

**Announcement on Resolutions of the 2nd Extraordinary General Meeting,
the 1st A Share Class Meeting and the 1st H Share Class Meeting in 2014**

23 December 2014

Important Notice:

- **There was no veto or amendment on the proposals;**
- **There was no alternation of resolutions of the previous shareholders' meeting;**
- **There was no new proposal submitted for voting.**

I. Convention and Attendance of the Meetings

1. The Meetings were held as on-site meetings on Tuesday, 23 December 2014 at the Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, the PRC. The EGM and the A Share Class Meeting adopted on-site voting as well as online voting. Online voting was conducted through the trading system and the designated voting system of the Shanghai Stock Exchange, in which the holders of A Shares of the Company participated. The H Share Class Meeting has adopted on-site voting.

2. Total numbers of shares carrying voting rights held by the shareholders and proxies participated and the percentage to the total number of shares carrying voting rights of the Company are as the following:

The 2nd EGM in 2014	
On-site voting	
Number of shareholders and proxies of on-site voting	47
Of which: Domestic shareholders	41
Foreign shareholders	6
Total number of shares carrying voting rights (share)	10,904,713,959
Of which: Shares held by domestic shareholders	8,011,243,673
Shares held by foreign shareholders	2,893,470,286
Percentage in total shares carrying voting rights of the Company (%)	32.035318%
Of which: Shares held by domestic shareholders	23.535027%
Shares held by foreign shareholders	8.500291%
Online voting	
Number of shareholders of online voting	172
Of which: Domestic shareholders	172
Foreign shareholders	0
Number of shares carrying voting rights (share)	2,666,360,688
Of which: Shares held by domestic shareholders	2,666,360,688
Shares held by foreign shareholders	0
Percentage in total shares carrying voting rights of the Company (%)	7.833100%
Of which: Shares held by domestic shareholders	7.833100%
Shares held by foreign shareholders	0
The 1st A Share Class Meeting in 2014	
On-site voting	
Number of A share holders and proxies of on-site voting	41

Number of A shares carrying voting rights (share)	8,011,243,673
Percentage in total number of A shares carrying voting rights of the Company (%)	29.555151%
Online voting	
Number of A share holders and proxies of online voting	172
Number of A shares carrying voting rights (share)	2,666,360,688
Percentage in total number of A shares carrying voting rights of the Company (%)	9.836762%
The 1st H Share Class Meeting in 2014	
On-site voting	
Number of H share holders and proxies of on-site voting	6
Number of H shares carrying voting rights (share)	2,909,004,494
Percentage in total number of H shares carrying voting rights of the Company (%)	41.955307%

3. The Meetings were convened by the Board of the Company and was presided over by Chairman Hong Qi. The convention and procedures of the meeting complied with the rules and regulations under the Company Law of the PRC and the Articles of Association of the Company.

4. 15 out of 17 directors of the Company participated in the meeting, among which, Wang Yugui, Wang Hang, Wang Junhui, Wu Di, Guo Guangchang, Han Jianmin, Cheng Hoi-Chuen, Ba Shusong and Mao Xiaofeng by telephone meeting, while Vice Chairman Lu Zhiqiang and Director You Lantian were absent due to business trips. All 7 Supervisors of the Company attended the meeting without voting rights. Wan Qingyuan, the Board Secretary, and Zhang Xinli, the Lawyer, as well as some of the senior management of the Company also attended the meeting.

II. Review of the Proposals

1. Review of the proposals at the 2nd EGM in 2014

The proposals of the 2nd EGM in 2014 were reviewed by the shareholders and the proxies and were approved through disclosed ballot and online voting.

The voting results are as the following:

No.	Proposal	Affirmative votes	%	Negative votes	%	Abstention	%	Passed Y/N
Special Proposals								
1	To consider and approve the Proposal in respect of the Qualification of Company in relation to the Non-public Issuance of Preference Shares	13,453,999,069	99.137315	99,233,245	0.731212	17,842,333	0.131473	Y

2	To consider and approve the Proposal in respect of Non-public Issuance of Domestic Preference Shares by the Company							
2.01	Type and number of securities	13,459,699,337	99.179318	99,194,143	0.730924	12,181,167	0.089758	Y
2.02	Maturity	13,459,699,337	99.179318	99,192,271	0.73091	12,183,039	0.089772	Y
2.03	Issuance method	13,459,699,337	99.179318	99,192,271	0.73091	12,183,039	0.089772	Y
2.04	Placees	13,459,699,337	99.179318	99,192,271	0.73091	12,183,039	0.089772	Y
2.05	Nominal value and issue price	13,459,699,337	99.179318	99,192,271	0.73091	12,183,039	0.089772	Y
2.06	Dividend distribution provisions	13,459,771,289	99.179849	99,192,271	0.730909	12,111,087	0.089242	Y
2.07	Conditional redemption terms	13,459,699,337	99.179318	99,192,271	0.73091	12,183,039	0.089772	Y
2.08	Terms of mandatory conversion	13,459,699,337	99.179318	99,192,271	0.73091	12,183,039	0.089772	Y
2.09	Restriction on and restoration of voting rights	13,459,699,337	99.179318	99,192,271	0.73091	12,183,039	0.089772	Y
2.10	Order of distribution of residual assets and basis for liquidation	13,459,699,337	99.179318	99,192,271	0.73091	12,183,039	0.089772	Y
2.11	Use of proceeds	13,459,699,337	99.179318	99,192,271	0.73091	12,183,039	0.089772	Y
2.12	Rating	13,459,699,337	99.179318	99,192,271	0.73091	12,183,039	0.089772	Y
2.13	Guarantee	13,459,699,337	99.179318	99,192,271	0.73091	12,183,039	0.089772	Y
2.14	Transferability	13,459,699,337	99.179318	99,192,271	0.73091	12,183,039	0.089772	Y
2.15	Compliance of latest regulatory requirements	13,459,699,337	99.179318	99,192,271	0.73091	12,183,039	0.089772	Y
2.16	Effective period of the resolution of the non-public issuance of Preference Shares	13,459,699,337	99.179318	99,192,271	0.73091	12,183,039	0.089772	Y
2.17	Relationship between domestic and offshore issuances	13,459,699,337	99.179318	99,192,271	0.73091	12,183,039	0.089772	Y
3	To consider and approve the Proposal in respect of Non-public Issuance of Offshore Preference Shares by the Company							

3.01	Type and number of securities	13,458,972,357	99.173962	99,219,143	0.731107	12,883,147	0.094931	Y
3.02	Maturity	13,458,972,357	99.173962	99,217,271	0.731093	12,885,019	0.094945	Y
3.03	Issuance method	13,458,972,357	99.173962	99,217,271	0.731093	12,885,019	0.094945	Y
3.04	Placees	13,458,972,357	99.173962	99,217,271	0.731093	12,885,019	0.094945	Y
3.05	Nominal value and issue price	13,458,972,357	99.173962	99,217,271	0.731093	12,885,019	0.094945	Y
3.06	Dividend distribution provisions	13,458,972,357	99.173962	99,217,271	0.731093	12,885,019	0.094945	Y
3.07	Conditional redemption terms	13,458,972,357	99.173962	99,217,271	0.731093	12,885,019	0.094945	Y
3.08	Terms of mandatory conversion	13,459,044,309	99.174492	99,217,271	0.731093	12,813,067	0.094415	Y
3.09	Restriction on and restoration of voting rights	13,458,972,357	99.173962	99,217,271	0.731093	12,885,019	0.094945	Y
3.10	Order of distribution of residual assets and basis for liquidation	13,458,972,357	99.173962	99,217,271	0.731093	12,885,019	0.094945	Y
3.11	Use of proceeds	13,458,972,357	99.173962	99,217,271	0.731093	12,885,019	0.094945	Y
3.12	Rating	13,458,972,357	99.173962	99,217,271	0.731093	12,885,019	0.094945	Y
3.13	Guarantee	13,458,972,357	99.173962	99,217,271	0.731093	12,885,019	0.094945	Y
3.14	Transferability	13,458,972,357	99.173962	99,217,271	0.731093	12,885,019	0.094945	Y
3.15	Compliance of latest regulatory requirements	13,458,972,357	99.173962	99,217,271	0.731093	12,885,019	0.094945	Y
3.16	Effective period of the resolution of the non-public issuance of Preference Shares	13,458,972,357	99.173962	99,217,271	0.731093	12,885,019	0.094945	Y
3.17	Relationship between domestic and offshore issuances	13,458,972,357	99.173962	99,217,271	0.731093	12,885,019	0.094945	Y
4	To consider and approve the Proposal in respect of Feasibility Analysis Report of the Use of Proceeds from Non-public	13,457,873,726	99.165866	99,183,446	0.730845	14,017,475	0.103289	Y

	Issuance of Preference Shares by the Company							
5	To consider and approve the Proposal in respect of Authorization to the Board and its Authorized Persons by the Shareholdersq General Meeting to Exercise Full Power to Deal with Matters Relating to the Issuance of Preference Shares	13,457,873,726	99.165866	99,183,446	0.730845	14,017,475	0.103289	Y
6	To consider and approve the Proposal in respect of Issuance Plan of Financial Bonds and Tier-2 Capital Bonds of the Company for 2014 to 2016	13,533,154,509	99.720581	23,902,663	0.17613	14,017,475	0.103289	Y
7	To consider and approve the Proposal in respect of the Authorization to the Board to Issue Offshore Bonds in Due Course	13,533,154,509	99.720581	23,902,663	0.17613	14,017,475	0.103289	Y
8	To consider and approve the Proposal in respect of Amendments to the Articles of Association of the Company	13,445,671,837	99.075955	111,385,335	0.820756	14,017,475	0.103289	Y
9	To consider and approve the Proposal in respect of Change of Registered Capital of the Company	13,532,816,309	99.718089	24,149,863	0.177951	14,108,475	0.10396	Y
Ordinary Proposals								
10	To consider and approve the Proposal in respect of Formulation of Capital Management Plan for 2014 to 2016 of the Company	13,510,138,961	99.550988	23,902,663	0.17613	37,033,023	0.272882	Y
11	To consider and approve the Proposal in respect of Formulation of Shareholder Return Plan for 2014 to 2016 of the Company	13,533,251,661	99.721297	24,502,663	0.180551	13,320,323	0.098152	Y
12	To consider and approve the Proposal in respect of Impacts on	13,457,856,332	99.165738	99,308,379	0.731765	13,909,936	0.102497	Y

	Dilution of Current Returns of Non-public Issuance of Preference Shares and Non-public Issuance of Renminbi Ordinary Shares (A Shares) by China Minsheng Banking Corp., Ltd. and relevant Remedial Measures								
13	To consider and approve the Proposal in respect of Amendments to the Rules of Procedures for Shareholders' General Meeting of the Company		13,447,912,210	99.092464	109,170,162	0.804432	13,992,275	0.103104	Y
14	To consider and approve the Proposal in respect of Amendments to the Rules of Procedure for the Meeting of the Board of Directors of the Company		13,447,912,210	99.092464	109,170,162	0.804432	13,992,275	0.103104	Y
15	To consider and approve the Proposal in respect of the 2014 Interim Profit Distribution Plan of the Company		13,534,513,746	99.730597	24,519,343	0.180673	12,041,558	0.08873	Y
	Voting Status According to shareholding status	Shareholders holding less than 1%	711,678,441	95.97	24,518,623	3.31	5,385,558	0.72	Y
		Of which:: Shareholders holding less than 1% and the market value of shares held is less than RMB0.5 million	1,637,365	75.05	196,796	9.02	347,427	15.93	Y
		Of which:: Shareholders holding less than 1% and the market value of shares held is more than (including) RMB0.5 million	710,041,076	96.03	24,321,827	3.29	5,038,131	0.68	Y

		Shareholders holding 1%-5% (including 1%)	6,954,148,772	100.00	0	0	0	0	Y
		Shareholders holding more than (including) 5%	2,981,872,967	100.00	0	0	0	0	Y
16	To consider and approve the Proposal in respect of the Appointment of Mr. Yao Dafeng as Director of the Sixth Session of the Board of Directors of the Company		13,418,965,040	98.879163	139,331,104	1.026677	12,778,503	0.09416	Y

2. Review of the proposals at the 1st A Share Class Meeting in 2014

The proposals of the 1st A Share Class Meeting in 2014 were reviewed by the shareholders and the proxies and were approved through disclosed ballot and online voting.

The voting results are as the following:

No.	Proposal	Affirmative votes	%	Negative votes	%	Abstention	%	Passed Y/N
Special Proposals								
1	To consider and approve the Proposal in respect of Non-public Issuance of Domestic Preference Shares by the Company							
1.01	Type and number of securities	10,658,400,470	99.820148	13,678,724	0.128107	5,525,167	0.051745	Y
1.02	Maturity	10,658,400,470	99.820148	13,676,852	0.128089	5,527,039	0.051763	Y
1.03	Issuance method	10,658,400,470	99.820148	13,676,852	0.128089	5,527,039	0.051763	Y
1.04	Places	10,658,400,470	99.820148	13,676,852	0.128089	5,527,039	0.051763	Y
1.05	Nominal value and issue price	10,658,400,470	99.820148	13,676,852	0.128089	5,527,039	0.051763	Y
1.06	Dividend distribution provisions	10,658,472,422	99.820822	13,676,852	0.128089	5,455,087	0.051089	Y

1.07	Conditional redemption terms	10,658,400,470	99.820148	13,676,852	0.128089	5,527,039	0.051763	Y
1.08	Terms of mandatory conversion	10,658,400,470	99.820148	13,676,852	0.128089	5,527,039	0.051763	Y
1.09	Restriction on and restoration of voting rights	10,658,400,470	99.820148	13,676,852	0.128089	5,527,039	0.051763	Y
1.10	Order of distribution of residual assets and basis for liquidation	10,658,400,470	99.820148	13,676,852	0.128089	5,527,039	0.051763	Y
1.11	Use of proceeds	10,658,400,470	99.820148	13,676,852	0.128089	5,527,039	0.051763	Y
1.12	Rating	10,658,400,470	99.820148	13,676,852	0.128089	5,527,039	0.051763	Y
1.13	Guarantee	10,658,400,470	99.820148	13,676,852	0.128089	5,527,039	0.051763	Y
1.14	Transferability	10,658,400,470	99.820148	13,676,852	0.128089	5,527,039	0.051763	Y
1.15	Compliance of latest regulatory requirements	10,658,400,470	99.820148	13,676,852	0.128089	5,527,039	0.051763	Y
1.16	Effective period of the resolution of the non-public issuance of Preference Shares	10,658,400,470	99.820148	13,676,852	0.128089	5,527,039	0.051763	Y
1.17	Relationship between domestic and offshore issuances	10,658,400,470	99.820148	13,676,852	0.128089	5,527,039	0.051763	Y
2	To consider and approve the Proposal in respect of Non-public Issuance of Offshore Preference Shares by the Company							
2.01	Type and number of securities	10,657,673,490	99.813339	13,703,724	0.128341	6,227,147	0.05832	Y
2.02	Maturity	10,657,673,490	99.813339	13,701,852	0.128324	6,229,019	0.058337	Y

2.03	Issuance method	10,657,673,490	99.813339	13,701,852	0.128324	6,229,019	0.058337	Y
2.04	Placees	10,657,673,490	99.813339	13,701,852	0.128324	6,229,019	0.058337	Y
2.05	Nominal value and issue price	10,657,673,490	99.813339	13,701,852	0.128324	6,229,019	0.058337	Y
2.06	Dividend distribution provisions	10,657,673,490	99.813339	13,701,852	0.128324	6,229,019	0.058337	Y
2.07	Conditional redemption terms	10,657,673,490	99.813339	13,701,852	0.128324	6,229,019	0.058337	Y
2.08	Terms of mandatory conversion	10,657,745,442	99.814013	13,701,852	0.128324	6,157,067	0.057663	Y
2.09	Restriction on and restoration of voting rights	10,657,673,490	99.813339	13,701,852	0.128324	6,229,019	0.058337	Y
2.10	Order of distribution of residual assets and basis for liquidation	10,657,673,490	99.813339	13,701,852	0.128324	6,229,019	0.058337	Y
2.11	Use of proceeds	10,657,673,490	99.813339	13,701,852	0.128324	6,229,019	0.058337	Y
2.12	Rating	10,657,673,490	99.813339	13,701,852	0.128324	6,229,019	0.058337	Y
2.13	Guarantee	10,657,673,490	99.813339	13,701,852	0.128324	6,229,019	0.058337	Y
2.14	Transferability	10,657,673,490	99.813339	13,701,852	0.128324	6,229,019	0.058337	Y
2.15	Compliance of latest regulatory requirements	10,657,673,490	99.813339	13,701,852	0.128324	6,229,019	0.058337	Y
2.16	Effective period of the resolution of the non-public issuance of Preference Shares	10,657,673,490	99.813339	13,701,852	0.128324	6,229,019	0.058337	Y
2.17	Relationship between domestic and	10,657,673,490	99.813339	13,701,852	0.128324	6,229,019	0.058337	Y

	offshore issuances							
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3. Review of the proposals at the 1st H Share Class Meeting in 2014

The proposals of the 1st H Share Class Meeting in 2014 were reviewed by the shareholders and the proxies and were approved through disclosed ballot and online voting.

The voting results are as the following:

No.	Proposal	Affirmative votes	%	Negative votes	%	Abstention	%	Passed Y/N
Special Proposals								
1	To consider and approve the Proposal in respect of Non-public Issuance of Domestic Preference Shares by the Company							
1.01	Type and number of securities	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
1.02	Maturity	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
1.03	Issuance method	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
1.04	Placeses	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
1.05	Nominal value and issue price	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
1.06	Dividend distribution provisions	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
1.07	Conditional redemption terms	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
1.08	Terms of mandatory conversion	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
1.09	Restriction on and restoration of voting rights	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
1.10	Order of distribution of residual assets and basis for	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y

	liquidation							
1.11	Use of proceeds	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
1.12	Rating	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
1.13	Guarantee	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
1.14	Transferability	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
1.15	Compliance of latest regulatory requirements	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
1.16	Effective period of the resolution of the non-public issuance of Preference Shares	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
1.17	Relationship between domestic and offshore issuances	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
2	To consider and approve the Proposal in respect of Non-public Issuance of Offshore Preference Shares by the Company							
2.01	Type and number of securities	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
2.02	Maturity	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
2.03	Issuance method	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
2.04	Places	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
2.05	Nominal value and issue price	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
2.06	Dividend distribution provisions	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
2.07	Conditional redemption terms	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
2.08	Terms of mandatory conversion	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y

2.09	Restriction on and restoration of voting rights	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
2.10	Order of distribution of residual assets and basis for liquidation	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
2.11	Use of proceeds	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
2.12	Rating	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
2.13	Guarantee	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
2.14	Transferability	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
2.15	Compliance of latest regulatory requirements	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
2.16	Effective period of the resolution of the non-public issuance of Preference Shares	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y
2.17	Relationship between domestic and offshore issuances	2,816,833,075	96.831513	85,515,419	2.93968	6,656,000	0.228807	Y

III. 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 laws and regulations in the PRC and the Articles of Association. The resolutions passed at the Meetings were lawful and valid.

IV. Documents for Reference

1. Resolutions of the 2nd EGM of the Company in 2014 signed and by the participating Directors;
2. Resolutions of the 1st A Share Class Meeting in 2014 signed by the participating Directors;

3. Resolutions of the 1st H Share Class Meeting in 2014 signed by the participating Directors;
4. Legal Opinion issued by Grandall Law Firm, Beijing Office.

Board of Directors
China Minsheng Banking Corp., Ltd.