

## Announcement on Resolutions of the First EGM in 2012

April 11, 2012

### I. Calling, Convention and Participation of the EGM

1. The first EGM of the Company was held at 9:00am on 10<sup>th</sup> April 2012 at Meeting Room No.5, Building VIII, Friendship Hotel, Zhongguancun Nandajie, Haidian District, Beijing.
2. Number of shareholders, authorized proxies, total shares casting voting rights held and proportion in total shares carrying voting rights of the Company are as the following:

| <b>The First EGM in 2012</b>   |               |
|--|---------------|
| Number of shareholders and authorized proxies present at the Meeting               | 41            |
| Of which: Number of domestic shareholders  | 38            |
| Number of foreign shareholders   | 4             |
| Total shares casting voting rights held (share)                                    | 9,980,927,847 |
| Of which: Total shares casting voting rights held by domestic shareholders         | 8,614,577,359 |
| Total shares casting voting rights held by foreign shareholders                    | 1,366,350,488 |
| Proportion in total shares casting voting rights of the company (%)                | 37.36%        |
| Of which: Proportion of shares casting voting rights held by domestic shareholders | 32.25%        |
| Proportion of shares casting voting rights held by foreign shareholders            | 5.11%         |

Note: The Chairman was appointed by certain holders of A shares as well holders of H shares as their proxy, he shall not be counted twice when calculating the shareholders and authorized proxies present at the Meeting.

3. The EGM was called by the Board of Directors of the Company and was presided over by Chairman Dong Wenbiao. 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 18 directors of the Company presented at the meeting. Director Chen Jian attended the meeting through telephone meeting, Director Andrew Wong and Director Wang Songqi were absent due to business trips. 5 out of 8 supervisors of the Company

presented at the meeting. Supervisor Xing Jijun and Supervisor Wang Lei were absent due to business trips, and Supervisor Xu Rui was absent due to other works. Mao Xiao Feng, the Board Secretary and Lu Qi, the Lawyer, presented at the Meeting. Some of the senior management of the Company without voting rights attended the meeting as well.

## II. Proposals Considered and Passed

All resolutions were considered and passed at the Meeting by way of poll, and the voting results are as follows:

| No.                  | Content   | Number of affirmative votes | Percentage % | Number of negative votes | Percentage % | Number of abstention votes | Percentage % | Passed (Y/N) |
|----------------------|---|-----------------------------|--------------|--------------------------|--------------|----------------------------|--------------|--------------|
| Ordinary resolutions |   |                             |              |                          |              |                            |              |              |
| 1                    | Proposal on Electing the Six Session of the Board of Directors of the Company                             |                             |              |                          |              |                            |              |              |
|                      | Electing Zhang Hongwei as a shareholder director (non-executive director) of the six session of the Board | 9,856,446,511               | 98.752808    | 122,142,436              | 1.223758     | 2,338,900                  | 0.023434     | Y            |
|                      | Electing Lu Zhiqiang as a shareholder director (non-executive director) of the six session of the Board   | 9,856,790,271               | 98.756252    | 121,804,436              | 1.220372     | 2,333,140                  | 0.023376     | Y            |
|                      | Electing Liu Yonghao as a shareholder director (non-executive director) of the six session of the Board   | 9,878,333,029               | 98.972091    | 100,360,018              | 1.005518     | 2,234,800                  | 0.022391     | Y            |
|                      | Electing Wang Yugui as a shareholder director (non-executive director) of the six session of the Board    | 9,856,337,011               | 98.751710    | 122,257,936              | 1.224916     | 2,332,900                  | 0.023374     | Y            |
|                      | Electing Chen Jian as a   | 9,878,234,929               | 98.971108    | 100,360,018              | 1.005518     | 2,332,900                  | 0.023374     | Y            |

|   |               |           |             |          |           |          |   |  |
|---|---------------|-----------|-------------|----------|-----------|----------|---|--|
| shareholder director (non-executive director) of the six session of the Board   |               |           |             |          |           |          |   |  |
| Electing Wong Hei as a shareholder director (non-executive director) of the six session of the Board                  | 9,851,382,211 | 98.702068 | 127,212,736 | 1.274558 | 2,332,900 | 0.023374 | Y |  |
| Electing Shi Yuzhu as a shareholder director (non-executive director) of the six session of the Board                 | 9,853,166,511 | 98.719946 | 127,226,536 | 1.274696 | 534,800   | 0.005358 | Y |  |
| Electing Wang Hang as a shareholder director (non-executive director) of the six session of the Board                 | 9,856,403,411 | 98.752376 | 122,257,936 | 1.224916 | 2,266,500 | 0.022708 | Y |  |
| Electing Wang Junhui as a shareholder director (non-executive director) of the six session of the Board               | 9,878,301,329 | 98.971774 | 100,360,018 | 1.005518 | 2,266,500 | 0.022708 | Y |  |
| Electing Liang Jinqun as an independent director (independent non-executive director) of the six session of the Board | 9,910,561,134 | 99.294988 | 68,131,813  | 0.682620 | 2,234,900 | 0.022392 | Y |  |
| Electing Wang Songqi as an independent director   | 9,973,572,634 | 99.926308 | 5,088,713   | 0.050984 | 2,266,500 | 0.022708 | Y |  |

|  |               |           |             |          |           |          |   |  |
|--|---------------|-----------|-------------|----------|-----------|----------|---|--|
| (independent non-executive director) of the six session of the Board   |               |           |             |          |           |          |   |  |
| Electing Andrew Wong as an independent director (independent non-executive director) of the six session of the Board   | 9,910,561,134 | 99.294989 | 68,100,213  | 0.682303 | 2,266,500 | 0.022708 | Y |  |
| Electing Qin Rongsheng as an independent director (independent non-executive director) of the six session of the Board | 9,910,562,034 | 99.294998 | 68,099,313  | 0.682294 | 2,266,500 | 0.022708 | Y |  |
| Electing Wang Lihua as an independent director (independent non-executive director) of the six session of the Board    | 9,910,562,034 | 99.294998 | 68,099,313  | 0.682294 | 2,266,500 | 0.022708 | Y |  |
| Electing Han Jianmin as an independent director (independent non-executive director) of the six session of the Board   | 9,910,562,034 | 99.294998 | 68,099,313  | 0.682294 | 2,266,500 | 0.022708 | Y |  |
| Electing Dong Wenbiao as an executive director of the six session of the Board   | 9,878,332,929 | 98.972091 | 99,203,968  | 0.993935 | 3,390,950 | 0.033974 | Y |  |
| Electing Hong Qi as an executive director of the six session of the  | 9,857,706,561 | 98.765432 | 120,986,386 | 1.212176 | 2,234,900 | 0.022392 | Y |  |

session of the

|                     |   |               |           |             |          |             |          |   |
|---------------------|---|---------------|-----------|-------------|----------|-------------|----------|---|
|                     | Board   |               |           |             |          |             |          |   |
|                     | Electing Liang Yutang as an executive director of the six session of the Board          | 9,811,217,456 | 98.299653 | 167,475,491 | 1.677955 | 2,234,900   | 0.022392 | Y |
| 2                   | Proposal on Electing the Six Session of the Supervisory Board                           |               |           |             |          |             |          |   |
|                     | Electing Lu Zhongnan as a shareholder supervisor of the six session Supervisory Board   | 9,976,389,247 | 99.954527 | 2,205,700   | 0.022099 | 2,332,900   | 0.023374 | Y |
|                     | Electing Zhang Disheng as a shareholder supervisor of the six session Supervisory Board | 9,976,389,247 | 99.954527 | 2,205,700   | 0.022099 | 2,332,900   | 0.023374 | Y |
|                     | Electing Li Yuan as a shareholder supervisor of the six session Supervisory Board       | 9,976,389,247 | 99.954527 | 2,205,700   | 0.022099 | 2,332,900   | 0.023374 | Y |
|                     | Electing Wang Liang as an external supervisor of the six session Supervisory Board      | 9,976,455,647 | 99.955193 | 2,205,700   | 0.022099 | 2,266,500   | 0.022708 | Y |
|                     | Electing Zhang Ke as an external supervisor of the six session Supervisory Board        | 9,976,455,647 | 99.955193 | 2,205,700   | 0.022099 | 2,266,500   | 0.022708 | Y |
| Special resolutions |   |               |           |             |          |             |          |   |
| 3                   | Proposal on Amending Certain Articles of the Articles of Association of the Company     | 9,843,364,969 | 98.621743 | 1,161,300   | 0.011635 | 136,401,578 | 1.366622 | Y |

The supervisory Board received the Report on the Election Results of the Employee

Supervisors of the Six Session of the Supervisory Board of the Company from the Working Committee of the Labor Union. The Company has approved the appointment of four Employee Supervisors of the Six Session of the Supervisory Board, namely, Duan Qingshan, Li Huaizhen, Wang Jiazhi and Hu Ying.

### **III. Attestation by Lawyers**

Lu Qi, a lawyer from Grandall Law Firm (Beijing) attested the EGM and issued a Legal Opinion, which certified that the convening and procedures of the EGM, the qualifications of the convener and attendees, and the voting procedures of the EGM were in compliance with the relevant laws, rules and regulation under the administrative rules and the Articles of Association, and the resolutions passed at the Meeting were legal and effective.

### **IV. Documents for Reference**

1. Resolutions of the First EGM of the Company in 2012 signed by the Directors;
2. Legal Opinion issued by Grandall Law Firm (Beijing).

**Board of Directors**

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