

**Announcement on Resolutions of the 5th Extraordinary Meeting
of the 6th Session BOD
January 10, 2014**

The 5th extraordinary meeting of the 6th session of the Board of Directors of the Company was convened by the means of mail voting. The meeting notices and documents were sent out via emails on January 8, 2014. As at the voting deadline on January 10, 2014, all 18 voting forms sent to the Directors were collected. The convention and procedures of the meeting complied with the rules and regulations under the Company Law and the Articles of Association of the Company, and the resolutions made through voting are legal and effective.

The meeting discussed and passed the following resolutions:

I. Resolution on Downward Adjustment to the Conversion Price of A Share Convertible Bonds

The Board of the Company discussed and passed the Proposal on Downward Adjustment to the Conversion Price of A Share Convertible Bonds, and proposed to adjust the conversion price of Minsheng Convertible Bonds in accordance with the Prospectus in relation to the Public Offering of A Share Convertible Bonds of China Minsheng Banking Corp. Ltd. (Including Subordinated Terms) (the "Prospectus"), which will be submitted to the shareholders' general meeting for final approval.

According to the relevant terms set out in the Prospectus, during the term of Minsheng Convertible Bonds, if the closing price of the A shares of the Company is lower than 80% of the prevailing conversion price in any 15 trading days out of any 30 consecutive trading days, the Company may propose downward adjustment plan on the conversion price of Minsheng Convertible Bonds to a shareholders' general meeting for approval within 10 business days from the date of the occurrence of such fact. Such proposal shall be approved by more than two-thirds of the voting rights represented by all the voting shareholders. Shareholders holding Minsheng Convertible Bonds shall withdraw from voting. The adjusted conversion price shall be no less than the average trading price of the A shares of the Company for the 20 trading days immediately before the general meeting, the average trading price of the A shares of the Company on the trading day immediately before the general meeting, the net asset value per share of the Company based on the latest audited financial statement and the nominal value per A share of the Company.

As of January 9, 2014, the closing price of the A shares of the Company has been lower than 80% of the prevailing conversion price of Minsheng Convertible Bonds for 15 consecutive trading days (RMB9.92 per share x 80% = RMB7.936 per share), which

fulfilled the conditions for downward adjustment to the conversion price of the Convertible Bonds.

The conversion price of Minsheng Convertible Bonds after the downward adjustment shall be the highest of the average trading price of the A shares of the Company for the 20 trading days immediately before the general meeting held for the approval of this matter, the average trading price of the A shares of the Company on the trading day immediately before the general meeting held for the approval of this matter, the net asset value per share of the Company based on the latest audited financial statement and the nominal value per A share of the Company. If the prevailing conversion price of the Convertible Bonds is lower than any of the aforesaid indicators on the date of the general meeting held for the approval of this matter, no adjustment shall be required.

Voting result: Affirmative: 11 votes; Negative: 0 vote; Abstention: 2 votes; Withdrawal: 5 votes.

II. Resolution on Convening the 1st EGM of the Company in 2014

The Board discussed and passed the Proposal on Convening the 1st EGM of the Company in 2014. The 1st EGM of the Company in 2014 will discuss and approve the Proposal on Downward Adjustment to the Conversion Price of Minsheng Convertible Bonds of the Company. The Board authorized the Board Secretary to determine the time, venue of the EGM according to the actual situation, choose the voting method according to the regulatory rules, sent out meeting notices to the shareholders at appropriate time, and make preparation for the detailed matters of the EGM.

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

Board of Directors

China Minsheng Banking Corp., Ltd.