

## Announcement on Resolutions of the 2013 AGM

10 June, 2014

### Important Notice:

- There was no veto or amendment on proposals at this meeting.
- There was no change of resolutions of the previous shareholders' meeting.
- There was no new proposal submitted to be voted at this meeting.

### I. Calling, Convention and Attendance of the Meeting

1. The 2013 Annual General Meeting ( the AGM) of the Company was held at 14:00 on 10 June, 2014, at the 5<sup>th</sup> 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 AGM and percentage in total shares casting voting rights of the Company are as follows:

<b>2013 AGM</b>	
Number of shareholders and authorized proxies attending the AGM with voting rights	74
Of which: Number of domestic share holders	64
Number of foreign share holders	10
Total number of shares casting voting rights held (share)	8,140,425,790
Of which: Number of domestic share holders	6,755,166,791
Number of foreign share holders	1,385,258,999
Percentage in total shares casting voting rights of the Company (%)	28.697530%
Of which: Percentage of shares held by domestic share holders in total shares of the Company of the Company	23.814062%
Percentage of shares held by foreign share holders in total shares of the Company	4.883468%
Number of shareholders with voting rights attending the AGM through online voting	190
Of which: Number of domestic share holders	190
Number of foreign share holders	0
Total number of shares casting voting rights held (share)	3,938,320,121
Of which: Total number of shares casting voting rights held by	3,938,320,121

domestic share holders	
Total number of shares casting voting rights held by foreign share holders	0
Percentage in total shares casting voting rights of the Company (%)	13.883802%
Of which: Percentage of shares held by domestic share holders in total shares of the Company	13.883802%
Percentage of shares held by foreign share holders in total shares of the Company	0.00%

3. The AGM was convened by the Board of Directors of the Company, and was presided over by Hong Qi, Vice Chairman and President of the Company, as entrusted in written form 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. 16 out of 17 directors of the Company attended the Meeting. Of which, Chairman Dong Wenbiao, Vice Chairman Zhang Hongwei and Liu Yonghao, and Wang Junhui, Wu Di, Guo Guangchang, Han Jianmin and Ba Shusong, directors of the Company, attended the AGM through telephone conference. Vice Chairman Shi Yuzhu was absent due to a business trip. 6 out of 8 supervisors of the Company presented at the AGM. 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 proposals of the AGM 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 voting results are as the following:

No.	Proposal	Number of affirmative votes	Percentage %	Number of negative votes	Percentage %	Number of abstention votes	Percentage %	Passed
<b>Ordinary Resolutions</b>								
1	To consider and approve the 2013 Annual Report of the Company	12,072,290,731	99.946558	4,012,729	0.033221	2,442,451	0.020221	Yes
2	To consider and approve the 2013 Final	12,072,271,731	99.946400	4,028,709	0.033354	2,445,471	0.020246	Yes

	Financial Report of the Company							
3	To consider and approve the 2014 Financial Budget Report of the Company	12,072,399,531	99.947458	3,982,409	0.032971	2,363,971	0.019571	Yes
4	To consider and approve the 2013 Work Report of the Board of Directors	12,072,300,731	99.946640	3,985,709	0.032998	2,459,471	0.020362	Yes
5	To consider and approve the 2013 Work Report of the Board of Supervisors	12,072,300,731	99.946640	3,985,709	0.032998	2,459,471	0.020362	Yes
6	To consider and approve the proposed Profit Distribution Plan for the Second Half of 2013	12,048,316,391	99.748074	28,007,279	0.231872	2,422,241	0.020054	Yes
	shareholders holding less than 1% of total shares	1,431,487,870	99.55	4,595,579	0.32	1,821,641	0.13	Yes
	Of which, shareholders holding less than 1% of total shares and market value less than RMB0.5 million	1,086,376	54.80	590,993	29.81	305,161	15.39	Yes
	Of which, shareholders holding less than 1% of total shares and market value over (including) RMB0.5 million	1,430,401,494	99.62	4,004,586	0.28	1,516,480	0.10	Yes
	Shareholders holding 1%-5%	6,770,687,683	100.00	0	0.00	0	0.00	Yes

	(including 1% of total shares)							
	Shareholders holding over (including) 5% of total shares	2,484,894,139	100.00	0	0.00	0	0.00	Yes
7	To consider and approve the appointment and remuneration of the auditing firm for 2014	12,072,129,091	99.945219	3,989,649	0.033031	2,627,171	0.02175	Yes
8	To consider and approve the appointment of Mr. Mao Xiaofeng as a director of the sixth session of the Board with the same term of offices as the current session of the Board	12,032,654,114	99.618406	43,573,496	0.360745	2,518,301	0.020849	Yes

Note: The qualification of Mr. Mao Xiaofeng to act as a director is subject to confirmation from the relevant regulatory authority.

### III. Attestation by Lawyer

The AGM was attested by Zhang Lixin, a lawyer of Grandall Law Firm, Beijing Office who has issued a legal opinion, certifying that the convening and procedures of the AGM of the Company, 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, and the voting results were legal and effective.

### IV. Documents for Reference

1. The resolutions of the AGM of the Company signed by the attending directors.
2. The legal opinion issued by Grandall Law Firm, Beijing Office.

**Board of Directors**

**China Minsheng Banking Corp., Ltd.**