

**Announcement on Resolution of the 23<sup>rd</sup> Meeting  
of the 6<sup>th</sup> Session of BOD**

30<sup>th</sup> March 2015

The 23<sup>rd</sup> meeting of the 6<sup>th</sup> session of the Board of Directors of the Company was held on 30<sup>th</sup> March 2015 in Beijing. The meeting notices were sent out via emails on 16<sup>th</sup> March 2015. Convened and presided over by Mr. Hong Qi, Chairman of the Board, 11 out of 17 directors attended the meeting in person, while Liu Yonghao, the Vice Chairman, and Guo Guangchang, Ba Shusong and Wang Lihua, directors of the Company, participated by the means of telephone meeting. Wang Junhui, a director, entrusted Chairman Hong Qi in written form to execute his voting right. You Lantian, a director, was absent from the meeting. 6 out of 7 supervisors presented at the meeting. The convention and procedure of the meeting complied with the rules and regulations under the Company Law of the PRC and Articles of Association of the Company, and the resolutions made through voting was legal and effective.

The following resolution was discussed and approved at the meeting:

**I. Resolution on 2014 Annual Report (Text and Abstract)**

The 2014 Annual Report of the Company will be submitted to the shareholders' general meeting for review.

The Ministry of Finance amended the Accounting Standard for Business Enterprises No.2 – Long Term Equity Investment in March 2014, and announced the Accounting Standard for Business Enterprises No.41 – Disclosure of Interests in Other Entities, which required the implementation by all enterprises adopting the Accounting Standard for Business Enterprises, and encouraged early implementation by overseas listed companies. As a listed company issuing both A shares and H shares, the Company has implemented the above two standards in preparing the 2014 the Interim Report.

The Ministry of Finance promulgated the Regulations on Distinction of Financial Liabilities and Interests Tools and the Relevant Accounting Methods (Cai Kuai [2014] No.13) in March 2014, and amended the Accounting Standard for Business Enterprises No.37 – Presentation of Financial Instruments in July 2014. The Company has applied the above regulation and standard in the 2014 Annual Report.

The above new accounting standards and regulation had no significant impact on the financial condition, operation result and cash flow of the Company in 2014. The main impact on the 2014 financial statements of the Group and the Bank lied on the presentation and disclosure (for details, please refer to the Notes to the Financial

Statements No.4, 31 “Changes in Main Accounting Policies” of the 2014 Annual Report).

For details of the text and abstract of the Annual Report, and the opinion of the independent directors of the Company and KPMG Huazhen (Special General Partnership) on the change of accounting policies, please refer to the website of Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

Voting result: Affirmative: 15 votes; Negative: 0 vote; Abstention: 0 vote.

## **II. Resolution on the 2014 Final Account Report of the Company (Draft)**

This proposal will be submitted to the shareholders’ meeting for review.

Voting result: Affirmative: 15 votes; Negative: 0 vote; Abstention: 0 vote.

## **III. Resolution on Withdrawal of Statutory Surplus Reserves of the Company**

This proposal will be submitted to the shareholders’ meeting for review.

Voting result: Affirmative: 15 votes; Negative: 0 vote; Abstention: 0 vote.

## **IV. Resolution on Profit Distribution Plan for the Second Half of 2014 of the Company**

The meeting discussed the Proposal on Profit Distribution Plan for the Second Half of 2014 of the Company, and consented to the following distribution plan: A cash dividend of RMB1.10 (before tax) will be distributed to every 10 shares. On the basis of 34.153 billion shares issued by the Company as at 31 December 2014, the amount of cash dividends to be distributed will be RMB3.757 billion. Giving the issued A shares are still in the conversion period, the actual amount of cash dividends will be further determined subject to the total number of shares registered as at the registration date.

Qin Rongsheng, Wang Lihua, Han Jianmin and Cheng Hoi-chuen, the independent directors of the Company, recognized that the distribution plan complied with the actual situation of the Company, took account of the interests of both the Company and the shareholders, and complied with the laws, rules and regulations under the Articles of Association. It is good for the continuous, steady and healthy development of the Company. Director You Lantian didn’t issue any independent opinion.

This proposal will be submitted to the shareholders’ meeting for review.

Voting result: Affirmative: 15 votes; Negative: 0 vote; Abstention: 0 vote.

## **V. Resolution on the 2015 Financial Budget Report of the Company (Draft)**

This proposal will be submitted to the shareholders’ meeting for review.

Voting result: Affirmative: 15 votes; Negative: 0 vote; Abstention: 0 vote.

**VI. Resolution on the 2014 Work Report of the Board of Directors of the Company (Draft)**

This proposal will be submitted to the shareholders' meeting for review.

Voting result: Affirmative: 15 votes; Negative: 0 vote; Abstention: 0 vote.

**VII. Resolution on the 2014 Work Report of the President of the Company**

This proposal will be submitted to the shareholders' meeting for review.

Voting result: Affirmative: 15votes; Negative: 0 vote; Abstention: 0 vote.

**VIII. Resolution on the 2014 Social Responsibility Report of the Company**

For details, please refer to the website of Shanghai Stock Exchange.

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 1 vote.

**IX. Resolution on the 2014 Internal Control Evaluation Report of the Company**

For details, please refer to the website of Shanghai Stock Exchange.

Voting result: Affirmative: 15votes; Negative: 0 vote; Abstention: 0 vote.

**X. Resolution on Related-party Transactions of the Company in 2014**

Voting result: Affirmative: 15votes; Negative: 0 vote; Abstention: 0 vote.

**XI. Resolution on Appointing Accounting Firms for Audit of 2015 and Their Remunerations**

The meeting consented to continue to engage KPMG Huazhen (Special General Partnership) and KPMG as the domestic and international auditors of the Company for 2015, respectively. The term will be one year. The total remuneration will be RMB10.60 million, including audit and review service fee of RMB9.50 million, and fees for audit of effectiveness of internal control of RMB1.10 million, which includes all taxes, travel expenses and other miscellaneous expenses.

Voting result: Affirmative: 15votes; Negative: 0 vote; Abstention: 0 vote.

**XII. Resolution on Evaluation on Global Systemically Importance Indicators**

For details, please refer to the website of the Company.

Voting result: Affirmative: 15votes; Negative: 0 vote; Abstention: 0 vote.

**XIII. Resolution on Capital Composition of the Company in 2014**

For details, please refer to the website of the Company.

Voting result: Affirmative: 15votes; Negative: 0 vote; Abstention: 0 vote.

**XIV. Resolution on Capital Strategy for 2014 of the Company**

Voting result: Affirmative: 15votes; Negative: 0 vote; Abstention: 0 vote.

**XV. Resolution on the 2014 Capital Management Report of the Company**

Voting result: Affirmative: 15votes; Negative: 0 vote; Abstention: 0 vote

**XVI. Resolution on the 2015 Guiding Opinion on Risk Management by the Board of the Company**

Voting result: Affirmative: 15votes; Negative: 0 vote; Abstention: 0 vote

**XVII. Resolution on Improving the Function of Consumer Rights Protection of the Board**

Voting result: Affirmative: 15votes; Negative: 0 vote; Abstention: 0 vote

**XVIII. Resolution on Authorizing General Authorization to the Board in Regard to Shares Issuance**

This proposal will be submitted to the shareholders' meeting for review.

Voting result: Affirmative: 15votes; Negative: 0 vote; Abstention: 0 vote.

**XIX. Resolution on Convening the 2014 AGM of the Company**

The meeting discussed the Proposal on Convening the 2014 AGM of the Company, and consented to convene the 2014 AGM of the Company.

It authorized the Board Secretary, after this meeting, to confirm the time and venue of the AGM, choose voting method in accordance with the regulatory regulations, sent out meeting notices and handle detailed matters of the AGM.

Voting result: Affirmative: 15votes; Negative: 0 vote; Abstention: 0 vote

**Board of Directors**

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