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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 THIRD EXTRAORDINARY GENERAL MEETING IN 2012
VOTING RESULTS OF THE MEETING**

According to the notice of the third extraordinary general meeting in 2012 dated 30 October 2012 (the “**Notice**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”), the third extraordinary general meeting in 2012 (the “**Meeting**”) of the Company was held at 9:00 a.m. on Monday, 17 December 2012 at the Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, the People’s Republic of China (the “**PRC**”) and chaired by Liang Yutang, the vice chairman of the Board authorised by Dong Wenbiao, the chairman of the Board, in writing.

The total number of issued Shares of the Company as at the date of the Meeting was 28,365,585,227, which was the total number of Shares entitling its holders to attend and vote at the Meeting. There were no shareholders who were required to abstain from voting in favour or abstain from voting when casting votes on any of the resolutions at the Meeting according to Hong Kong Listing Rules. In addition, in the Circular (as defined below) dispatched by the Company, none of the Shareholders has stated his/her/its intention to vote against the relevant resolution or to abstain. A total of 53 Shareholders and authorised proxies, holding 10,383,564,410 Shares, representing 36.61% of the total number of Shares with voting rights of the Company, were present at the Meeting. Among those Shareholders, 45 holders of A Shares or authorised proxies, holding 7,998,493,576 A Shares, representing 28.20% of the total number of Shares with voting rights of the Company, were present at the Meeting; 8 holders of H Shares or authorised proxies, holding 2,385,070,834 H Shares, representing 8.41% of the total number of 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 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 Zhang Lixin from Grandall Law Firm, 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:

		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)
Ordinary Resolutions				
1	To consider and approve the additional appointment of Ms. You Lantian as an Independent Non-executive Director of the sixth session of the Board with the same term as the current session of the Board	10,376,013,010 (99.927275%)	978,200 (0.009421%)	6,573,200 (0.063304%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorised proxies) attending the Meeting, the resolution was duly passed as an ordinary resolution.				
Ms. You Lantian undertook to participate the latest training for independent directors so as to obtain the independent directors' qualification as required by relevant rules of the Shanghai Stock Exchange.				
2	To consider and approve the additional appointment of Mr. Guo Guangchang as a Non-executive Director of the sixth session of the Board with the same term as the current session of the Board	10,337,139,271 (99.552898%)	39,898,439 (0.384246%)	6,526,700 (0.062856%)
As more than 50% of the valid votes were cast in favour of this resolution from the Shareholders (including authorised proxies) attending the Meeting, the resolution was duly passed as an ordinary 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)
Special Resolution				
3	To consider and approve the amendments to certain provision of the <i>Articles of Association of China Minsheng Banking Corp., Ltd.</i>	10,376,073,510 (99.927858%)	961,200 (0.009257%)	6,529,700 (0.062885%)
As more than two thirds of the valid votes were cast in favour of this resolution from the Shareholders (including authorised proxies) attending the Meeting, the resolution was duly passed as a special resolution.				

For details of the resolutions considered at the Meeting, Shareholders may refer to the Notice and the circular dated 30 October 2012 (the “**Circular**”) of the Company. The Notice and Circular can be downloaded from the website of the Company (www.cmbc.com.cn). Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

RESIGNATION OF DIRECTOR

Reference is made to the Announcement on Resignation of Director dated 30 October 2012. The resignation of Mr. Wang Songqi came into effect from the date of the Meeting. Mr. Wang Songqi ceased to be director of the Company, a member of Strategic Development and Investment Management Committee, a member of Audit Committee and the chairman of Risk Management Committee.

The Company will hold a Board meeting after the Meeting in due course to appoint appropriate directors to be members or chairmen of relevant special committees.

APPOINTMENT OF DIRECTORS

Biographical details of the two Directors appointed by the above resolutions numbered 1 and 2 as approved by the Shareholders are set out as follows:

Independent Non-executive Director

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 CPPCC 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 C.P.C in 1996 and is a senior economist.

Ms. You is appointed as an Independent Non-executive Director with the same term as the current session of the Board, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. 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 Company and has no interests in the Shares of the Company within the meaning of Part XV of 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 13.51(2)(v) of 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 Company.

Non-executive Director

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.

Mr. Guo is appointed as a Non-executive Director with the same term as the current session of the Board, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations. 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 Company. As at the date of this announcement, Mr. Guo was interested or deemed interested in 308,037,298 A Shares of the Company, representing 1.36% of the total issued A Shares of the Company; 358,332,000 H Shares of the Company, representing 6.20% of the total issued H Shares of the Company. Save as disclosed above, Mr. Guo has no other interests in the Shares of the Company 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 13.51(2)(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 Company.

ATTESTATION BY LAWYERS

The Meeting was attested by Grandall Law Firm, Beijing Office, which issued a legal opinion, certifying that the convening and procedures of the Meeting, 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 voting results of the Meeting were lawful and valid.

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

Beijing, PRC
17 December 2012

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