

**Announcement on Resolutions of the 8<sup>th</sup> Extraordinary Meeting  
of the 6<sup>th</sup> Session of BOD**

4<sup>th</sup> March 2015

The 8<sup>th</sup> extraordinary meeting of the 6<sup>th</sup> session of the Board of Directors of the Company was held on 4<sup>th</sup> March 2015 in Beijing. The meeting notices were sent out by emails on 27<sup>th</sup> February 2015. Convened and presided over by Mr. Hong Qi, Chairman of the Board, the meeting was attended by 9 out of 17 directors in person, while Mr. Liu Yonghao, Vice Chairman, and Wang Hang, Wu Di, Guo Guangchang, Cheng Hoi-chuen, Ba Shusong participated in the meeting through telephone conference. Mr. Lu Zhiqiang, Vice Chairman entrusted Chairman Hong Qi in written form to execute his voting right. 1 director, You Lantian, was absent. All 7 supervisors jointed the meeting without voting rights. The convention and procedure of the meeting complied with the rules and regulations under the Company Law of the PRC, Articles of Association of the Company and the Meeting Rules for the Board of the Company, and the resolutions made through voting were legal and effective.

The following resolutions were discussed and approved at the meeting:

**I. Resolution on Authorizing Chairman Hong Qi to Adjust Investments in Rural Banks**

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

**II. Resolution on Establishing Retail Banking Risk Management Department of the Company**

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

**III. Resolution on Changing the Name of E-Banking Department to Internet Finance Department**

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

**IV. Resolution on Postponing the Election of the Board of Directors of the Company**

The election of new session of the Board of the Company will be postponed as the nomination of director candidates for the 7<sup>th</sup> session of the Board has not been completed

yet. The term of office of the directors of the 6<sup>th</sup> session of the Board will be extended till the election of the 7<sup>th</sup> session of the Board at the shareholders' general meeting.

The above proposal will be submitted to the share holders' general meeting for discussion.

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

#### **V. Resolution on Convening the 1<sup>st</sup> Extraordinary General Meeting in 2015**

The Board of the Company discussed and approved to convene the 1<sup>st</sup> Extraordinary General Meeting in 2015. The Board authorized the Board Secretary to determine the date and venue of the EGM after the Board meeting according to the actual situation, the voting method according to the relevant regulatory regulations, and to send the meeting notices to the shareholders at appropriate timing and prepare for the details of the EGM.

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

**Board of Directors**

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