

Announcement on Resolutions of the 22nd Meeting of the 5th Session BOD

March 23, 2012

The 22nd meeting of the 5th session Board of Directors of the Company was convened on March 22, 2012 in Beijing. The meeting notices were sent out via emails on March 8, 2012. The meeting was called and presided over by Chairman Dong Wenbiao. Of all 18 directors, 15 attended the meeting in person, including 3 (Shi Yuzhu, Chen Jian and Wong Hei) through telephone meeting, and 3 by proxies (Lu Zhiqiang, Wang Hang and Liang Yutang entrusted Dong Wenbiao, Liu Yonghao and Hong Qi, respectively, to execute their voting rights). The meeting complied with the rules and regulations under the Company Law and the Articles of Association, and the resolutions made through voting are legal and effective.

The meeting discussed and approved the following resolutions:

I. Resolution on the 2011 Annual Report (Text & Abstract)

The above proposal will be submitted to the shareholders' meeting for discussion.

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

II. Resolution on the 2011 Financial Accounts Report (Draft)

The above proposal will be submitted to the shareholders' meeting for discussion.

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

III. Resolution on the 2011 Profit Distribution Plan and the 2012 Interim Profit Distribution Policy

The meeting discussed the 2011 Profit Distribution Plan and the 2012 Interim Profit Distribution Policy of the Company and approved the following distribution plan:

According to the audited financial statements of the Company in 2011, the net profit of the Company in 2011 amounted to RMB 27,436 million. Retained earnings as at the beginning of 2011 was RMB19,366 million, and became RMB16,694 after deduction of cash dividend paid for 2010. Pursuant to relevant regulations, the Company appropriated 10%, or RMB2,744 million, of net profit in 2011 for statutory surplus reserve, and

RMB2,900 million for general risk provisions. As at the end of 2011, net profit attributable to equity holders of the Bank amounted to RMB38,486 million.

Pursuant to the relevant regulations in regard to profit distribution in the Articles of Association, based on the consideration of regulatory requirement on capital adequacy ratio and the sustainable development of the Company's business, based on the total issued shares, a cash dividend of RMB3.00 (before tax) for every 10 shares will be distributed to both A share holders and H share holders whose names appeared on the Register immediately after the trading hours on the date of registration. The cash dividend will be denominated and declared in Renminbi and the holders of A Shares will be paid in Renminbi and the holders of H Shares will be paid in Hong Kong dollars. The actual amount of Hong Kong dollars to be paid will be subject to the exchange rate to Renminbi published by the PBOC on the date of the shareholders' meeting.

The Board proposed interim profit distribution in 2012 to commence dividend distribution twice a year for the coming years while maintaining the sustainability and stability of the such dividend distribution policy on the basis of fulfillment of regulatory requirements on capital adequacy ratio. The shareholders' meeting was proposed to authorize the Board to formulate the interim profit distribution plan in 2012, in which the proportion of cash dividend shall not be lower than 20% of the Company's net profit in the first half 2012.

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

IV. Resolution on the 2012 Financial Budget Report (Draft)

The above proposal will be submitted to the shareholders' meeting for discussion.

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

V. Resolution on the 2011 Assessment Report on Internal Control

Please refer to the website of the Shanghai Stock Exchange for detailed files.

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

VI. Resolution on the 2011 Report on Social Responsibility

Please refer to the website of the Shanghai Stock Exchange for detailed files.

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

VII. Resolution on the 2011 Work Report of the Board of Directors (Draft)

The above proposal will be submitted to the shareholders' meeting for discussion.

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

VIII. Resolution on the 2011 Work Report of the President

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

IX. Resolution on the 2011 Report on Related-Party Transactions

Please refer to the website of the Shanghai Stock Exchange for detailed files.

The above proposal will be reported to the shareholder's meeting.

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

X. Resolution on Appointment and Remuneration of Auditing Firms for 2012

The meeting approved to continue to hire KPMG and KPMG Huazhen as the auditing firms of the Company for 2012, with remuneration of RMB9 million (including RMB8.4 million service fee for auditing and review, and RMB600,000 service fee for internal control efficiency), which includes relevant taxes and miscellaneous expenses including but not limited to travel and business expenses and subsidies.

The above proposal will be submitted to the shareholders' meeting for discussion.

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

XI. Resolution on Formulating the Basic Rules for Internal Control

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

XII. Resolution on Revising the Working Rules for the Strategic Development and Investment Management Committee of the Board

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

XIII. Resolution on Revising Certain Provisions of the Working Rules for the Audit Committee of the Board

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

XIV. Resolution on Revising the Working Rules for the Nomination Committee of the Board

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

XV. Resolution on Revising Certain Provisions of the Working Rules for the Compensation and Remuneration Committee of the Board

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

XVI. Resolution on the Administrative Measures on Registration of Persons with Insider Information

For details, please refer to the website of the Shanghai Stock Exchange.

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

XVII. Resolution on the Working Rules for Investors' Relation Management (2012 Revised)

For details, please refer to the website of the Shanghai Stock Exchange.

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

XVIII. Resolution on the Plans for Financial Bonds and Subordinated Debts Issuance in 2012-2014

The above proposal will be submitted to the shareholders' meeting for discussion.

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

XIX. Resolution on Convening the 2011 AGM

The meeting discussed the Proposal on Convening the 2011 AGM and approved to hold the 2011 AGM and discuss the following proposals:

1. 2011 Annual Report;
2. 2011 Financial Accounts Report;
3. 2011 Profit Distribution Plan and 2012 Interim Profit Distribution Policy;
4. 2012 Financial Budget Report;
5. Work Report of the Board;
6. Work Report of the Supervisory Board;
7. Proposal on Appointment and Remuneration of Auditing Firms for 2012;

8. Proposal on the Plans for Financial Bonds and Subordinated Debts Issuance in 2012-2014, with items to be reported to the AGM;
9. 2011 Report on Related-Party Transactions;
10. 2011 Work Report of Independent Directors,

The meeting also authorized the Board Secretary to confirm the time, venue of the AGM after the meeting, and send out the meeting notices in regard to the AGM, and take charge of the preparation works of the AGM.

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

XX. Resolution on Revising Certain Provisions of the Articles of Association

The meeting discussed the Proposal on Revising Certain Provisions of the Articles of Association raised by Shanghai Giant Lifetech Co., Ltd., a shareholder holding more than 3% of equity of the Company.

The above proposal will be submitted to the first EGM in 2012.

Voting Result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

Board of Directors

China Minsheng Banking Corp., Ltd.