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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 FIFTH MEETING OF THE SIXTH SESSION OF THE BOARD OF DIRECTORS

The fifth meeting of the sixth session of the board of directors (the “**Board**”) (the “**Meeting**”) of China Minsheng Banking Corp., Ltd. (the “**Bank**”) was held through communication voting and the closing date of the voting was 30 October 2012. The Meeting complied with relevant provisions of the *Company Law of the People's Republic of China* and the *Articles of Association of China Minsheng Banking Corp., Ltd.* (the “**Articles of Association**”).

The following resolutions were considered and approved at the Meeting:

I. Proposal regarding the *Third Quarterly Report of 2012 of the Company*

Voting results: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

II. Proposal regarding the additional appointment of Ms. You Lantian as an independent non-executive director of the sixth session of the Board

Voting results: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

The Meeting resolved to nominate Ms. You Lantian as an independent non-executive director of the sixth session of the Board, which will be submitted to the third extraordinary general meeting of the Bank in 2012 (the “**EGM**”) for approval.

Ms. You Lantian, aged 61, was the former deputy head of United Front Work Department and is a member of the Eleventh National Committee of the Chinese People's Political Consultative Conference and the deputy director of the Committee for Liaison with Hong Kong, Macao, Taiwan and Overseas Chinese. Ms. You was previously the party secretary of Beijing Institute

of Planning Labour Administration, the deputy head and head of Beijing Municipal Labour Bureau. Ms. You also served as the head of Beijing Municipal Labour and Social Security Bureau, a member of the standing committee of Beijing Municipal Committee and the secretary of Chongwen District Committee. Besides, Ms. You was previously a member of the standing committee of Beijing Municipal Committee, the head of United Front Work Department, the secretary of Health Committee and the chairwoman of Municipal Labour Union. Ms. You obtained her master's degree in economic administration from the Party School of the Central Committee of the Communist Party of China in 1996 and is a senior economist.

Except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations, Ms. You is subject to the same term as the current session of the Board. Remuneration of Ms. You will be determined with reference to the *Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd.*

Save as disclosed above, Ms. You does not have any relationship with other directors, supervisors, senior management or substantial or controlling shareholders of the Bank and has no interests in the shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”).

In addition, there is no other information of Ms. You which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (the “**Hong Kong Listing Rules**”) nor is she involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there is no other matter that needs to be brought to the attention of the shareholders of the Bank.

III. Proposal regarding the additional appointment of Mr. Guo Guangchang as a non-executive director of the sixth session of the Board

Voting results: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

The Meeting resolved to nominate Mr. Guo Guangchang as a non-executive director of the sixth session of the Board, which will be submitted to the EGM for approval.

Mr. Guo Guangchang, aged 45, is currently the executive director and chairman of Fosun International Limited (00656.HK), and a director of Club Méditerranée SA (a company listed on Euronext), Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (600196.SH, 02196.HK) and Shanghai Forte Land Co., Ltd., the shares of which were withdrawn from listing on the Hong Kong Stock Exchange in May 2011. Mr. Guo was previously the non-executive director of Sinopharm Group Co., Ltd. (01099.HK). Mr. Guo is currently a deputy to the Eleventh National People's Congress, the vice chairman of Shanghai Federation of Industry and Commerce and the honorary chairman of Zhejiang Chamber of Commerce in Shanghai. Mr. Guo obtained a bachelor's degree in philosophy and a master's degree in business administration from Fudan University in 1989 and 1999 respectively and is a senior engineer.

Except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations, Mr. Guo is subject to the same term as the current session of the Board. Remuneration of Mr. Guo will be determined with reference to the *Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd.*

Save as disclosed above, Mr. Guo does not have any relationship with other directors, supervisors, senior management or substantial or controlling Shareholders of the Bank. As at the date of this announcement, Mr. Guo was interested or deemed interested in 302,995,570 A shares of the Bank, representing 1.34% of the total issued A shares of the Bank; 358,332,000 H shares of the Bank, representing 6.20% of the total issued H shares of the Bank. Save as disclosed above, Mr. Guo has no other interests in the shares of the Bank within the meaning of Part XV of SFO.

In addition, there is no other information of Mr. Guo which is required to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Hong Kong Listing Rules nor is he involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save as disclosed above, there is no other matter that needs to be brought to the attention of the shareholders of the Bank.

IV. Proposal regarding the amendments to certain provision of the *Articles of Association of China Minsheng Banking Corp., Ltd.*

Voting results: voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

In respect of the *Notice Regarding Further Optimization of Cash Dividends Distribution of Listed Companies* issued by Beijing Securities Regulatory Bureau on 29 June 2012 (the “**Notice**”), the Bank will make amendments to the applicable provision of the Articles of Association to comply with requirements in the Notice in time. The Meeting resolved to make certain amendments to the applicable provision of the Articles of Association, which will be submitted to the EGM for approval, and will come into effect after the approval by the banking regulatory authority of the State Council.

The proposed amendments to the applicable provision of the Articles of Association are set out as follows:

Original Article 292

“The Bank may distribute dividends in the form of cash or stock.

The Bank shall provide reasonable investment returns to investors by distributing profits and its profit distribution policy shall be sustainable and stable. The Bank shall make dividends distribution in profit-making years. To the extent that the normal working capital requirement is fulfilled, the Bank shall distribute dividends primarily in cash.

The total profit distributed in the form of cash dividends for the last three years shall not be less than 30% of the average annual distributable profit of the Bank of the last three years, when making profits distribution. The Bank may distribute interim cash dividends.

If the Bank generated profits in the previous accounting year but the Board of Directors did not made any cash profit distribution proposal after the end of the previous accounting year, the reasons thereof and the application of funds retained by the Bank not available for distribution shall be explained in details in its periodic reports and the Independent Directors shall give an independent opinion in such regard.

The Bank shall disclose its implementation of the cash dividend policy and other relevant matters in its periodic reports in accordance with the applicable requirements.

In the event that adjustments are required to be made to the Bank's profit distribution policy due to the needs of operation and long term development of the Bank, the adjusted profit distribution policy shall comply with the relevant requirements of the regulatory authorities of the places where the shares of the Bank are listed. Any resolution regarding adjustments to the profit distribution policy shall be subject to the prior review of the Independent Directors and the Supervisory Board and, after consideration by the Board, be proposed to the general meeting of the Bank for approval by the Shareholders. Any resolution regarding the adjustments to the Bank's cash dividend policy shall be approved by more than two-thirds of the votes of the Shareholders attending the general meeting of the Bank. Online voting shall be made available, when such proposal is voted on a general meeting.

Cash dividends and other distributions payable to shareholders of the Bank's domestic shares shall be made in RMB. Cash dividends and other distributions payable to H share holders shall be denominated and declared in RMB and paid in HK dollars. Payment in foreign currencies required for the cash dividends and other distributions payable to shareholders of overseas-listed foreign shares shall be obtained according to the applicable PRC foreign exchange control regulations.

Distribution of scrip dividends in form of stock shall be approved by general meeting of shareholders and subject to approval by the banking regulatory authority of the State Council.”

Revised Article 292 after proposed amendments:

“The Bank may distribute dividends in the form of cash or stock.

The Bank shall provide reasonable investment returns to investors by distributing profits and its profit distribution policy shall be sustainable and stable. The Bank shall make dividends distribution in profit-making years. To the extent that the normal working capital requirement is fulfilled, the Bank shall distribute dividends primarily in cash.

The profit distribution in the form of cash dividends by the Bank each year shall not be less than 10% of the distributable profit of the Bank during the year. The Bank may distribute interim cash dividends.

If the Bank generated profits in the previous accounting year but the Board of Directors did not make any cash profit distribution proposal after the end of the previous accounting year, the reasons thereof and the application of funds retained by the Bank not available for distribution shall be explained in details in its periodic reports and the Independent Directors shall give an independent opinion in such regard. **Online voting shall be made available, when such proposal is voted on a general meeting.**

The Bank shall disclose its implementation of the cash dividend policy and other relevant matters in its periodic reports in accordance with the applicable requirements.

In the event that adjustments are required to be made to the Bank's profit distribution policy due to the needs of operation and long term development of the Bank, the adjusted profit distribution policy shall comply with the relevant requirements of the regulatory authorities of the places where the shares of the Bank are listed. Any resolution regarding adjustments to the profit distribution policy shall be subject to the prior review of the Independent Directors and the Supervisory Board and, after consideration by the Board, be proposed to the general meeting of the Bank for approval by the Shareholders. Any resolution regarding the adjustments to the Bank's cash dividend policy shall be approved by more than two-thirds of the votes of the Shareholders attending the general meeting of the Bank. Online voting shall be made available, when such proposal is voted on a general meeting.

Cash dividends and other distributions payable to shareholders of the Bank's domestic shares shall be made in RMB. Cash dividends and other distributions payable to H share holders shall be denominated and declared in RMB and paid in HK dollars. Payment in foreign currencies required for the cash dividends and other distributions payable to shareholders of overseas-listed foreign shares shall be obtained according to the applicable PRC foreign exchange control regulations.

Distribution of scrip dividends in form of stock shall be approved by general meeting of shareholders and subject to approval by the banking regulatory authority of the State Council.”

V. Proposal regarding the convention of the EGM

Voting results: voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

The Meeting resolved to convene the EGM on Monday, 17 December 2012. A further announcement will be made for the notice of the EGM.

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

30 October 2012

As at the date of this announcement, the executive directors of the Bank are Dong Wenbiao, Hong Qi and Liang Yutang; the non-executive directors of the Bank are Zhang Hongwei, Lu Zhiqiang, Liu Yonghao, Wang Yugui, Shi Yuzhu, Wang Hang, Wang Junhui and Wu Di; and the independent non-executive directors of the Bank are Wang Songqi, Qin Rongsheng, Wang Lihua, Han Jianmin, Cheng Hoi-chuen and Ba Shusong.