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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

**THE RESOLUTIONS PASSED AT THE FOURTH MEETING OF
THE SIXTH SESSION OF THE BOARD OF DIRECTORS**

The Fourth Meeting of the Sixth Session of the Board of Directors (the “Board”) of China Minsheng Banking Corp., Ltd. (the “Company”) was held onsite in Changchun on 23 August 2012 (the “Meeting”). The Meeting was convened and chaired by Dong Wenbiao, the Chairman. 18 out of 18 eligible directors attended the Meeting. The convening of the Meeting complied with the relevant provisions of the Company Law of the People’s Republic of China (“PRC”) and the Articles of Association of the Company. The resolutions passed were legal and valid.

The following resolutions were considered and passed at the Meeting:

- I. Resolution on the 2012 Interim Report of the Company (Full Contents and Summary) and announcing the 2012 Interim Results based on the 2012 Interim Report of the Company (Full Contents and Summary)

Voting results: voted in favour: 18 votes; voted against: 0 vote; abstained from voting: 0 vote.

- II. Resolution on the 2012 Interim Profit Distribution of the Company

Voting results: voted in favour: 18 votes; voted against: 0 vote; abstained from voting: 0 vote.

- III. Resolution on the Establishment of Township Bank Management Department

Voting results: voted in favour: 18 votes; voted against: 0 vote; abstained from voting: 0 vote.

IV. Resolution on the Establishment of Infrastructure Management Office

Voting results: voted in favour: 18 votes; voted against: 0 vote; abstained from voting: 0 vote.

V. Resolution on Liquidity Risk Control Indicator of China Minsheng Banking Corp., Ltd. in 2012

Voting results: voted in favour: 18 votes; voted against: 0 vote; abstained from voting: 0 vote.

VI. Resolution on Internal Transaction Management Measures of China Minsheng Banking Corp., Ltd.

Voting results: voted in favour: 18 votes; voted against: 0 vote; abstained from voting: 0 vote.

VII. Resolution on Development Plan of the Internal Control System of China Minsheng Banking Corp., Ltd. for 2012–2014

Voting results: voted in favour: 18 votes; voted against: 0 vote; abstained from voting: 0 vote.

PAYMENT OF INTERIM DIVIDEND

The Board was authorised by the 2011 Annual General Meeting held on 15 June 2012 to determine the 2012 interim profit distribution plan, provided that the cash dividend should not be less than 20% of the Company's net profit in the first half of 2012. In accordance with the above authorisation, the Board resolved the following distribution plan:

The Company has a net profit of RMB18.709 billion in the first half of 2012. The undistributed profit of the Company amounted to RMB38.486 billion at the beginning of 2012, and amounted to RMB29.976 billion after the payment of cash dividend for 2011. According to relevant regulations, the Company will allocate RMB1.871 billion, which accounts for 10% of interim net profit of 2012, to its statutory surplus reserve, and will allocate RMB3.1 billion to its generic risk reserve. By the end of June 2012, the profit available for distribution to shareholders amounted to RMB43.714 billion.

According to the interim profit distribution principle for the first half of 2012 considered and approved at the 2011 Annual General Meeting of the Company, the Company will, based on the total number of A shares and H shares of 28,365,585,227 shares as of 30 June 2012, distribute a cash interim dividend of RMB1.50 (inclusive of tax) in cash for every 10 shares to the registered holders of A shares and H shares of the Company for the first half of 2012 (the “**Interim Dividend**”). The total amount is RMB4.255 billion.

The Interim Dividend will be paid on Wednesday, 19 September 2012 to the holders of H shares whose names appear on the register of members of the Company on Wednesday, 5 September 2012 (the “**Record Date**”). According to the Articles of Association of the Company, dividend payable to the Company's shareholders shall be declared in RMB, and dividend payable to holders of A shares shall be paid in RMB while dividend payable to holders of H shares shall be paid in Hong Kong dollars (“HK\$”).

The actual amount of Interim Dividend to be paid to H shareholders in HK\$ is calculated according to the benchmark exchange rate of RMB against HK\$ as published by the People's Bank of China on Thursday, 23 August 2012, that is the date of the Meeting, (i.e. RMB0.81632 against HK\$1.00), being a cash dividend of HK\$0.18375147 per H share (tax inclusive).

Enterprise Income Tax Payable by Non-resident Enterprise Shareholders

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 PRC enterprise income tax on behalf of non-resident enterprise shareholders with a tax rate of 10% when the Company distributes any dividends 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, trustees, or other organizations or groups, shall be deemed to be H shares held by non-resident enterprise shareholder(s), and the PRC enterprise income tax shall be withheld from any dividends payable thereon.

Individual Income Tax Payable by Non-resident Individual Shareholders

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the PRC Implementation Regulations of the Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅收協定待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)) (“**Tax Treaties Notice**”), other relevant laws and regulations and the relevant rules promulgated by the State Administration of Taxation, and pursuant to the letter titled “Tax arrangements on dividends paid to Hong Kong residents by Mainland companies” issued by The Stock Exchange of Hong Kong Limited to the issuers on 4 July 2011, individual H shareholders of the stocks issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax arrangements between the countries where they are residents and China or the tax arrangements between Mainland China and Hong Kong (Macau). The Company will determine the country of domicile of the individual H shareholders based on the registered address as recorded in the register of members of H shares of the Company on the Record Date. Detailed arrangements are as follows:

- For individual H shareholders who are Hong Kong or Macau residents and those whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual H shareholders.
- For individual H shareholders 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%, the Company will make applications on behalf of the individual H shareholders to seek entitlement of the relevant agreed preferential treatments pursuant to the regulations under the Tax Treaties Notice, and upon approval by the tax authorities, the amount which is over the withheld tax amount will be refunded.

- For individual H shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of higher than 10% but lower than 20%, the Company will withhold the individual income tax at the agreed upon effective tax rate when distributing dividends, and no application procedures will be necessary.
- For individual H shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or a country which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these individual H shareholders.

As announced on 10 August 2012, 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, 31 August 2012 to Wednesday, 5 September 2012 (both days inclusive), during which period no transfer of H shares of the Company will be effected. 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, 30 August 2012. Holders of H shares whose names appear on the register of members of the Company on Wednesday, 5 September 2012 will be entitled to receive the Interim Dividend.

The Company will withhold payment of the relevant 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 Interim Dividend declared payable to holders of H shares.

Details of paying the Interim Dividend to holders of A shares and relevant matters will be announced in due course.

By Order of the Board
CHINA MINSHENG BANKING CORP., LTD.
Dong Wenbiao
Chairman

23 August 2012

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, Mr. Shi Yuzhu, Mr. Wang Hang, Mr. Wang Junhui and Mr. Wu Di; and the independent non-executive directors are Mr. Wang Songqi, Mr. Qin Rongsheng, Mr. Wang Lihua, Mr. Han Jianmin, Mr. Cheng Hoi-chuen and Mr. Ba Shusong.