

Announcement on Resolutions of the 2019 Annual General Meeting, the First A Share Class Meeting for 2020 and the First H Share Class Meeting for 2020

29 June 2020

Important Notice:

- Resolution denied: None

I. Convention and Attendance of the Meetings

(I) Time for Convening the Annual General Meeting (AGM): 29 June 2020

(II) Venue for Convening the AGM: Conference Room No. 3, 1/F, Minsheng Bank , No. 28 Xirongxian Lane, Xicheng District, Beijing, PRC.

(III) Ordinary shareholders and preference shareholders with restored voting rights attended and their holding of shares:

1. 2019 AGM

(1) Number of shareholders and proxies attended the meeting	259
Of which: Number of A shareholders	255
Number of overseas listed foreign shareholders (H share)	4
(2) Total number of shares carrying voting rights held by the shareholders attended the meeting (share)	22,378,244,254
Of which: Total number of shares held by A shareholders	18,646,647,770
Total number of shares held by overseas listed foreign shareholders (H share)	3,731,596,484
(3) Percentage of total number of shares carrying voting rights held by the shareholders attended the meeting in total number of shares carrying voting rights of the Company (%)	51.112399
Of which: Percentage of shares held by A shareholders in total shares	42.589351
Percentage of shares held by overseas listed foreign shareholders in total shares (%)	8.523048

2. The First A Share Class Meeting for 2020

(1) Number of A shareholders and proxies attended the A share class meeting (including on-site and via online voting)	255
(2) Total number of shares carrying voting rights held by A shareholders attended the A share class meeting (share)	18,646,647,770
(3) Percentage of shares carrying voting rights held by A shareholders attended the A share class meeting in total A shares carrying voting rights of the Company (%)	52.581871

3. The First H Share Class Meeting for 2020

(1) Number of H shareholders and proxies attended the H share class meeting (including on-site and via online voting)	4
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(2) Total number of shares carrying voting rights held by H shareholders attended the H share class meeting (share)	3,732,520,772
(3) Percentage of shares carrying voting rights held by H shareholders attended the H share class meeting in total H shares carrying voting rights of the Company (%)	44.860436

(IV) Compliance of voting methods with the regulations under the Company Law and the Articles of Association, and the presiding of the meetings, etc.

The AGM was convened by the Board of Directors of the Company, and was presided over by Chairman Hong Qi. The resolutions in 2019 AGM and the First A share Class Meeting for 2020 were made via a combination of on-site and online voting, which was in line with the laws and regulations under the Company Law of the PRC and the Implementing Rules of the SSE for Online Voting at the Shareholders' Meeting of Listed Companies and the Articles of Association of the Company. A shareholders of the Company participated in the online voting through the online voting system of the SSE for shareholders' meeting.

The First H Share Class Meeting for 2020 took the form of on- site voting.

(V) Attendance of Directors, Supervisors and Board Secretary of the Company

1. All 15 Directors of the Company attended the meeting. Among which, Directors Hong Qi and Zheng Wanchun attended the meeting in person. Directors Zhang Hongwei, Lu Zhiqiang, Liu Yonghao, Shi Yuzhu, Wu Di, Song Chunfeng, Weng Zhenjie, Liu Jipeng, Li Hancheng, Xie Zhichun, Peng Xuefeng, Liu Ningyu and Tian Suning attended the meeting by teleconference.

2. All 9 Supervisors of the Company attended the meeting. Among which, Supervisors Wang Hang, Zhang Bo, Lu Zhongnan, Wang Yugui, Bao Jiming and Zhao Fugao attended the meeting by teleconference.

3. The Company's CFO and Board Secretary Bai Dan, witness lawyers Zhang Lixin and Zhong Chonglu attended the meeting.

II. Review of the Resolutions

(I) Non-cumulative voting resolutions

2019 AGM

1. Resolution on 2019 Annual Report of the Company

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)

A Share	18,632,890,274	99.926220	4,952,280	0.026559	8,805,216	0.047221
H Share	3,673,293,165	98.437577	31,807,104	0.852373	26,496,215	0.710050
Total ordinary shares	22,306,183,439	99.677987	36,759,384	0.164264	35,301,431	0.157749

2. Resolution on 2019 Final Account Report of the Company

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	16,805,176,289	90.124383	4,199,660	0.022523	1,837,271,821	9.853094
H Share	3,684,545,764	98.739126	34,351,980	0.920571	12,698,740	0.340303
Total ordinary shares	20,489,722,053	91.560901	38,551,640	0.172273	1,849,970,561	8.266826

3. Resolution on the Proposed Profit Distribution Plan for 2019 of the Company

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	16,809,859,048	90.149496	3,052,840	0.016372	1,833,735,882	9.834132
H Share	3,728,784,380	99.924641	2,812,104	0.075359	0	0.000000
Total ordinary shares	20,538,643,428	91.779512	5,864,944	0.026208	1,833,735,882	8.194280

4. Resolution on 2020 Financial Budget Report of the Company

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	17,354,952,527	93.072775	5,206,860	0.027924	1,286,488,383	6.899301
H Share	3,728,784,380	99.924641	2,812,104	0.075359	0	0.000000
Total ordinary shares	21,083,736,907	94.215331	8,018,964	0.035834	1,286,488,383	5.748835

5. Resolution on the Work Report of the Board of Directors for 2019 of the Company

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of	Percentage	Number of	Percentage	Number of	Percentage

	votes	(%)	votes	(%)	votes	e (%)
A Share	18,631,376,514	99.918102	5,752,840	0.030852	9,518,416	0.051046
H Share	3,673,293,165	98.437577	31,807,104	0.852373	26,496,215	0.710050
Total ordinary shares	22,304,669,679	99.671223	37,559,944	0.167841	36,014,631	0.160936

6. Resolution on the Work Report of the Board of Supervisors for 2019 of the Company

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	18,631,345,094	99.917933	5,715,460	0.030652	9,587,216	0.051415
H Share	3,673,293,165	98.437577	31,807,104	0.852373	26,496,215	0.710050
Total ordinary shares	22,304,638,259	99.671082	37,522,564	0.167675	36,083,431	0.161243

7. Resolution on the Report of Remuneration of Directors for 2019

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	18,633,235,491	99.928071	7,911,159	0.042427	5,501,120	0.029502
H Share	3,725,607,170	99.839497	2,812,104	0.075360	3,177,210	0.085143
Total ordinary shares	22,358,842,661	99.913302	10,723,263	0.047918	8,678,330	0.038780

8. Resolution on the Report of Remuneration of Supervisors for 2019

Voting Result: Approved

Voting Situation:

Types of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	18,633,349,471	99.928683	7,552,579	0.040503	5,745,720	0.030814
H Share	3,725,607,170	99.839497	2,812,104	0.075360	3,177,210	0.085143
Total ordinary shares	22,358,956,641	99.913811	10,364,683	0.046316	8,922,930	0.039873

9. Resolution on the Re-appointment and Remuneration of Auditing Firms for 2020

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	18,633,418,443	99.929053	6,987,847	0.037475	6,241,480	0.033472
H Share	3,713,288,057	99.509367	18,308,427	0.490633	0	0.000000
Total ordinary shares	22,346,706,500	99.859070	25,296,274	0.113039	6,241,480	0.027891

10. Resolution on the Plan for Issuance of Undated Capital Bonds in the Next Three Years

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	18,604,322,340	99.773013	36,266,470	0.194493	6,058,960	0.032494
H Share	3,572,514,400	95.736889	159,082,084	4.263111	0	0.000000
Total ordinary shares	22,176,836,740	99.099985	195,348,554	0.872940	6,058,960	0.027075

11. Resolution on Extending the Validity Period of the Resolutions on the Public Issuance of A Share Convertible Corporate Bonds and the Authorisation Period to the Board and Its Authorised Persons to Handle Relevant Matters in Full Power

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	18,638,833,431	99.958093	7,076,339	0.037949	738,000	0.003958
H Share	3,685,063,469	98.753000	46,533,015	1.247000	0	0.000000
Total ordinary shares	22,323,896,900	99.757142	53,609,354	0.239560	738,000	0.003298

12. Resolution on the Report on Use of Proceeds from the Previous Issuance

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	18,636,799,711	99.947186	3,689,739	0.019788	6,158,320	0.033026
H Share	3,728,784,380	99.924641	2,812,104	0.075359	0	0.000000
Total ordinary shares	22,365,584,091	99.943426	6,501,843	0.029055	6,158,320	0.027519

13. Resolution on the Shareholder Return Plan for 2019 - 2021

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	17,352,290,947	93.058501	8,243,480	0.044209	1,286,113,343	6.897290
H Share	3,728,784,380	99.924641	2,812,104	0.075359	0	0.000000
Total ordinary shares	21,081,075,327	94.203437	11,055,584	0.049404	1,286,113,343	5.747159

14. Resolution on the Impact on Dilution of Current Returns of the Public Issuance of A Share Convertible Corporate Bonds and the Remedial Measures

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	18,634,478,950	99.934740	6,452,920	0.034606	5,715,900	0.030654
H Share	3,685,063,469	98.753000	46,533,015	1.247000	0	0.000000
Total ordinary shares	22,319,542,419	99.737683	52,985,935	0.236775	5,715,900	0.025542

15. Resolution on Granting General Authorisation for Issuance of Shares to the Board

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	18,139,471,641	97.280068	501,056,909	2.687115	6,119,220	0.032817
H Share	2,632,591,407	70.548662	1,094,477,479	29.330007	4,527,598	0.121331
Total ordinary shares	20,772,063,048	92.822577	1,595,534,388	7.129846	10,646,818	0.047577

16. Resolution on the Plans for Issuance of Financial Bonds and Tier-two Capital Bonds in the Next Three Years

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	18,406,738,398	98.713391	234,278,952	1.256414	5,630,420	0.030195
H Share	2,933,917,364	78.623650	797,679,120	21.376350	0	0.000000

Total ordinary shares	21,340,655,762	95.363405	1,031,958,072	4.611435	5,630,420	0.025160
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17. Resolution on the Change of Registered Capital of the Company

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	18,636,428,730	99.945196	3,932,020	0.021087	6,287,020	0.033717
H Share	3,711,174,511	99.452728	20,421,973	0.547272	0	0.000000
Total ordinary shares	22,347,603,241	99.863077	24,353,993	0.108829	6,287,020	0.028094

18. Resolution on Amending Certain Provisions of the Articles of Association of the Company

Voting Result: Approved

Voting Situation:

Types of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	18,636,478,050	99.945461	3,679,200	0.019731	6,490,520	0.034808
H Share	3,725,821,011	99.845228	5,775,473	0.154772	0	0.000000
Total ordinary shares	22,362,299,061	99.928747	9,454,673	0.042249	6,490,520	0.029004

19. Resolution on Appointing Mr. Gao Yingxin as an Executive Director of the Seventh Session of the Board

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	18,627,164,137	99.895511	13,508,413	0.072445	5,975,220	0.032044
H Share	3,590,225,130	96.211505	141,371,354	3.788495	0	0.000000
Total ordinary shares	22,217,389,267	99.281199	154,879,767	0.692100	5,975,220	0.026701

The First A Share Class Meeting for 2020

1. Resolution on Extending the Validity Period of the Resolutions on the Public Issuance of A Share Convertible Corporate Bonds and the Authorisation Period to the Board and Its Authorised Persons to Handle the Relevant Matters in Full Power

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	18,638,833,431	99.958093	7,076,339	0.037949	738,000	0.003958

The First H Share Class Meeting for 2020

1. Resolution on Extending the Validity Period of the Resolutions on the Public Issuance of A Share Convertible Corporate Bonds and the Authorisation Period to the Board and Its Authorised Persons to Handle the Relevant Matters in Full Power

Voting Result: Approved

Voting Situation:

Type of Shareholders	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
H Share	3,685,712,141	98.745924	16,808,631	0.450330	30,000,000	0.803746

(II) Voting situation on cash dividends

	Affirmative		Negative		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
Ordinary shareholders holding more than 5% of total shares	11,233,425,643	86.0024	0	0.0000	1,828,327,362	13.9976
Ordinary shareholders holding 1% - 5% of total shares	4,528,381,189	100	0	0.0000	0	0.0000
Ordinary shareholders holding less than 1% of total shares	1,048,052,216	99.1991	3,052,840	0.2889	5,408,520	0.5120

Of which: Ordinary shareholders with market value less than RMB500,000	523,307,367	98.7429	1,253,404	0.2365	5,408,520	1.0206
Ordinary shareholders with market value more than RMB500,000	524,744,849	99.6582	1,799,436	0.3418	0	0.0000

(III) Voting situation of shareholders holding less than 5% of total A shares concerning major events

No.	Resolution	Affirmative		Negative		Abstention	
		Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
3	Resolution on the Proposed Profit Distribution Plan for 2019 of the Company	5,576,433,405	99.8484	3,052,840	0.0546	5,408,520	0.0970
7	Resolution on the Report of Remuneration of Directors for 2019	5,571,482,486	99.7598	7,911,159	0.1416	5,501,120	0.0986
8	Resolution on the Report of Remuneration of Supervisors for 2019	5,571,596,466	99.7618	7,552,579	0.1352	5,745,720	0.1030
9	20. Resolution on the Re-appointment and Remuneration of Auditing Firms for 2020	5,571,665,438	99.7631	6,987,847	0.1251	6,241,480	0.1118
11	21. Resolution on Extending the Validity Period of the Resolutions on the Public Issuance of A Share Convertible Corporate Bonds and the Authorisation Period to the Board and Its Authorised Persons to Handle the Relevant Matters in Full Power	5,577,080,426	99.8600	7,076,339	0.1267	738,000	0.0133

12	Resolution on the Report on Use of Proceeds from the Previous Issuance	5,575,046,706	99.8236	3,689,739	0.0660	6,158,320	0.1104
15	Resolution on Granting General Authorisation for the Issuance of Shares to the Board	5,077,718,636	90.9187	501,056,909	8.9716	6,119,220	0.1097
17	Resolution on the change of registered capital of the Company	5,574,675,725	99.8170	3,932,020	0.0704	6,287,020	0.1126
18	Resolution on Amending Certain Provisions of the Articles of Association of the Company	5,574,725,045	99.8179	3,679,200	0.0658	6,490,520	0.1163
19	Resolution on Appointing Mr. Gao Yingxin as an Executive Director of the Seventh Session of the Board	5,565,411,132	99.6511	13,508,413	0.2418	5,975,220	0.1071

(IV) Explanation to the Voting on the Resolutions

The above 1-9th, 13th, 14th and 19th resolutions were ordinary resolutions, which were approved with more than half of the votes held by the shareholders (including proxies) present at the meeting. The 10th, 11th, 12th, 15th, 16th, 17th and 18th resolutions were special resolutions, which were approved with more than two-thirds of the votes held by the shareholders (including proxies) present at the meeting.

III. Lawyers' Witness

1. Law Firm as witness of these shareholders' meetings: Grandall Law Firm, Beijing Office

Lawyers: Zhang Lixin, Zhong Chonglu

2. Opinion of the lawyers as witnesses:

The convention and procedures, qualification of the convener, qualifications of the participants, and the voting procedures of the 2019 AGM, the First A share Class Meeting for 2020 and the First H Share Class Meeting for 2020 of the Company are in compliance with the relevant laws, administrative regulations and the Articles of Association of the Company. The voting results are legal and effective.

IV. Documents for Reference

1. Resolutions of the meetings signed by the Directors attended and the note-takers and sealed by the Board of Directors.
2. Legal opinion signed by the director and sealed by the witness law firm

China Minsheng Banking Corp., Ltd.

(Please note that this is the English translation of the announcement in Chinese. Should there be any discrepancy between the English translation and the Chinese version, the Chinese version prevails.)