

**Announcement on Resolutions of the 9<sup>th</sup> Extraordinary Meeting  
of the 5<sup>th</sup> Session BOD**

February 23, 2012

The 9<sup>th</sup> meeting of the 5<sup>th</sup> session Board of Directors was convened on February 22, 2012 in Beijing. The meeting notices were sent out via emails on February 16, 2012. The meeting was presided over by Chairman Dong Wenbiao. Of all 18 directors, 15 attended the meeting in person and 3 by proxies (Director Chen Jian entrusted Vice Chairman Zhang Hongwei to execute his voting right, Director Wang Songqi entrusted Director Andrew Wong to execute his voting right, and Director Hong Qi entrusted Chairman Dong Wenbiao to execute his voting right). All 8 members of the Supervisory Board participated in the meeting without voting right. 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 Candidates for Directors of the 6<sup>th</sup> Session BOD**

There are 18 candidates for directors of the 6<sup>th</sup> session BOD as the following (all in random order):

9 Non-executive Shareholder Directors:

Zhang Hongwei, Lu Zhiqiang, Liu Yonghao, Wang Yugui, Chen Jian, Wong Hei, Shi Yuzhu, Wang Hang and Wang Junhui;

6 Non-executive Independent Directors:

Liang Jinquan, Wang Songqi, Andrew Wong, Qin Rongsheng, Wang Lihua and Han Jianmin;

3 Executive Directors:

Dong Wenbiao, Hong Qi and Liang Yutang.

The meeting approved to submit the above name list of candidates for directors to the Shareholders' Meeting for election, thus to form the 6<sup>th</sup> session BOD.

Attachment 1: Biographies of Candidates for Directors of the 6<sup>th</sup> Session BOD;

Attachment 2: Statement of Candidates for Non-Executive Independent Directors of the 6<sup>th</sup> Session BOD;

Attachment 3: Statement of Nominators for Non-Executive Independent Directors of the 6<sup>th</sup> Session BOD;

Attachment 4: Independent Opinion of Independent Directors on Nomination of Directors  
of the 6<sup>th</sup> Session BOD

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

**II. Resolution on the 2012 Guiding Opinion on Risk Management by the BOD**

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

**III. Resolution on the Implementation Plan for New Basel Accord Programs**

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

**IV. Resolution on Extending Validity Period of the Resolution on Issuing A Share Convertible Corporate Bonds and the Authorization Period for the BOD and Authorized Persons to Proceed with Relevant Issues**

This proposal will be submitted to the EGM, A Share Holders' Class Meeting and the H Share Holders' Class Meeting for discussion.

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

**V. Resolution on Extending Validity Period of the Resolution on the Secondary Offering of H Shares and the Authorization Period for the BOD and Authorized Persons to Proceed with Relevant Issues**

This proposal will be submitted to the EGM, A Share Holders' Class Meeting and the H Share Holders' Class Meeting for discussion.

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

**VI. Resolution on Authorizing the Senior Management of the Head Office to Approve the Qualifications of Senior Management of Township Banks**

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

**VII. Resolution on Convening the 1<sup>st</sup> EGM in 2012**

The meeting discussed the Proposal on Convening the 1<sup>st</sup> EGM of the Company in 2012, and approved to call on the first EGM in 2012 to discuss the following proposals:

1. Proposal on Electing the 6<sup>th</sup> Session BOD;
2. Proposal on Electing the 6<sup>th</sup> Session BOS.

The meeting also authorized the Board Secretary to determine the time and venue of the

EGM, send out meeting notices to the shareholders at appropriate timing, and carry out preparation works for the EGM in accordance with the actual condition upon completion of this Board meeting.

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

**VIII. Resolution on Convening the 2<sup>nd</sup> EGM in 2012, the 1<sup>st</sup> A Share Holders' Class Meeting in 2012 and the 1<sup>st</sup> H Share Holders' Class Meeting in 2012**

The meeting discussed the Proposal on Convening the 2<sup>nd</sup> EGM of the Company in 2012, the 1<sup>st</sup> A Share Holders' Class Meeting in 2012 and the 1<sup>st</sup> H Share Holders' Class Meeting in 2012, and approved to call on the three meeting by the means of on-site and on-line voting to discuss the following proposals:

1. Proposal on Extending Validity Period of the Resolution on the Secondary Offering of H Shares and the Authorization Period for the BOD and Authorized Persons to Proceed with Relevant Issues;
2. Proposal on Extending Validity Period of the Resolution on the Secondary Offering of H Shares and the Authorization Period for the BOD and Authorized Persons to Proceed with Relevant Issues

The meeting also authorized the Board Secretary to determine the time and venue of the meetings, send out meeting notices to the shareholders at appropriate timing, and carry out preparation works for the meetings in accordance with the actual condition upon completion of this Board meeting.

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

**Board of Directors**  
**China Minsheng Banking Corp., Ltd.**