

**Announcement on Resolutions of the 11th Extraordinary Meeting  
of the 6th Session BOD**  
8 June 2015

The 11th extraordinary meeting of the 6th session of the Board of Directors of the Company was held on 8 June 2015 in Beijing. The meeting notices, supplemental notices and meeting documents were sent out via emails on 3 June and 5 June 2015. The meeting was convened and chaired by Chairman Hong Qi with the attendance of 11 out of 17 directors, of which, Vice Chairman Lu Zhiqiang, Director Guo Guangchang and Director Cheng Hoi-chuen participated by telephone meeting. Three directors were absent, of which, Wang Junhui was due to other business arrangement, and other two were Ba Shusong and You Lantian. Six out of seven supervisors participated in the meeting without voting rights. The convention and procedure of the meeting complied with the rules and regulations under the Company Law, the Articles of Association of the Company, and the Rules of Procedure of 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 Expenses for the First Tranche of Projects under the Phoenix Project**

The expenses for the first tranche of projects were estimated to be RMB82.39 million in total.

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**II. Resolution on Related-Party Credits to Legend Holdings**

For details, please refer to the announcements at the website of the Shanghai Stock Exchange and the website of the Company.

Voting result: Affirmative: 11 votes; Negative: 1 vote; Abstention: 0 1 vote.

**III. Resolution on Applying for Commencing the Construction and Decoration Projects of Minsheng Tower of Quanzhou Branch**

The project budget of RMB592.6434 million was discussed and approved.

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**IV. Resolution on the 2014 IT Risk Management Report of the Company**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**V. Resolution on Amending the Administrative Measures for Stress Testing of the Company**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**VI. Resolution on Compiling the Implementation Rules for Transactional Market Risk Stress Testing of the Company**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**VII. Resolution on Compiling the Administrative Measures for Internal Rating Models for Non-Retail Credit Risks of the Company**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**VIII. Resolution on Compiling the Administrative Measures for Internal Rating Accreditation System for Non-Retail Credit Risks of the Company**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**IX. Resolution on Compiling the Administrative Measures for Internal Rating Models for Retail Credit Risks of the Company**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**X. Resolution on Compiling the Administrative Measures for Internal Rating Accreditation System for Retail Credit Risks of the Company**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**XI. Resolution on Compiling the Administrative Measures for Internal Rating Default Affirmation for Credit Risks of the Company**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**XII. Resolution on Implementation Rules for Credit Risk Stress Testing of the Company**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**XIII. Resolution on Implementation Rules for Market Risk Accreditation Models and the Relevant Technical Guidance of the Company**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**XIV. Resolution on Application Materials for Preparation and Evaluation of Implementation of Advanced Methods of Capital Measurement of the Company**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**XV. Resolution on Anbang Insurance's Investment in Minsheng Bank**

The Resolution on Anbang Insurance's investment in Minsheng Bank was discussed and approved at the meeting. The Company welcomes the equity investment of Anbang Insurance.

Voting result: Affirmative: 12 votes; Negative: 0 vote; Abstention: 1 vote.

**XVI. Resolution on Related-Party Credits to CMBC International Holdings Limited**

For details, please refer to the announcements at the website of the Shanghai Stock Exchange and the website of the Company.

Voting result: Affirmative: 11votes; Negative: 0 vote; Abstention: 2 votes.

**XVII. Resolution on Establishing Tier-2 Branches in the Free Trade Zones of Guangdong and Fujian and Upgrading Sub-branches in the Free Trade Zones to Tier-2 Branches**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**XVIII. Resolution on Amending the Administrative Measures for Consolidated Financial Statements**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**XIX. Resolution on Establishing the Second Tranche of Charity Donation Fund**

**(2014-2018)**

Voting result: Affirmative: 12 votes; Negative: 0 vote; Abstention: 1 vote.

**XX. Resolution on Adjusting the Composition of the Risk Management Committee under the 6<sup>th</sup> Session BOD**

The meeting approved to elect Wang Lihua, an Independent Director, as a member and the chairman of the Risk Management Committee under the Board of the Company

The composition of the Risk Management Committee under the Board after the adjustment is as the following:

Risk Management Committee (6 members):

Chairman: Wan Lihua

Members: Liang Yutang, Wang Yugui, Wang Hang, Guo Guangchang and Yao Dafeng

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**Board of Directors**

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