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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 2017 ANNUAL GENERAL MEETING,  
THE SECOND A SHARE CLASS MEETING FOR 2018 AND  
THE SECOND H SHARE CLASS MEETING FOR 2018**

**VOTING RESULTS OF THE MEETINGS**

References are made to the notices dated 8 May 2018 (the “**Meeting Notices**”) of the 2017 annual general meeting (the “**AGM**”), the second A share class meeting for 2018 (the “**A Share Class Meeting**”), and the second H share class meeting for 2018 (the “**H Share Class Meeting**”, together with the AGM and the A Share Class Meeting, the “**Meetings**”) and the circular dated 8 May 2018 (the “**Circular**”) of China Minsheng Banking Corp., Ltd. (the “**Company**”).

The board of directors (the “**Board**” or “**Board of Directors**”) of the Company is pleased to announce the poll results of the Meetings held at 2:00 p.m. on Thursday, 21 June 2018 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No.1 Zhongguancun Nandajie, Haidian 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 Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) ([www.hkexnews.hk](http://www.hkexnews.hk)). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

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

**(A) Convening of the Meetings**

The Meetings were convened as on-site meetings at 2:00 p.m. on Thursday, 21 June 2018 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No.1 Zhongguancun Nandajie, Haidian 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. Hong Qi, the Chairman. Certain Directors, supervisors and senior management of the Company were present at the Meetings.

## **(B) 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 36,485,348,752, which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the AGM. There were no Shareholders who were required to abstain from voting in favour when casting votes on any of the resolutions at the AGM according to Rule 13.40 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (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 205 Shareholders and authorized proxies who were entitled to vote, holding 9,867,560,602 Shares, representing 27.045269% 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, 201 A Shareholders and authorized proxies, holding 7,950,288,297 A Shares, representing 21.790359% of the total number of Shares with voting rights of the Company, were present at the AGM or participated in the online voting; 4 H Shareholders and authorized proxies, holding 1,917,272,305 H Shares, representing 5.254910% 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 29,551,769,344, which was the total number of A Shares entitling the Shareholders to attend and vote on the resolutions proposed at the A Share Class Meeting. No A Shareholders were required to abstain from voting in favour when casting votes on any of the resolutions 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 their intention to vote against or abstain from voting on the relevant resolutions contained in the Circular. A total of 200 A Shareholders with voting rights and authorized proxies, holding an aggregate of 7,950,268,397 A Shares which represented 26.902851% 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 6,933,579,408, which was the total number of H Shares entitling the Shareholders to attend and vote on the resolutions proposed at the H Share Class Meeting. Anbang Insurance Group Co., Ltd., Mr. Lu Zhiqiang and Mr. Shi Yuzhu and their respective associates, holding both A Shares and H Shares of the Company, had abstained from voting in 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 any other resolutions 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 their intention to vote

against or abstain from voting on the relevant resolutions contained in the Circular. A total of 4 H Shareholders with voting rights and authorized proxies, holding an aggregate of 1,611,948,902 H Shares which represented 23.248438% 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, a supervisor of the Company, and Zhang Lixin and Tian Bi, 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 2017 of the Company	9,860,539,334 (99.928845%)	4,186,710 (0.042429%)	2,834,558 (0.028726%)
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 2017 of the Company	9,860,537,134 (99.928823%)	4,195,010 (0.042513%)	2,828,458 (0.028664%)
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 the second half of 2017 of the Company	9,862,772,566 (99.951477%)	3,783,036 (0.038338%)	1,005,000 (0.010185%)
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 proposed plan of capital reserve capitalisation for 2017 of the Company	9,862,559,866 (99.949321%)	3,924,836 (0.039776%)	1,075,900 (0.010903%)
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.			
5. The resolution regarding the authorization for interim profit distribution for 2018 of the Company	9,862,705,468 (99.950797%)	3,835,134 (0.038866%)	1,020,000 (0.010337%)
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)
6.	The resolution regarding the annual budgets for 2018 of the Company	9,862,522,966 (99.948948%)	4,000,436 (0.040541%)	1,037,200 (0.010511%)
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 work report of the Board for 2017 of the Company	9,856,540,014 (99.888315%)	4,273,130 (0.043305%)	6,747,458 (0.068380%)
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 work report of the Supervisory Board for 2017 of the Company	9,856,521,934 (99.888132%)	4,310,210 (0.043680%)	6,728,458 (0.068188%)
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 the auditing firms for 2018	9,862,472,666 (99.948438%)	4,025,036 (0.040790%)	1,062,900 (0.010772%)
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.				
10.	The resolution regarding the amendments to the Administrative Measures of Connected Transactions	9,737,377,905 (98.680700%)	23,271,782 (0.235842%)	106,910,915 (1.083458%)
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.				

<b>Special resolution</b>		<b>Number of votes cast and percentage of total number of votes cast</b>		
		<b>For Number of Shares (percentage)</b>	<b>Against Number of Shares (percentage)</b>	<b>Abstain Number of Shares (percentage)</b>
11.	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	9,831,923,362 (99.638844%)	34,641,240 (0.351062%)	996,000 (0.010094%)
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.				
<b>Ordinary resolution</b>		<b>Number of votes cast and percentage of total number of votes cast</b>		
		<b>For Number of Shares (percentage)</b>	<b>Against Number of Shares (percentage)</b>	<b>Abstain Number of Shares (percentage)</b>
12.	The resolution regarding the impacts on dilution of current returns of the public issuance of A Share Convertible Corporate Bonds and the remedial measures	9,442,973,346 (95.697141%)	34,406,540 (0.348683%)	390,180,716 (3.954176%)
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.				
<b>Special resolutions</b>		<b>Number of votes cast and percentage of total number of votes cast</b>		
		<b>For Number of Shares (percentage)</b>	<b>Against Number of Shares (percentage)</b>	<b>Abstain Number of Shares (percentage)</b>
13.	The resolution regarding the report on utilization of proceeds from the previous issuance	9,858,706,566 (99.910271%)	3,949,036 (0.040021%)	4,905,000 (0.049708%)
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.				
14.	The resolution regarding the granting of general mandate for the issuance of Shares to the Board	9,062,534,193 (91.841688%)	799,582,209 (8.103139%)	5,444,200 (0.055173%)
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.				

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)
15.	The resolution regarding the appointment of Mr. Tian Suning as independent non-executive Director	9,857,768,992 (99.900770%)	8,744,810 (0.088622%)	1,046,800 (0.010608%)
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 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)
16.	The resolution regarding the amendments to the Articles of Association	8,933,978,841 (90.538880%)	923,662,461 (9.360596%)	9,919,300 (0.100524%)
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 on-site voting 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	7,947,330,934 (99.963052%)	2,854,463 (0.035904%)	83,000 (0.001044%)
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	1,578,949,025 (97.952796%)	32,086,877 (1.990564%)	913,000 (0.056640%)
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. 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.

### 4. APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Tian Suning has been appointed by the Shareholders as the independent non-executive Director of the Company. The qualification of Mr. Tian Suning is subject to the approval of the CBIRC. The biographical details of Mr. Tian Suning are set forth below:

Mr. Tian Suning, aged 55, holds a Doctor's Degree. Mr. Tian Suning has been the chairman of China Broadband Capital Partners, L.P. since May 2006 and the chairman of AsiaInfo, Inc. since January 2014. He was an independent non-executive director of Shanghai Pudong Development Bank Co., Ltd. (a company listed on the SSE, stock code: 600000) from April 2016 to March 2018. Mr. Tian Suning has been an independent non-executive director of Lenovo Group Limited (a company listed on the Hong Kong Stock Exchange, stock code: 00992) since August 2007. Mr. Tian Suning was the vice chairman, executive director and chief executive officer of China Netcom Group Corporation (Hong Kong) Limited from April 2005 to April 2006, president and chief executive officer of China Network Communication Co., Ltd. from August 1999 to April 2005, founder and chief executive officer of AsiaInfo Technologies (China) Co., Ltd. from December 1993 to August 1999. Mr. Tian Suning also

served as a non-independent director of Taikang Life Insurance Inc. from July 2008 to July 2016, an independent director of MasterCard International Incorporated from March 2006 to June 2016, an independent director of MasterCard Incorporated (a company listed on the New York Stock Exchange, stock code: MA) from March 2006 to June 2016, and a non-executive director of China Jiu hao Health Industry Corporation Limited (currently known as Huayi Tencent Entertainment Company Limited, a company listed on the Hong Kong Stock Exchange, stock code: 00419) from January 2008 to February 2016. Mr. Tian Suning received his Bachelor's Degree in Ecology from Liaoning University in 1985, Master's Degree in Ecology from the Graduate University of Chinese Academy of Sciences in 1987, and Doctor's Degree in Resources Management from Texas Tech University of USA in 1993. Mr. Tian Suning was awarded "Outstanding Youth of the Year (求是傑出青年成果轉化獎)" by China Association for Science and Technology in July 2003 and "Outstanding Returned Scholar Award (全國留學回國人員優秀個人獎)" by the Ministry of Education of the People's Republic of China in August 2003.

The term of office of Mr. Tian Suning shall be the same as that of the current session of the Board. Remuneration of Mr. Tian Suning shall be determined in accordance with the Remuneration Policy of Directors and Supervisors of China Minsheng Banking Corp., Ltd. Mr. Tian Suning has confirmed that he has fulfilled the independent factors as stipulated in Rule 3.13 of the Hong Kong Listing Rules. The Company considered that Mr. Tian Suning is independent according to the guidelines on independence under the Hong Kong Listing Rules.

Mr. Tian Suning does not have any other relationship with any of the directors, supervisors, senior management, substantial shareholder or controlling shareholder of the Company, and does not have any interests in the shares of the Company as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this announcement, there is no other information in relation to Mr. Tian Suning which is subject to disclosure pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules, and he is not involved and has not been involved in any activity subject to disclosure pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules. Save as disclosed in this announcement, Mr. Tian Suning did not hold any directorship in any other listed companies in the last three years, and did not hold other positions in the Company or its subsidiaries. There is no other matter that shall be brought to the attention of the shareholders of the Company.

Mr. Cheng Hoi-chuen ceases to serve as independent non-executive director of the Company as at the date of this announcement. The Company will complete the appointments of relevant special committees of the Board to fulfill the vacancies as soon as possible and promptly announce such appointments.



## 5. DISTRIBUTION OF CASH DIVIDEND

The Board also would like to notify the Shareholders the details of the distribution of cash dividend for the second half of 2017 (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 2 July 2018 (the “**Record Date**”) in the amount of RMB0.90 (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 H Share Cash Dividend distributed in Hong Kong dollar shall be calculated at the benchmark exchange rate (RMB0.82488 to HKD1.00) published by the PBOC on 21 June 2018 (the date of Meeting on which the distribution of Cash Dividend is declared), being HKD0.10910678 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 Mainland China. 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**”), their dividends 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 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 cash dividends 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 dividends 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 China, 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 Wednesday, 27 June 2018 to Monday, 2 July 2018 (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 Tuesday, 26 June 2018. H Shareholders whose names appear on the register of members of the Company on Monday, 2 July 2018 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 or about Friday, 27 July 2018, 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.

## 6. CONVERSION OF CAPITAL RESERVE INTO SHARE CAPITAL OF 2017

The Board also would like to notify the Shareholders the details of conversion of capital reserve into share capital of 2017 as follows:

The Company intends to capitalise the capital reserve from the issue of Shares at premium by issuing Shares to A Shareholders and H Shareholders whose names appear on the registers as at the record dates in a proportion of 2 Shares for every 10 Shares being held. Based on the number of Shares in issue, being 36,485 million Shares, as at 31 December 2017, the total number of Shares to be issued by capitalisation of the capital reserve will be approximately 7,297 million Shares. The actual number of Shares to be issued by way of capitalisation of the capital reserve shall be calculated based on the total number of Shares registered as at the record dates.

The Capitalisation H Shares and the Capitalisation A Share will rank pari passu in all respects with the respective H Shares and A Shares then in issue on the record dates. Holders of the Capitalisation Shares will be entitled to receive all future dividends and distributions (if any) which are declared, made or paid after the date on which the Capitalisation Shares are allotted and issued, but will not be entitled to the cash dividends of the Company for the year ended 31 December 2017 which are approved by the Shareholders at the AGM.

The Capitalisation H Shares will be issued on a pro rata basis and any fractional Shares (if any) will be rounded down to the nearest whole number. The fractional Shares to be issued under the Capitalisation Issue will not be allotted to the Shareholders, but will be aggregated and sold for the benefits of the Company.

Pursuant to the Notice of State Administration of Taxation in relation to the Capitalisation of Capital Reserve and the Levy of Individual Income Tax regarding the Distribution of Bonus Shares of Joint-Stock Enterprises (Guoshuifa [1997] No. 198) (《國家稅務總局關於股份制企業轉增股本和派發紅股徵免個人所得稅的通知》(國稅發[1997]198號)), the increase of share capital of joint-stock enterprises by way of capitalisation of capital reserve does not belong to the distribution of dividends and bonuses. The Shares obtained by individuals from the capitalisation of capital reserve are not treated as individual income, and are exempted from individual income tax. As a result, there will be no levy of PRC taxation in respect of the issue of New H Shares under the Conversion of Capital Reserve into Shares and no relevant taxation will be withheld and paid.

Dealings in the New H Shares will be subject to the payment of stamp duty, the Hong Kong Stock Exchange trading fee, transaction levy, or any other applicable fees and charges in Hong Kong.

**Investors and potential investors of the H Shares are recommended by the Company to consult professional tax advisors if they are in any doubt as to the taxation implications of holding, disposing of or dealing in the New H Shares. The Company assumes no responsibility whatsoever for any tax implication or liabilities of the H Shareholders.**

The expected timetable in relation to, amongst others, the Conversion of Capital Reserve into Shares set out below is indicative only. If there are any material changes to the expected timetable, the Company will make further announcement(s) where necessary:

**2018**

Last day of dealings in the H Shares cum-entitlement to the Capitalisation H Shares and the Cash Dividend. . . . .	22 June
First day of dealings in the H Shares ex-entitlement to the Capitalisation H Shares and the Cash Dividend. . . . .	25 June
Latest time for lodging transfers of the H Shares to qualify for entitlement to the Capitalisation H Shares and the Cash Dividend . . . .	4:30 p.m., 26 June
H Shareholders' register closed for the Capitalisation H Shares and the Cash Dividend . . . . .	27 June to 2 July (both days inclusive)
H Share record date for the Capitalisation H Shares and the Cash Dividend. . . . .	2 July
H Shareholders' register re-opens . . . . .	3 July

*Note:* The Company will issue a separate announcement regarding the date of despatch of the certificates for the Capitalisation H Shares and the cheques for the Cash Dividend and the date of the commencement of dealings in the Capitalisation H Shares.

## **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.**  
**Hong Qi**  
*Chairman*

Beijing, PRC  
21 June 2018

*As at the date of this announcement, the executive directors of the Company are Mr. Hong Qi, Mr. Liang Yutang and Mr. Zheng Wanchun; the non-executive directors are Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao, Mr. Shi Yuzhu, Mr. Wu Di, Mr. Yao Dafeng, Mr. Song Chunfeng, Mr. Tian Zhiping and Mr. Weng Zhenjie; and the independent non-executive directors are Mr. Liu Jipeng, Mr. Li Hancheng, Mr. Xie Zhichun, Mr. Tian Suning, Mr. Peng Xuefeng and Mr. Liu Ningyu.*