

Announcement on Resolutions of the 2012 Annual General Meeting

June 18, 2013

Important Notice:

- There was no veto on or amendment to the proposals at the AGM.
- There was no alternation of resolutions of the previous AGM at the AGM.
- There was no new proposal submitted at the AGM.

I. Calling, Convention and Attendance of the AGM

1. The 2012 Annual General Meeting (AGM) of the Company was convened at 14:00 on June 17, 2013, at the Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No.1 Zhongguancun Nandajie, Haidian District, Beijing, China, with a combination of on-site and online voting. Of which, 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 carrying voting rights held by the shareholders and authorized proxies attending the AGM and percentage in total shares carrying voting rights of the Company are as follows:

2012 AGM	
Number of shareholders and authorized proxies attending the AGM	211
Of which: Number of domestic share holders	198
Number of foreign share holders	13
Total number of shares carrying voting rights held (share)	11,888,822,617
Of which: Total number of shares carrying voting rights held by domestic share holders	9,555,903,848
Total number of shares carrying voting rights held by foreign share holders	2,332,918,769
Percentage in total shares carrying voting rights of the Company (%)	41.91
Of which: Percentage of shares held by domestic share holders in total shares of the Company	33.69
Percentage of shares held by foreign share holders in total shares of the Company	8.22
Number of shareholders attending the AGM through online voting	133
Of which: Number of domestic share holders	133
Number of foreign share holders	0
Total number of shares carrying voting rights held (share)	2,487,413,219
Of which: Total number of shares carrying voting rights held by domestic	2,487,413,219

share holders	
Total number of shares carrying voting rights held by foreign share holders	0
Percentage in total shares carrying voting rights of the Company (%)	8.77
Of which: Percentage of shares held by domestic share holders in total shares of the Company	8.77
Percentage of shares held by foreign share holders in total shares of the Company	0

3. The AGM was called by the Board of Directors of the Company, and was chaired by Hong Qi, the Vice Chairman of the Board as requested by Dong Wenbiao, the Chairman of the Board, in writing. 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, Dong Wenbiao, Zhang Hongwei, Liu Yonghao, Shi Yuzhu, Wang Hang, Wang Junhui, Guo Guangchang, Wu Di, Ba Shusong and Wang Lihua, directors of the Company, attended the AGM through telephone meeting; Lu Zhiqiang the Vice Chairman of the Board was absent due to other work schedule. All 9 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 were passed by the means of open ballot and online voting after being considered by the shareholders and authorized proxies attending the meeting.

The voting results are as follows:

No.	Proposal	Number of affirmative votes	Percentage (%)	Number of negative votes	Percentage (%)	Number of abstention votes	Percentage (%)	Passed
Ordinary Proposals								
1	To consider and approve the 2012 Annual Report of the Company	11,880,753,235	99.932126	1,217,481	0.010241	6,851,901	0.057633	Yes
2	To consider and approve the 2012 Final Financial Report of the Company	11,880,783,415	99.932380	945,781	0.007955	7,093,421	0.059665	Yes
3	To consider and approve the 2013 Annual Budget Report of the Company	11,881,309,915	99.936808	409,181	0.003442	7,103,521	0.059750	Yes

4	To consider and approve the 2012 Work Report of the Board of Directors of the Company	11,880,776,215	99.932320	942,181	0.007925	7,104,221	0.059755	Yes			
5	To consider and approve the 2012 Work Report of the Board of Supervisors of the Company	11,880,776,215	99.932320	942,181	0.007925	7,104,221	0.059755	Yes			
6	To consider and approve the profit distribution plan for the second half of 2012 and the interim profit distribution plan of 2013 of the Company										
	6.1	Classified voting results	To consider and approve the profit distribution plan for the second half of 2012		11,860,769,426	99.764037	22,328,500	0.187811	5,724,691	0.048152	Yes
			Shareholders holding less than 1% of total shares	721,243,935	98.93	2,057,400	0.28	5,724,691	0.79	Yes	
			Of which: single shareholders holding shares of less than RMB500,000 market value	898,113	84.24	143,351	13.45	24,680	2.31	Yes	
			Of which: single shareholders holding shares of more than RMB500,000 market value	720,345,822	98.95	1,914,049	0.26	5,00,011	0.79	Yes	
			Shareholders holding 1%-5% of total shares	4,955,005,492	100.00	0	0.00	0	0.00	Yes	
			Shareholders holding more than 5% of total shares	3,871,872,330	100.00	0	0.00	0	0.00	Yes	
	6.2	To consider and approve the 2013 Interim Profit Distribution Plan of the Company	11,861,353,795	99.768953	21,307,980	0.179227	6,160,842	0.051820	Yes		
7	To consider and approve the re-appointment and remuneration of the audit firm for 2013	11,879,818,551	99.924265	1,541,276	0.012964	7,462,790	0.062771	Yes			
8	To consider and approve the	11,881,309,215	99.936803	409,181	0.003442	7,104,221	0.059755	Yes			

	amendments to the Terms of Reference of the Supervisory Board of the Company								
9	To consider and approve the amendments to the Administrative Measures for Connected Transactions of the Company	11,881,309,215	99.936803	409,181	0.003442	7,104,221	0.059755	Yes	
Special Proposals									
10	Proposal on Issuance Plans of Eligible Tier-2 Capital Instruments of the Company for 2013-2014	11,786,811,419	99.141957	26,156,483	0.220009	75,854,715	0.638034	Yes	
11	Proposal on Amendments to Certain Provisions of the Articles of Association of the Company	11,881,309,515	99.936805	409,181	0.003442	7,103,921	0.059753	Yes	

III. Attestation by Lawyers

The AGM was attested by Zhang Lixin and Tian Bi, the lawyers of Grandall Law Firm (Beijing), who have issued a legal opinion certifying that the convention and procedures of the 2012 AGM of the Company, the qualification of the convener, the qualifications of the attendees and the voting procedures were in compliance with the relevant laws and regulations and the Articles of Association of the Company. The resolutions passed at the AGM were legal and effective.

IV. Documents for Reference

1. Resolutions of the 2012 AGM 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.