

**Announcement on Resolutions of the 15th Meeting
of the 6th Session Board of Directors**

28 March 2014

The 15th meeting of the 6th session of the Board of Directors of the Company was held on March 28 2014 in Beijing. The meeting notices and the supplementary notices were sent out via emails on 14 March 2014 and 25 March 2014, respectively. The meeting was convened and presided over by Mr. Hong Qi, the Vice Chairman, as entrusted by Mr. Dong Wenbiao, the Chairman of the Board. 13 out of 17 directors attended the meeting in person, and Chairman Dong Wenbiao, Director Guo Guangchang and Director Ba Shusong attended the meeting through telephone conference, and Director Wang Junhui entrusted Vice Chairman Hong Qi to execute his voting right in written. 6 out of 8 supervisors presented at the meeting. The convention and procedure of the meeting complied with the relevant rules and regulations under the Company Law of the PRC and the Articles of Association of the Company, and the resolutions made through voting were legal and effective.

The meeting reviewed and passed the following resolutions:

I. Resolution on the 2013 Annual Report (Text and Abstract)

The 2013 Annual Report will be submitted to the shareholders' general meeting for review.

In January and February 2014, the Ministry of Finance promulgated the Accounting Standards for Business Enterprises No.39 – Fair Value Measurement and the Accounting Standards for Business Enterprises No.40 – Joint Venture Arrangements, and revised the Accounting Standards for Business Enterprises No.9 – Employee Compensation, the Accounting Standards for Business Enterprises No. 30 – Presentation of Financial Statements and the Accounting Standards for Business Enterprises No. 33 – Consolidated Financial Statements. It required the business enterprises implementing the Accounting Standards to start executing the above regulations from 1 July 2014 and encouraged overseas listed enterprises to start the execution before the required schedule. As a listed company issuing A shares and H shares at the same time, the Company has adopted the above-mentioned five standards in preparing the A share financial statements in 2013. The adoption of the standards before the required schedule had no material impact on the financial condition, operation results and cash flow of the Group and the Company in 2013, and there is no need to make retroactive adjustments on the financial statements of the Group and the Company of the previous year. The

impact of the new standards was mainly in the presentation and disclosure of the financial statements of the Group and the Company in 2013.

For details of the text and abstract of the Annual Report, opinions of the independent non-executive directors of the Company and KPMG Huazhen Certified Public Accountants (Special General Partnership), the accounting firm, on the change of the accounting policies, please refer to the website of the Shanghai Stock Exchange at www.sse.com.cn.

Voting result: In favor: 17 votes; Against: 0 vote; Abstention: 0 vote.

II. Resolution on the 2013 Report on Final Accounts (Draft)

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

Voting result: In favor: 17 votes; Against: 0 vote; Abstention: 0 vote.

III. Resolution on the Profit Distribution Plan for the Second Half of 2013

The meeting reviewed the Proposal on the Profit Distribution Plan for the Second Half of 2013, and consented the following distribution plan: In accordance with the audited financial statements of the Company in 2013, the net profit of the Company for 2013 amounted to RMB41,260 million. The net profit of the Company for the second half of 2013 amounted to RMB18,876 million. After deducting the cash dividend of RMB4,482 million distributed for in mid 2013, the distributable profit amounted to RMB64,152 million as at the end of December 2013. The appropriation of 10% of the net profit to the statutory surplus reserve for the second half of the year under the relevant regulations amounted to RMB1,888 million. The Company is not required to make any appropriation to the general risk reserve as the balance of the general risk reserve at the end of 2013 exceeded 1.5% of the balance of risky assets. The profit distributable to shareholders as at the end of 2013 amounted to RMB62,264 million.

In compliance with the relevant regulations on profit distribution in the Articles of Association, taking account the regulatory requirements on capital adequacy ratio and the sustainable development of businesses, the Company plans to distribute cash dividend of RMB1 (before tax) and 2 bonus shares for every 10 shares to the holders of A Shares and H Shares whose names appear on the register of member on the record date. As at 31 December 2013, on the basis of 28,366,192,773 issued shares, the total cash dividends to be distributed would be RMB2,837 million, and the number of bonus shares would be

5,673 million. As the conversion of the A Share Convertible Bonds issued by the Company is in progress, the total number of shares on the record date for A shares is uncertain, and the total amount of dividends to be distributed will be based on the total number of shares on the record date. The cash dividend will be denominated and declared in Renminbi and the holders of A Shares will be paid in Renminbi 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 Renminbi against Hong Kong dollars as announced by the PBOC on the date of the annual general meeting.

The independent directors of the Company issued independent opinion on the above-mentioned profit distribution plan. Qin Rongsheng, Wang Lihua, Han Jianmin, Cheng Hoi-chuen, Ba Shusong and You Lantian, Independent Directors of the Company recognized that the distribution plan was consistent with the actual situation of the Company and took care of the interests of the Company and its shareholders. It complied with the relevant laws, rules and regulations the Article of Association, and was beneficial for the continuous, steady and healthy development of the Company.

This proposal will be submitted to the shareholder's general meeting for review.
Voting result: In favor: 17 votes; Against: 0 vote; Abstention: 0 vote.

IV. Resolution on the 2014 Report on Financial Budget (Draft)

Voting result: In favor: 17 votes; Against: 0 vote; Abstention: 0 vote.

V. Resolution on the 2013 Work Report of the Board of Directors (Draft)

This proposal will be submitted to the shareholders' general meeting for review.
Voting result: In favor: 17 votes; Against: 0 vote; Abstention: 0 vote.

VI. Resolution on the 2013 Work Report of the President

Voting result: In favor: 17 votes; Against: 0 vote; Abstention: 0 vote.

VII. Resolution on the 2013 Corporate Social Responsibility Report

For details, please refer to the website of the Shanghai Stock Exchange.
Voting result: In favor: 17 votes; Against: 0 vote; Abstention: 0 vote.

VIII. Resolution on the 2013 Report on the Internal Control Appraisal

For details, please refer to the website of the Shanghai Stock Exchange.
Voting result: In favor: 17 votes; Against: 0 vote; Abstention: 0 vote.

IX. Resolution on the 2013 Report on Related Party Transactions

Voting result: In favor: 17 votes; Against: 0 vote; Abstention: 0 vote.

X. Resolution on the Special Report on the Storage and Use of Proceeds from A Share Convertible Corporate Bonds in 2013

The proceeds from the A share convertible bonds of the Company had been fully used. For details, please refer to the website of the Shanghai Stock Exchange.

Voting result: In favor: 17 votes; Against: 0 vote; Abstention: 0 vote.

XI. Resolution on the 2013 Report on IT Risk Management

Voting result: In favor: 17 votes; Against: 0 vote; Abstention: 0 vote.

XII. Resolution on Appointment of Accounting Firm for the Audit in 2014 and Their Remunerations

The meeting consented to appoint KPMG Huazhen (Special General Partnership) and KPMG as the external auditors of the financial statements of the Company for 2014, respectively. The term of appointment is one year and the service fee is RMB9.8 million (including RMB8.8 million for audit and review services, and RMB 1.0 million for audit on effectiveness of internal control), which includes relevant taxes, travel expenses and other miscellaneous.

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

Voting result: In favor: 17 votes; Against: 0 vote; Abstention: 0 vote.

XIII. Resolution on Capital Composition of the Company in 2013

Voting result: In favor: 17 votes; Against: 0 vote; Abstention: 0 vote.

XIV. Resolution on Amending the Administrative Measures on Writing Off Dead Loans

Voting result: In favor: 17 votes; Against: 0 vote; Abstention: 0 vote.

XV. Resolution on Convening the 2013 Shareholders' General Meeting

The meeting reviewed the Proposal on Convening the 2013 Shareholders' General Meeting and consented to convene the 2013 shareholders' general meeting.

The meeting also authorized the Board Secretary to determine the time and venue of the general meeting after this board meeting according to actual situation, to choose voting method in compliance with the relevant regulations of the regulatory authorities, to send out meeting notices and to prepare for the details of the meeting.

Voting result: In favor: 17 votes; Against: 0 vote; Abstention: 0 vote.

XVI. Resolution on Writing Off Dead Loans

The meeting reviewed and consented to write off a dead loan with principal and interest totaling RMB543.4496 million (the actual amount is subject to the amount at the write off date).

Voting result: In favor: 17 votes; Against: 0 vote; Abstention: 0 vote.

XVII. Resolution on Consenting the Nomination of Mr. Mao Xiaofeng as Director

The meeting consented to nominate Mr. Mao Xiaofeng, a Vice President of the Company, as director of the 6th session of the Board to be elected at the shareholders' general meeting.

Mr. Mao Xiaofeng, aged 42, is a vice president of the Company, appointed in April 2008. Mr. Mao is also the chairman of Corporate Banking Management Commission of the Company and an independent non-executive director of Modern Media Holdings Limited (listed on The Stock Exchange of Hong Kong Limited (stock code: 00072)). Mr. Mao Xiaofeng joined the Company as a deputy director of the general office of the head office of the Company in 2002 and has served as secretary to the Board and company secretary of the Company since June 2003 and March 2004, respectively. Prior to joining the Company, Mr. Mao Xiaofeng was the director of the general office of the central committee of China Communist Youth League from 1999 to 2002, a deputy secretary of the committee of Communist Party of China of Zhijiang Dong Autonomous County in Hunan Province from 1995 to 1996, an assistant to the mayor of Zhijiang Dong Autonomous County in Hunan Province from 1994 to 1995 and the executive vice chairman of All-China Students' Federation from 1992 to 1993. Mr. Mao Xiaofeng obtained a master's degree in industrial and foreign trade from Hunan University in 1995, a doctorate degree in management from Hunan University in 1998, and a master's degree in public administration from the John F. Kennedy School of Government at Harvard University in the U.S.A. in 2000.

The independent directors of the Company issued independent opinion on the above-mentioned nomination. Qin Rongsheng, Wang Lihua, Han Jianmin, Cheng Hoi-chuen, Ba Shusong and You Lantian, Independent Directors of the Company recognized that the nomination procedure complied with the relevant laws and rules under the Company Law, Commercial Bank Law, Rules for Corporate Governance of Listed Companies and the Guidance on Corporate Governance of Commercial Banks, as well as the regulations under the Article of Association, and Mr. Mao Xiaofeng, the nominee or director, satisfied the qualification as required by the relevant laws, rules and regulations of the financial institutions.

Voting result: In favor: 17 votes; Against: 0 vote; Abstention: 0 vote.

Board of Directors
China Minsheng Banking Corp., Ltd.