

Announcement on Resolutions of the 18th Meeting of the 6 Session BOD

28 August 2014

The 18th meeting of the 6 session of the Board of Directors of the Company was held in Beijing on 28 August 2014. The meeting notices and supplementary notices were sent out via emails on 14 August and 15 August 2014, respectively. The meeting was called and presided over by the Chairman of the Board with the presence of 16 out of all 17 directors, of which, Guo Guangchang and Ba Shusong, attended by the means of telephone meeting, and You Lantian entrusted Cheng Hoi-Cheun in written to execute her voting rights. All 7 supervisors participated in the meeting. The procedure and convention of the meeting complied with the rules and regulations under the Company Law of the PRC and the Articles of Association of the Company, and the resolutions made through voting are legal and effective.

The meeting discussed and approved the following resolutions:

I. Resolution on Election of Chairman of the Board

The Board elected Mr. Hong Qi as the Chairman of the 6th session of the Board of the Company. The term of office of Mr. Hong will last until the expiry of the service term of the 6th session of the Board. The qualification of Mr. Hong as the Chairman is subject to the approval of the Chinese banking regulatory authorities.

Voting result: Affirmative: 17 votes, accounting for 100% of total votes.

II. Resolution on Appointment of President of the Company

The Board appointed Mr. Mao Xiaofeng as the President of the Company. The term of office of Mr. Mao will last until the expiry of the service term of the 6th session of the Board. The qualification of Mr. Mao as the President is subject to the approval of the Chinese banking regulatory authorities.

The independent non-executive directors of the Company issued independent opinion on the above-mentioned proposal. For details, please refer to the websites of the SSE and the Company.

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

III. Resolution on the 2014 Interim Report of the Company (Text and Abstract)

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

IV. Resolution on Changes in Accounting Policy for the 2014 Interim Report

The Ministry of Finance promulgated the Accounting Standards for Business Enterprises No.41—Disclosure of Interests in Other Entities in March 2014, and amended the Accounting Standards for Business Enterprises No.2— Long-term Equity Investments, and required all business enterprises adopting the accounting standards to implement them commencing 1 July 2014.

As a listed company of A shares and H shares, the Company has adopted the above-mentioned two accounting standards in preparing the interim financial statements of 2014.

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

V. Resolution on the 2014 Interim Profit Distribution Proposal

The meeting discussed the 2014 Interim Profit Distribution Proposal, and consented the following distribution plan: According to the 2014 interim accounting statements, the net profits of the Company in the first half of 2014 amounted to RMB25,095 million. After deducting the distributed cash dividends and bonuses for the second half of 2013, the retained earnings as at the end of June 2014 was RMB78,848 million.

In compliance with the relevant regulations, the Company should make appropriation of 10% of the net profit for statutory surplus reserve, which is not necessary when the accumulated balance of the statutory surplus reserve reaches 50% of the registered capital of the Company. The Company appropriated RMB564 million for statutory surplus reserve in the first half of 2014, and RMB45 million for general risk reserves as 1.5% of the risk assets as at the end of June 2014. The profit distributable to shareholders of the Company as at the end of June 2014 was RMB78,239 million.

In compliance with the relevant regulations on profit distribution in the Articles of Association and under the consideration on the regulatory requirements on capital adequacy ratio and its sustainable development, the Company plans to distribute cash dividend of RMB0.75 (tax inclusive) for every 10 shares to holders of A Shares and H

Shares registered in the Company's register of members on the record date. Based on the 34,039,624,231 shares of the Company as at the end of June 2014, the amount of cash dividend totaled RMB2,553 million. The actual amount will be confirmed based on the actual number of shares as at the record date due to the convertible bonds of the Company are in conversion. The cash dividend will be denominated and declared in RMB and the holders of A Shares will be paid in RMB whereas the holders of H Shares will be paid in Hong Kong dollars. The actual amount of dividend to be paid in Hong Kong dollars will be determined based on the benchmark exchange rate of RMB against Hong Kong dollars as announced by the PBOC as at the date of the general meeting.

The independent non-executive directors of the Company issued independent opinion on the above-mention proposal. For details, please refer to the websites of the SSE and the Company. The above-mentioned proposal will be submitted to the shareholders' general meeting for review.

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

VI. Resolution on Information Disclosure of Capital Composition of the Company in the First Half of 2014

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

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

VII. Resolution on Issuance Plans for Financial Bonds and Tier-2 Capital Bonds during 2014-2016

The Company plans to issue no more than RMB50 billion financial bonds per year during 2014-2016, the proceeds of which will be used in loan extension, including but not limited to loans for small and micro enterprises and agriculture-related loans.

The Company plans to issue tier-2 capital bonds during 2014-2016 in accordance with the regulatory requirements, the need for tier-2 capital of the Company and the market condition. The size of the issuance will be within the regulated proportion.

The above proposal will be submitted to the shareholders' general meeting for review.

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

VIII. Resolution on Authorizing the Board to Issue Overseas Bonds at Appropriate Timing

The Company plans to issue offshore bonds in the overseas market (including but not limited to Hong Kong and Taiwan) at appropriate timing. The currency will include but not limited to offshore RMB and USD. The issuing amount will be less than RMB30 billion (or equivalent foreign currency) with a term of less than 10 years.

The above proposal will be submitted to the shareholders' general meeting for review.

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

IX. Resolution on Establishment of Tier-1 Branch in Singapore

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

X. Resolution on Establishment of Representative Office in London

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

XI. Resolution on Establishment of Representative Office in Vancouver

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

XII. Resolution on Amending the Administrative Measures on Capital of the Company

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

XIII. Resolution on Amending the Administrative Measures on Liquidity Risk of the Company

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

XIV. Resolution on Amending the Contingency Plan for Liquidity of the Company

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

XV. Resolution on Implementation Plan for Stress Testing of Liquidity Risk

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

XVI. Resolution on Granting Related-Party Credit Lines to Minsheng Financial Leasing Co., Ltd.

Voting result: Affirmative: 16 votes; Negative: 0 vote; Abstention: 1 vote.

XVII. Resolution on Convening the 2nd Extraordinary Shareholders' General Meeting in 2014

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

Other Matter

The directors of the Company discussed and praised the outstanding contributions to the Company made by Mr. Dong Wenbiao.

Board of Directors
China Minsheng Banking Corp., Ltd.