

## **Announcement on Resolutions of the 1<sup>st</sup> Meeting of the 6<sup>th</sup> Session of BOD**

April 11, 2012

The 1<sup>st</sup> meeting of the 6<sup>th</sup> session of the Board of Directors of the Company was held onsite on April 10, 2012. 16 out of 18 directors attended the Meeting in person. Chen Jian attended the Meeting by way of telephone conference. Andrew Wong entrusted Qin Rongsheng to execute his voting right. Wang Songqi entrusted Liang Jinquan to execute his voting right. The meeting complied with the relevant rules and regulations under the Company Law and the Articles of Association of the Company, and the resolutions made through voting were legal and effective.

The following resolutions were considered and passed at the meeting:

### **I. Resolution on Electing Chairman and Vice Chairmen of the 6<sup>th</sup> Session of the BOD**

The meeting considered and passed the Proposal on Electing Chairman and Vice Chairmen of the 6<sup>th</sup> Session of the BOD, and elected Dong Wenbiao as the chairman of the 6<sup>th</sup> Session of the Board of the Company, Hong Qi, Zhang Hongwei, Lu Zhiqiang, Liu Yonghao and Liang Yutang as the vice chairmen of the 6<sup>th</sup> Session of the Board of the Company.

Voting results:

Chairman: Dong Wenbiao with 18 affirmative votes, accounting for 100% of the total;

Vice Chairmen: Hong Qi with 18 affirmative votes, accounting for 100% of the total;

Zhang Hongwei with 18 affirmative votes, accounting for 100% of the total;

Lu Zhiqiang with 18 affirmative votes, accounting for 100% of the total;

Liu Yonghao with 18 affirmative votes, accounting for 100% of the total;

Liang Yutang with 18 affirmative votes, accounting for 100% of the total;

### **II. Resolution on Members of the Special Committees under the 6<sup>th</sup> Session of the BOD**

The meeting considered and passed the Proposal on Members of the Special Committees under the 6<sup>th</sup> Session of the Board, and decided to establish six special committees under the Board, namely, Strategic Development and Investment Management Committee, Risk

Management Committee, Nomination Committee, Compensation and Remuneration Committee, Audit Committee and Related-Party Transactions Supervision Committee. The lists of members and chairperson of each special committees are as follows:

1. Strategic Development and Investment Management Committee

Chairperson: Dong Wenbiao

Members: Hong Qi, Zhang Hongwei, Lu Zhiqiang, Liu Yonghao, Shi Yuzhu, Wang Junhui and Wang Songqi.

2. Risk Management Committee

Chairperson: Wang Songqi

Members: Liang Yutang, Wang Yugui, Wang Hang, and Andrew Wong.

3. Nomination Committee

Chairperson: Liang Jinquan

Members: Hong Qi, Zhang Hongwei, Wang Yugui, Wang Hang, Andrew Wong, Qin Rongsheng, Wang Lihua and Han Jianmin.

4. Compensation and Remuneration Committee

Chairperson: Andrew Wong

Members: Lu Zhiqiang, Liang Yutang, Wang Hang, Chen Jian, Liang Jinquan, Qin Rongsheng, Wang Lihua and Han Jianmin.

5. Audit Committee

Chairperson: Qin Rongsheng

Members: Wong Hei, Shi Yuzhu, Andrew Wong, Wang Songqi and Han Jianmin.

6. Related-Party Transactions Supervision Committee

Chairperson: Qin Rongsheng

Members: Liang Yutang, Wong Hei, Shi Yuzhu, Wang Junhui, Liang Jinquan, Wang Lihua and Han Jianmin.

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

**III. Resolution on Appointing President of the Company**

The meeting considered and passed the Proposal on Appointing President of the Company and decided to appoint Hong Qi as the President of the Company with the same term of office as the 6<sup>th</sup> session of the BOD.

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

**IV. Resolution on Appointing Vice Presidents of the Company**

The meeting considered and passed the Proposal on Appointing Vice Presidents of the Company and decided to appoint Xing Benxiu, Shao Ping, Zhao Pinzhang and Mao Xiaofeng as the Vice Presidents of the Company with the same term of office as the 6<sup>th</sup> session of the BOD.

Voting results:

Xing Benxiu with 18 affirmative votes, accounting for 100% of the total;

Shao Ping with 18 affirmative votes, accounting for 100% of the total;

Zhao Pinzhang with 18 affirmative votes, accounting for 100% of the total;

Mao Xiaofeng with 18 affirmative votes, accounting for 100% of the total.

#### **V. Resolution on Appointing Board Secretary of the Company**

The meeting considered and passed the Proposal on Appointing Board Secretary of the Company, and decided to appoint Wang Qingyuan as the Board Secretary with the same term of office as the 6<sup>th</sup> session of the BOD.

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

#### **VI. Resolution on Appointing Chief Financial Officer of the Company**

The meeting considered and passed the Proposal on Appointing Chief Financial Officer of the Company, and decided to appoint Bai Dan as the Chief Financial Officer with the same term of office as the 6<sup>th</sup> session of the BOD.

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

The qualifications of the senior executives appointed in the above Resolution III, IV, V, VI will be submitted to the relevant regulatory authorities for review.

#### **VII. Resolution on Withdrawing the Proposal on Extending the Validity Period of the Resolution in Respect of the Issuance of New H Shares and the Authorization Period of the Board and the Authorized Person for Handling Related Matters**

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

**Board of Directors**

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