

## **Announcement on Related-Party Transaction**

April 7, 2012

### **I. Overview**

The 2nd meeting of the Related-Party Transaction Control Committee of the 5th session Board of Directors in 2012 discussed and approved the Proposal on Related-Party Loan to Orient Group Finance Co., Ltd., and consented to grant RMB350 million one-year-term comprehensive credit lines (including credit lines granted previously) to Orient Group Finance Co., Ltd.. Orient Group Industry Co., Ltd. will be the guarantor of the joint and several responsibilities, and 231 million shares of Orient Group Finance Co., Ltd. held by Orient Group Industry Co., Ltd. will be the pledge guarantee, and three industrial properties including A2-2, B and A3-4, No.21, Chifeng Road, Dalian Development Area, Liaoning Province (Property Ownership Certificate Numbers: Da Fangquanzheng Kai Zi No. A19883, A19884 and A19885, total construction area: 22373.68 square meters), as well as the relevant state-owned land use rights (land certificate Number: Da Kai Guoyong (2005) Zi No.0562, total area: 10303 square meters) owned by Orient Group Industry Co., Ltd. will be the collateral. The credit lines granted include inter-bank placements and bill rediscounting. The interest rate is subject to the market principle and will be executed under the same standard as for other customers of banks and financial institutions.

### **II. Abstention**

The related director abstained from the voting on the above related-party transactions.

### **III. Impact**

The related-party transaction is a normal credit business of the Bank which has no material impact on the Bank's business operations and financial condition.

### **IV. Opinion of the Independent Directors**

The Bank's granting of RMB350 million comprehensive credit lines (including credit lines granted previously) to Orient Group Finance Co., Ltd. complies with the relevant rules and regulations promulgated by the regulatory authorities including the CBRC and the CSRC, and its application and approval process comply with the rules and regulations under the Articles of Association and the Administrative Measures on Related-Party Transactions of

the Bank. The transaction is fair and no damage to lawful interest of other shareholders is identified.

**Board of Directors**

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