

160 Maidenhair Ct.
San Ramon, CA. 94582
March 22, 2012

MSC 123/9999
Office of the Corporate Secretary
Microsoft Corporation
One Microsoft Way, Redmond
Washington 98052-6399

Dear Corporate Secretary:

Enclosed are a shareholder's proposal for inclusion in proxy materials of the 2012 annual meeting of shareholders and TD Ameritrade letter of my Microsoft shares ownership. I will continuously hold these shares until the 2012 annual meeting of shareholders.

Should you have any questions, please contact me at 925-718-5037 (phone/fax), or zhao@h-china.org or jzhao615@insite.4cd.edu.

Yours truly,



Jing Zhao

Enclosure: Shareholder's proposal

TD Ameritrade letter of Jing Zhao's Microsoft shares ownership

Resolution for the 2012 Shareholders Meeting on Human Rights Committee

RESOLVED: Amend Section 2.12 of the corporate bylaws, to add the following contents:

Section 2.12 d. Board Committee on Human Rights

The purpose of the committee is to review, assess, disclose, and make recommendations to enhance the company's corporate policy and practice on human rights.

The Board of Directors is authorized to: (1) adopt Microsoft Human Rights Principles, (2) designate the members of the committee, including outside human rights experts, (3) provide the committee with sufficient funds for operating expenses, (4) adopt a charter to specify the powers of the committee, (5) empower the committee to solicit public input and to issue periodic reports to shareholders and the public, on the committee's activities, findings and recommendations, and (6) adopt any other measures within the Board's discretion consistent with applicable principles and laws.

Supporting Statement

From the tragically heroic Chinese democratic movement in 1989 to the historically ongoing "Arab Spring" movement, human rights issues have become the most important international concerns for every corporation, especially our Company, doing business globally. The Company currently has five committees: Antitrust Compliance Committee, Audit Committee, Compensation Committee, Finance Committee, and Governance and Nominating Committee. Although its role also includes "to review, evaluate and recommend changes to the Company's Corporate Governance Guidelines, and to review the Company's policies and programs that relate to matters of corporate citizenship, including public issues of significance to the Company and its stakeholders," the Governance and Nominating Committee's primary role is "to determine the slate of director nominees for election to the Company's Board of Directors, to identify and recommend candidates to fill vacancies occurring between annual shareholder meetings." This Committee is not sufficient, nor effective, to deal with the increasingly unavoidable complex business/trade issues of human rights concerns world-wide on an ongoing basis. Adoption of this resolution to establish a Human Rights Committee would help build up our company's leadership position in this field to expand business world-wide.