve the change of registered capital of the Company	8,442,308,877 (99.962160%)	3,194,600 (0.037826%)	1,200 (0.000014%)
	As not less 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.			
<b>Additional Ordinary Resolution</b>		<b>Number of votes cast and percentage of total number of votes cast</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain</b>
		<b>Number of Shares (percentage)</b>	<b>Number of Shares (percentage)</b>	<b>Number of Shares (percentage)</b>
12.	Consider and approve the appointment of the auditing firms of the Company for 2011 and their remuneration	8,444,867,108 (99.992451%)	0 (0%)	637,569 (0.007549%)

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.
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For details of the aforesaid resolutions, Shareholders may refer to the notice of the Meeting and the circular (the "**Circular**") of the Company, dated 8 April 2011 and the supplemental notice of the Meeting dated 11 May 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.

### **PAYMENT OF FINAL DIVIDEND**

The Board also wishes to notify Shareholders the details of the payment of the final dividend as follows:

The Company will pay final dividend in cash to A Shareholders and H Shareholders whose names appear on the register of members of the Company on 8 June 2011 (the "**Record Date**") on basis of the total share capital of A Shares and H Shares after the market close on 31 December 2010, which amounted to 26,714,732,987 Shares: Dividend of RMB1 (inclusive of tax) in cash for every 10 Shares, which amounted to RMB2,672 million in total. According to the Articles of Association of the Company, dividend payable to the Company's Shareholders shall be declared in Renminbi, and dividend payable to holders of A Shares shall be paid in Renminbi while dividend payable to holders of H Shares shall be paid in Hong Kong dollars. The following formula shall apply for the purpose of calculating the Hong Kong dollar equivalent of the amount of final dividend payable per H Share:

$$\begin{array}{l} \text{Final dividend per Share} \\ \text{(Renminbi to Hong Kong dollars)} \end{array} = \frac{\text{Final dividend per Share in Renminbi}}{\text{Benchmark exchange rate for Renminbi to Hong Kong dollar as announced by the People's Bank of China on the date of the 2010 Annual General Meeting (i.e. 26 May 2011)}}$$

The benchmark exchange rate for Renminbi to Hong Kong dollar as announced by the People's Bank of China on 26 May 2011, that is the date of the Meeting at which the final dividend is declared, is RMB0.83413 to HK\$1.00. Accordingly, the amount of final dividend payable per H Share of the Company is HK\$0.11988539 (including tax).

In accordance with the Enterprise Income Tax Law of the PRC and the Regulations on the Implementation of the Enterprise Income Tax Law of the PRC, both implemented in 2008, with effect from 1 January 2008, the Company shall be obliged to withhold and pay enterprise income tax on behalf of non-resident enterprise Shareholders at the rate of 10% when the Company distributes dividend to non-resident enterprise Shareholders whose names appear on the register of members of H Shares of the Company. As such, any H Shares of the Company registered other than in the name(s) of individual(s), including HKSCC Nominees Limited, other nominees or trustees, or other organizations or groups, shall be deemed to be Shares held by non-resident enterprise Shareholder(s), and therefore the enterprise income tax shall be withheld from any dividend payable thereon.

In order to determine the entitlement of holders of H Shares to the final dividend, the Company's register of members of H Shares will be closed from 3 June 2011 (Friday) to 8 June 2011 (Wednesday) (both days inclusive) during such period no transfer of H Shares will be registered. Shareholders whose names appear on the register of members of H Shares of the Company as at 4:30 p.m. on 8 June 2011 (Wednesday) are entitled to the final dividend. Unregistered holders of H Shares who wish to be entitled to the final dividend must lodge the transfer documents accompanied by the relevant share certificates no later than 4:30 p.m. on 2 June 2011 (Thursday) with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

The Company will withhold payment of the 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 of enterprise income tax.

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the "**Receiving Agent**") and will pay to such Receiving Agent the final dividend declared payable to holders of H Shares. The final dividend will be paid by the Receiving Agent before 26 July 2011, and the relevant cheques will be despatched on the same day to holders of H Shares who are entitled to receive such dividend by ordinary post and at their own risk.

Details of paying dividend to holders of A Shares and relevant matters will be announced in due course after discussion between the Company and China Securities Depository and Clearing Corporation Limited, Shanghai Branch.

### **CHANGE OF AUDITORS**

The Company's domestic and overseas auditing firms for carrying out the audit work for year 2010 were PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers, respectively. According to the relevant engagement letters, the term of service of PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers would end on the date of the Meeting. According to "Measures on Appointing Accounting Firms of China Minsheng Banking Corp., Ltd." in respect of the principle of tendering for appointment of accounting firms every three years, and by reference of the "Administrative Measures for Tendering of Financial Institutions' Selection and Hiring of Accounting Firms (Trial)" issued by the Ministry of Finance of the PRC in respect of the requirement on the longest period of continuous service of accounting firms appointed by the financial institutions, the Company has invited offers from auditing firms for carrying out the audit work for year 2011, and KPMG Huazhen Certified Public Accountants and KPMG Certified Public Accountants have been appointed through the Meeting as auditors for carrying out domestic and overseas audit work of the Company respectively, for year 2011.

PricewaterhouseCoopers has confirmed in writing that there were no matters regarding the non-reappointment of PricewaterhouseCoopers (the "**Non-reappointment**") as the auditor of the Company for the year 2011 that should be brought to the attention of the Shareholders of the Company. The Board was not aware of any matter regarding the Non-reappointment that should be brought to the attention of the Shareholders. The Board and the audit committee of the Company also confirmed that there were no disagreements or unresolved matters between the Company and PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers regarding the Non-reappointment.

The Company hereby expresses its sincere appreciation for the professional services and support of PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers provided in the past years.

### **ATTESTATION BY LAWYERS**

The Meeting was attested by Grandall Legal Group, Beijing Office which issued a legal opinion, certifying that the convening and procedures of the Meeting of the Company, the

qualification of the convener, the qualification of the attendees and the voting procedures were in compliance with the relevant PRC laws and regulations and the Articles of Association of the Company. The resolutions passed at the Meeting were lawful and valid.

By Order of the Board

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

**Dong Wenbiao**

*Chairman*

Beijing, PRC

26 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.*