

Announcement on Resolutions of the 2011 AGM

June 16, 2012

Important Contents:

- There was no veto on or amendment to the proposals in the meeting;
- Shanghai Giant Biotechnology Co., Ltd and Fuxin Group Co., Ltd. (jointly holding a total of 1,355,751,538 shares of the Company, accounting for more than 3% of the total) submitted to the Board the Proposal on Electing Some Directors of the Company; the Supervisory Board of submitted to the Board the Proposal on Amending the Meeting Rules of the Supervisory Board of the Company and the Proposal on Amending the Dividend Distribution Rules in the Articles of Association of the Company, as extraordinary proposals of the 2011 Annual General Meeting of the Company. The Board published the relevant supplementary notices in the China Securities News, Shanghai Securities Journal, the Securities Times and the website of the Shanghai Stock Exchange on May 31, 2012 to submit the above extraordinary proposals to the 2011 AGM for discussion.

I. Calling, Convention and Attendance of the Meeting

1. The 2011 Annual General Meeting of the Company was held at 9:00am on June 15, 2012 in Meeting Room V, Building No.8, Friendship Hotel, No.1 Zhongguancun Nandajie, Haidian District, Beijing, China.

2. The number of shareholders and proxies attended the Meeting, total number of shares carrying voting rights and their percentage to total number of shares carrying voting rights are as the following:

2011 Annual General Meeting	
Number of shareholders and proxies attended the meeting	52
Of which: Number of domestic shareholders	51
Number of foreign shareholders	1
Total number of shares carrying voting rights (share)	10,781,335,379
Of which: Total number of shares carrying voting rights held by domestic shareholders	8,598,657,045
Total number of shares carrying voting rights held by foreign shareholders	2,182,678,334
Percentage to total shares carrying voting rights of	38.0085%

the Company (%)	
Of which: Percentage of shares held by domestic shareholders	30.3137%
Percentage of shares held by foreign shareholders	7.6948%

3. The Meeting was called by the Board and was presided over by Chairman Dong Wenbiao. The meeting procedures 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. Director Chen Jian was absent due to business trip. All 9 supervisors of the Company, Board Secretary Wan Qingyuan and Lawyer Lu Qi presented at the Meeting. Some of the senior executives of the Company also presented at the Meeting.

II. Discussion on the Proposals

The proposals of the Meeting were voted and approved by open ballot after being discussed by the shareholders and proxies.

The voting results are as the following:

No.	Content	Affirmative votes	%	Negative votes	%	Abstention votes	%	Approved
Common Proposals								
1	To consider and approve the 2011 Annual Report of the Company	10,779,721,479	99.985030%	821,500	0.007620%	792,400	0.007350%	Yes
2	To consider and approve the 2011 Financial Account Report	10,779,721,479	99.985030%	821,500	0.007620%	792,400	0.007350%	Yes
3	To consider and approve the 2012 Financial Budget Report	10,780,729,479	99.994380%	603,500	0.005598%	2,400	0.000022%	Yes
4	To consider and approve the 2011 Working Report of the Board	10,779,721,479	99.985030%	821,500	0.007620%	792,400	0.007350%	Yes
5	To consider and approve the 2011 Working Report of the Supervisory Board	10,779,722,679	99.985041%	820,300	0.007609%	792,400	0.007350%	Yes

6	Proposal on Continuing to Hire Audit Firms and Their Remunerations	10,779,702,079	99.984850%	1,632,700	0.015144%	600	0.000006%	Yes
To consider and approve the 2011 Profit Distribution Plan and the Profit Distribution Principle for the First Half of 2012								
7	7.1 To consider and approve the 2011 Profit Distribution Plan	10,780,393,879	99.991267%	602,300	0.005587%	339,200	0.003146%	Yes
	7.2 To consider and approve the Profit Distribution Principle for the First Half of 2012	10,780,527,307	99.992504%	807,472	0.007490%	600	0.000006%	Yes
Extraordinary Proposals								
8	Proposal on Explaining Use of Proceeds of Previous Capital Raising of the Company	10,042,755,148	93.149455%	622,200	0.005771%	737,958,031	6.844774%	Yes
9	Proposal on Issuance Plan of Financial Bonds and Subordinated Bonds of the Company in 2012-2014	10,780,727,079	99.994358%	605,300	0.005614%	3,000	0.000028%	Yes
10	Proposal on Amending Some Provisions of the Articles of Association of the Company	10,780,485,757	99.992120%	848,422	0.007869%	1,200	0.000011%	Yes
New Common Proposals								
11	Proposal on Amending Meeting Rules of the Supervisory Board of the Company	10,778,414,779	99.972910%	519,300	0.004817%	2,401,300	0.022273%	Yes
12	Proposal on Electing Some Directors of the Company							
	12.1	To elect Zheng Haiquan as a non-executive independent director of the 6 th session Board	10,778,370,329	99.972498%	566,750	0.005257%	2,398,300	0.022245%
12.2	To elect Ba Susong as a non-executive	10,778,274,209	99.971607%	662,870	0.006148%	2,398,300	0.022245%	Yes

	independent director of the 6 th session Board								
12.3	To elect Wu Di as a shareholder director (non-executive) of the 6 th session Board	10,685,117,307	99.107550%	93,818,572	0.870194%	2,399,500	0.022256%	Yes	
New Extraordinary Proposal									
13	Proposal on Amending Provisions on Dividend Distribution of the Articles of Association of the Company	10,040,215,426	93.125898	762,422	0.007072	740,357,531	6.867030%	Yes	

III. Attestation by Lawyers

The Meeting was attested by Lu Qi, a lawyer from the Grandall Law Firm (Beijing), who issued a legal opinion, certifying that the convening and procedures of the Meeting of the Company, the qualifications of the convener and the attendees and the voting procedures were in compliance with the relevant PRC laws and regulations and the Articles of Association of the Company. The resolutions passed at the Meeting were legal and effective.

IV. Documents for Reference

1. The Resolutions of the 2011 AGM of the Company signed by the attending directors;
2. Legal Opinion issued by the Grandall Law Firm (Beijing).

Board of Directors

China Minsheng Banking Corp., Ltd.