

Announcement on Resolution of the 1st Extraordinary General Meeting in 2014

February 27, 2014

Important notice:

- The proposal on the downward adjustment to the conversion price of “Minsheng convertible bonds” was defeated at the Meeting.
- There was no alternation to the resolutions of the previous shareholders’ meeting at the Meeting.
- There was no new proposal submitted for voting at the Meeting.

I. Calling, Convention and Attendance of the EGM

1. The first Extraordinary General Meeting of the Company in 2014 (the EGM) was held at 14:00 on February 27, 2014, at the First Meeting Room, Building VII, Beijing Friendship Hotel, No.1 Zhongguancun Nandajie, Haidian District, Beijing, China, with a combination of on-site and online voting. The Company provided online voting platform to A share holders through the transaction system of Shanghai Stock Exchange, and to A share securities margin brokers through the securities margin broker member voting system designated by Shanghai Stock Exchange.

2. Total number of shares casting voting rights held by the shareholders and authorized proxies attending the EGM and percentage in total shares casting voting rights of the Company are as follows:

The First EGM in 2014	
Attendance of on-site voting of the EGM	
Number of shareholders and authorized proxies attending the EGM with voting rights	85
Of which: Number of domestic share holders	80
Number of foreign share holders	5
Total number of shares casting voting rights held (share)	6,538,087,851
Of which: Total number of shares casting voting rights held by domestic share holders	4,367,576,163
Total number of shares casting voting rights held by foreign share holders	2,170,511,688
Percentage in total shares casting voting rights of the Company (%)	31.46
Of which: Percentage of shares held by domestic share holders in total shares of the Company	21.02
Percentage of shares held by foreign share holders in total shares of the Company	10.44
Attendance of online voting of the EGM	
Number of shareholders with voting rights attending the EGM through online	2,786

voting	
Of which: Number of domestic share holders	2,786
Number of foreign share holders	0
Total number of shares casting voting rights held (share)	3,637,825,831
Of which: Total number of shares casting voting rights held by domestic share holders	3,637,825,831
Total number of shares casting voting rights held by foreign share holders	0
Percentage in total shares casting voting rights of the Company (%)	17.51
Of which: Percentage of shares held by domestic share holders in total shares of the Company	17.51
Percentage of shares held by foreign share holders in total shares of the Company	0

3. The EGM was convened by the Board of Directors of the Company, and was presided over by Dong Wenbiao, Chairman of the Board. The Meeting complied with the rules and regulations under the Company Law of the PRC and the Articles of Association of the Company.

4. 17 out of 18 directors of the Company attended the Meeting. Of which, Zhang Hongwei, Liu Yonghao, Wang Yugui, Wang Hang, Han Jianmin, Wang Junhui, Guo Guangchang, Cheng Hoi-chuen and Ba Shusong, who are directors of the Company, attended the EGM through telephone meeting; Shi Yuzhu, a director of the Company, was absent due to other work schedule. All 8 supervisors of the Company presented at the EGM. Wang Qingyuan, the Board Secretary, and Zhang Lixin, the attestation lawyer, attended the Meeting. Some senior executives of the Company also presented at the Meeting,

II. Review of Proposals

The proposal of the EGM was voted by the means of open ballot and online voting after being considered by the shareholders and the authorized proxies attending the Meeting. The proposal was not passed with the consent of 2/3 of the total shares casting effective voting rights.

Voting result is as the following:

No.	Proposal	Number of affirmative votes	Percentage (%)	Number of negative votes	Percentage (%)	Number of abstention votes	Percentage (%)	Passed
Special Resolution								
1	Proposal on the Downward	4,643,972,181	45.636906	4,113,056,414	40.419529	1,418,885,087	13.943565	No

	Adjustment to the Conversion Price of Minsheng Convertible Bonds							
--	--	--	--	--	--	--	--	--

III. Attestation by Lawyers

The Meeting was attested by Zhang Lixin and Tian Bi, lawyers from Grandall Law Firm, Beijing Office, who 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 laws and regulations in the PRC and the Articles of Association of the Company. The voting result of the Meeting were lawful and valid.

IV. Documents for Reference

1. Resolution of the 2014 EGM of the Company signed by the attending directors.
2. Legal Opinion issued by Grandall Law Firm (Beijing).

Board of Directors

China Minsheng Banking Corp., Ltd.