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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)**

**(USD Preference Shares Stock Code: 04609)**

**POLL RESULTS OF 2020 ANNUAL GENERAL MEETING,  
THE FIRST A SHARE CLASS MEETING FOR 2021 AND  
THE FIRST H SHARE CLASS MEETING FOR 2021**

**VOTING RESULTS OF THE MEETINGS**

References are made to the notices dated 26 April 2021 (the “**Meeting Notices**”) of the 2020 annual general meeting (the “**AGM**”) and the first H share class meeting for 2021 (the “**H Share Class Meeting**”, together with the AGM and the first A share class meeting for 2021 (the “**A Share Class Meeting**”), collectively referred to as the “**Meetings**”) and the circular of the same date (the “**Circular**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board of the Company is pleased to announce the poll results of the Meetings held at 2:00 p.m. on Friday, 11 June 2021 at Conference Room No. 3, 1/F, Minsheng Bank East Gate, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC.

For details of the resolutions considered at the Meetings, the Shareholders may refer to the Meeting Notices and the Circular. The Meeting Notices and the Circular can be downloaded from the website of the Company ([www.cmbc.com.cn](http://www.cmbc.com.cn)) and HKEXnews website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

# **1. CONVENING AND ATTENDANCE OF THE MEETINGS**

## **(1) Convening of the Meetings**

The Meetings were convened as on-site meetings at 2:00 p.m. on Friday, 11 June 2021 at Conference Room No. 3, 1/F, Minsheng Bank East Gate, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC. Votings at the AGM and the A Share Class Meeting were taken by poll on site and online through the trading system of the SSE and a designated voting system of the SSE by A Shareholders of the Company. Voting at the H Share Class Meeting was taken by poll on site.

The Meetings were convened by the Board and presided over by Mr. Gao Yingxin, the Chairman. The Directors, Supervisors and certain senior management of the Company were present at the Meetings as non-voting delegates.

## **(2) Attendance of the Meetings**

### **Attendance of the AGM**

The total number of the issued Shares of the Company as at the meeting record date was 43,782,418,502, which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the AGM. Dajia Life Insurance Co., Ltd., Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Shi Yuzhu and their respective close associates, holding both A Shares and H Shares of the Company, had abstained from voting at the AGM on the Resolution regarding the Extension of the Validity Period of the Resolutions on the Public Issuance of A Share Convertible Corporate Bonds and the Authorization Period to the Board and its Authorized Persons to Exercise Full Power to Deal with Matters relating to the Issuance. Save as disclosed above, no Shareholders were required to abstain from voting in favour when casting votes on any other resolutions at the AGM according to rule 13.40 of the Hong Kong Listing Rules. There were no Shareholders who were required to abstain from voting according to the Hong Kong Listing Rules. None of the Shareholders has stated in the Circular his/her/its intention to vote against the relevant resolutions or to abstain from voting. A total of 575 Shareholders and authorized proxies who were entitled to vote, holding 19,628,079,554 Shares, representing 44.830962% of the total number of Shares with voting rights of the Company, were present at the AGM or participated in the online voting. Among those Shareholders, 571 A Shareholders and authorized proxies, holding 16,626,890,178 A Shares, representing 37.976180% of the total number of Shares with voting rights of the Company, were present at the AGM or participated in the online voting; four H Shareholders and authorized proxies, holding 3,001,189,376 H Shares, representing 6.854782% of the total number of Shares with voting rights of the Company, were present at the AGM or participated in the online voting.

### **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 35,462,123,213, which was the total number of A Shares entitling the Shareholders to attend and vote on the resolution proposed at the A Share Class Meeting. No A Shareholders were required to abstain from voting in favour when casting votes on the resolution at the A Share Class Meeting according to rule 13.40 of the Hong Kong Listing Rules. No A Shareholders were required to abstain from voting according to the Hong Kong Listing Rules. Moreover, no A Shareholders indicated his/her/its intention to vote against or abstain from voting on the relevant resolution contained in the Circular. A total of 571 A Shareholders with voting rights and authorized proxies, holding an aggregate of 16,626,890,178 A Shares which represented 46.886336% of the total number of A Shares with voting rights, were present at the A Share Class Meeting or 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 8,320,295,289, which was the total number of H Shares entitling the Shareholders to attend and vote on the resolution proposed at the H Share Class Meeting. Dajia Life Insurance Co., Ltd., Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Shi Yuzhu and their respective close associates, holding both A Shares and H Shares of the Company, had abstained from voting at the H Share Class Meeting on the Resolution regarding the Extension of the Validity Period of the Resolutions on the Public Issuance of A Share Convertible Corporate Bonds and the Authorization Period to the Board and its Authorized Persons to Exercise Full Power to Deal with Matters relating to the Issuance. Save as disclosed above, no H Shareholders were required to abstain from voting in favour when casting votes on such resolution at the H Share Class Meeting according to rule 13.40 of the Hong Kong Listing Rules. No H Shareholders were required to abstain from voting according to the Hong Kong Listing Rules. Moreover, no H Shareholders indicated his/her/its intention to vote against or abstain from voting on the relevant resolution contained in the Circular. A total of four H Shareholders with voting rights and authorized proxies, holding an aggregate of 3,000,895,496 H Shares which represented 36.067175% of the total number of H Shares with voting rights, were present at the H Share Class Meeting.

## 2. VOTING RESULTS OF THE MEETINGS

Computershare Hong Kong Investor Services Limited, the Company's H share registrar, two representatives of the Shareholders of the Company, one Supervisor of the Company, and Zhang Lixin and Zhong Chonglu, lawyers from Grandall Law Firm, Beijing Office, were appointed as the scrutineers for the voting of the Meetings.

### (1) Voting results of the AGM

The A Shareholders and H Shareholders present at the AGM considered and approved the following resolutions by way of open poll via a combination of on-site and online voting, and the voting results are as follows:

Ordinary resolutions		Number of votes cast and percentage of total number of votes cast		
		For Number of Shares (percentage)	Against Number of Shares (percentage)	Abstain Number of Shares (percentage)
1.	The resolution regarding the annual report for 2020 of the Company	19,579,411,144 (99.752047%)	27,688,371 (0.141065%)	20,980,039 (0.106888%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the AGM, the resolution was duly passed as an ordinary resolution.				
2.	The resolution regarding the final financial report for 2020 of the Company	19,579,785,484 (99.753954%)	27,614,231 (0.140688%)	20,679,839 (0.105358%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the AGM, the resolution was duly passed as an ordinary resolution.				
3.	The resolution regarding the proposed profit distribution plan for 2020 of the Company	19,556,286,943 (99.634235%)	61,405,772 (0.312847%)	10,386,839 (0.052918%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the AGM, the resolution was duly passed as an ordinary resolution.				
4.	The resolution regarding the annual budgets for 2021 of the Company	19,556,936,843 (99.637546%)	58,567,191 (0.298385%)	12,575,520 (0.064069%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the AGM, the resolution was duly passed as an ordinary resolution.				

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)
5.	The resolution regarding the work report of the Board for 2020 of the Company	19,547,703,504 (99.590505%)	59,506,611 (0.303171%)	20,869,439 (0.106324%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the AGM, the resolution was duly passed as an ordinary resolution.				
6.	The resolution regarding the work report of the Board of Supervisors for 2020 of the Company	19,548,114,864 (99.592601%)	59,069,051 (0.300941%)	20,895,639 (0.106458%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the AGM, the resolution was duly passed as an ordinary resolution.				
7.	The resolution regarding the report of remuneration of Directors for 2020 of the Company	19,543,477,482 (99.568974%)	74,058,972 (0.377312%)	10,543,100 (0.053714%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the AGM, the resolution was duly passed as an ordinary resolution.				
8.	The resolution regarding the report of remuneration of Supervisors for 2020 of the Company	19,549,530,582 (99.599813%)	67,985,772 (0.346370%)	10,563,200 (0.053817%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the AGM, the resolution was duly passed as an ordinary resolution.				
9.	The resolution regarding the re-appointment and remuneration of auditing firms for 2021	19,591,564,711 (99.813966%)	25,215,923 (0.128469%)	11,298,920 (0.057565%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the AGM, the resolution was duly passed as an ordinary resolution.				

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)
10.	The resolution regarding the extension of the validity period of the resolutions on the public issuance of A Share Convertible Corporate Bonds and the authorization period to the Board and its authorized persons to exercise full power to deal with matters relating to the issuance	8,804,897,537 (99.148304%)	63,867,723 (0.719188%)	11,767,400 (0.132508%)
As more than two-thirds of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the AGM, the resolution was duly passed as a special resolution.				
11.	The resolution regarding the granting of general mandate for the issuance of Shares to the Board	18,186,150,884 (92.653746%)	1,429,161,050 (7.281206%)	12,767,620 (0.065048%)
As more than two-thirds of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the AGM, the resolution was duly passed as a special resolution.				
12.	The resolution regarding the proposed amendments to certain provisions of the Articles of Association of the Company	18,539,652,484 (94.454745%)	1,075,536,450 (5.479581%)	12,890,620 (0.065674%)
As more than two-thirds of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the AGM, the resolution was duly passed as a special resolution.				

## (2) Voting results of the A Share Class Meeting

The A Shareholders present at the A Share Class Meeting considered and approved the following resolution by way of open poll via a combination of on-site and online voting, and the voting results are as follows:

Special resolution		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.	The resolution regarding the extension of the validity period of the resolutions on the public issuance of A Share Convertible Corporate Bonds and the authorization period to the Board and its authorized persons to exercise full power to deal with matters relating to the issuance	5,855,201,561 (99.589381%)	22,355,483 (0.380238%)	1,786,240 (0.030382%)
As more than two-thirds of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the A Share Class Meeting, the resolution was duly passed as a special resolution.				

## (3) Voting results of the H Share Class Meeting

The H Shareholders present at the H Share Class Meeting considered and approved the following resolution by way of open poll via on-site voting, and the voting results are as follows:

Special resolution		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.	The resolution regarding the extension of the validity period of the resolutions on the public issuance of A Share Convertible Corporate Bonds and the authorization period to the Board and its authorized persons to exercise full power to deal with matters relating to the issuance	2,946,899,872 (98.200683%)	44,324,344 (1.477037%)	9,671,280 (0.322280%)
As more than two-thirds of the valid votes were cast in favour of this resolution from the Shareholders (including authorized proxies) attending the H Share Class Meeting, the resolution was duly passed as a special resolution.				

### 3. DISTRIBUTION OF CASH DIVIDEND

The Board would like to notify the Shareholders the details of the distribution of cash dividend for 2020 (the “**Cash Dividend**”) as follows:

The Company will distribute the Cash Dividend to the H Shareholders whose names appear on the register of members of the Company on 23 June 2021 (the “**Record Date**”) in the amount of RMB2.13 (tax inclusive) for every 10 Shares held. The dividend will be denominated and declared in RMB and will be paid in Hong Kong dollars to the H Shareholders.

The actual amount of the Cash Dividend distributed to H Shareholders in Hong Kong dollar shall be calculated at the benchmark exchange rate (RMB0.82291 to HKD1.00) published by the PBOC on 11 June 2021 (the date of meeting at which the distribution of Cash Dividend is declared), being HKD0.25883754 per H Share (tax inclusive).

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

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

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

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



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

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares of the Company listed on the SSE (the “**Northbound Trading**”), the Cash Dividend 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 competent 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 the Cash Dividend and other arrangements for the investors of Northbound Trading will be the same as those for the A Shareholders.

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

For investors of the SSE and the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the Cash Dividend will be distributed in RMB. The record date of Shares and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the H Shareholders. Tax Policies are listed below:

- **Shanghai-Hong Kong Stock Connect:** Pursuant to the relevant requirements under the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Caishui [2014] No.81)(《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(財稅[2014]81 號)》), for dividends received by domestic individual 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 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.

- Shenzhen-Hong Kong Stock Connect: Pursuant to the relevant requirements under the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Caishui [2016] No.127)(《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2016]127 號)》), for dividends received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-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 shares listed on the Hong Kong Stock Exchange through Shenzhen-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.

Shareholders are recommended to consult their tax advisors with respect to the tax impacts in the PRC, Hong Kong and other countries (regions) for holding and dealing with Shares of the Company.

### **Closure of Register of Members and Expected Distribution Date**

To determine the entitlement of the H Shareholders to the Cash Dividend, the register of members of the Company will be closed from Friday, 18 June 2021 to Wednesday, 23 June 2021 (both days inclusive), during which period no transfer of Shares of the Company will be effected. For unregistered holders of H Shares who wish to be eligible to receive the Cash Dividend, share certificates and the transfer documents must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 17 June 2021. H Shareholders whose names appear on the register of members of the Company on Wednesday, 23 June 2021 will be entitled to receive the dividend.

The Company will withhold payment of relevant income tax strictly in accordance with the relevant laws or requirements of the relevant government departments and based on the Company's register of members of H Shares on the Record Date. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the mechanism of withholding payment of relevant income tax. The Company will not be liable for any claims arising from any delay in, or inaccurate determination of the status of the Shareholders or any disputes over the mechanism of withholding. For the H Shareholders 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 Cash Dividend to the Receiving Agent for their onward payment to H Shareholders. For the H Shareholders investing in Southbound Trading, the Cash Dividend will be paid through the depositary and clearing system of China Securities Depository and Clearing Corporation Limited. For the H Shareholders who are not investors of Southbound Trading, the dividend will be paid to the relevant Shareholders by the Receiving Agent on Monday, 12 July 2021, and the relevant cheques will be dispatched on the same day to H Shareholders who are entitled to receive such dividend by ordinary post while the risk of the delivery shall be borne by the receivers. For the H Shareholders investing in Southbound Trading, the Cash Dividend will be paid to the investors by China Securities Depository and Clearing Corporation Limited through clearing agency participants.

Details of distribution of the Cash Dividend to A Shareholders and relevant matters will be announced in due course.

#### **4. APPROVAL OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The amended Articles of Associations will be effective from the date of approval by the CBIRC. The existing Articles of Association will remain effective until the amended Articles of Association takes effect.

#### **ATTESTATION BY LAWYERS**

The Meetings were attested by Grandall Law Firm, Beijing Office, which has 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 administrative regulations and the Articles of Association of the Company. The poll results of the Meetings were lawful and valid.

By Order of the Board of Directors  
**CHINA MINSHENG BANKING CORP., LTD.**  
**Gao Yingxin**  
*Chairman*

Beijing, PRC  
11 June 2021

*As at the date of this announcement, the executive directors of the Company are Mr. Gao Yingxin, Mr. Zheng Wanchun and Mr. Yuan Guijun; the non-executive directors are Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Shi Yuzhu, Mr. Wu Di, Mr. Song Chunfeng and Mr. Yang Xiaoling; and the independent non-executive directors are Mr. Liu Jipeng, Mr. Li Hancheng, Mr. Xie Zhichun, Mr. Peng Xuefeng, Mr. Liu Ningyu and Mr. Qu Xinjiu.*