

## **Announcement on Resolutions of the 2<sup>nd</sup> Meeting of the 7<sup>th</sup> Session BOD**

30 March 2017

The 2<sup>nd</sup> meeting of the 7<sup>th</sup> session of the Board of Directors of the Company was held on 30 March 2017 in Beijing. The meeting notices and the supplementary meeting notices were sent out on 16 March 2017 and 24 March 2017 via emails, respectively. The meeting was convened and chaired by Hong Qi, Chairman of the Board. 13 out of 18 directors attended the meeting, while other 5 directors, namely Vice Chairmen Zhang Hongwei and Liu Yonghao, directors Yao Dafeng, Cheng Hoi-chuen and Xie Zhichun participated in the meeting through conference call. 8 out of 9 supervisors presented at the meeting. The convention and procedures 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 following resolutions were discussed and approved at the meeting:

### **I. Resolution on the 2016 Annual Report of the Company (Text and Abstract)**

The 2016 Annual Report of the Company will be submitted to the shareholders' general meeting for review.

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

### **II. Resolution on the 2016 Financial Closing Report (Draft)**

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

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

### **III. Resolution on Profit Distribution Proposal for the Second Half of 2016**

The Profit Distribution Proposal for the Second Half of 2016 was discussed at the meeting and the following proposal was approved: a cash dividend of RMB1.65 (before tax) will be distributed to every 10 shares. The total amount of cash dividend will be RMB6,020 million based on a total of 36,485 million shares issued by the Company as of 31 December 2016.

For the independent directors' opinion, please refer to the websites of the SSE and the Company.

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

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

### **IV. Resolution on Interim Profit Distribution Authorization of 2017**

The meeting resolved to propose that the shareholders' general meeting authorize the Board to determine the Interim Profit Distribution Plan of 2017, in which the cash dividend shall be no less than 10% of the net profit of the Company in the first half of 2017.

The above proposal will be submitted to the shareholders' general meeting for review.  
Voting result: Affirmative: 15 votes; Negative: 0 vote; Abstention: 0 vote.

**V. Resolution on the 2017 Financial Budget Report (Draft)**

The above proposal will be submitted to the shareholders' general meeting for review.  
Voting result: Affirmative: 15 votes; Negative: 0 vote; Abstention: 0 vote.

**VI. Resolution on the 2016 Work Report of the Board (Draft)**

The above proposal will be submitted to the shareholders' general meeting for review.  
Voting result: Affirmative: 15 votes; Negative: 0 vote; Abstention: 0 vote.

**VII. Resolution on the 2016 Work Report of the President**

The above proposal will be submitted to the shareholders' general meeting for review.  
Voting result: Affirmative: 15 votes; Negative: 0 vote; Abstention: 0 vote.

**VIII. Resolution on the 2016 Social Responsibility Report**

For details, please refer to the websites of the SSE and the Company.  
Voting result: Affirmative: 15 votes; Negative: 0 vote; Abstention: 0 vote.

**IX. Resolution on the Internal Control Assessment Report**

For details, please refer to the websites of the SSE and the Company.  
Voting result: Affirmative: 15 votes; Negative: 0 vote; Abstention: 0 vote.

**X. Resolution on the 2016 Related Party Transaction Report**

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

**XI. Resolution on Appointment of Audit Firms and the Remunerations for 2017**

The meeting resolved to continue to engage KPMG Huazhen LLP and KPMG Certified Public Accountants as the one-year-term auditors of the Company for 2017, the total remunerations will be RMB 10.60 million (including fees for audit and review of RMB9.50 million and fees for internal control audit of RMB1.10 million), which also include the relevant taxes and miscellaneous expenses.

The above proposal will be submitted to the shareholders' general meeting for review.  
Voting result: Affirmative: 15 votes; Negative: 0 vote; Abstention: 0 vote.

**XII. Resolution on the 2016 Global Systemic Importance Indicators**

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

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

**XIII. Resolution on Capital Structure and Leverage Ratio of the Company in 2016**

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

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

**XIV. Resolution on the 2016 Capital Management Report**

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

**XV. Resolution the 2016 Internal Capital Adequacy Assessment Report**

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

**XVI. Resolution on the 2017 Capital Strategy**

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

**XVII. Resolution on Public Issuance and Listing Plan of A Share Convertible Corporate Bonds**

The above proposal will be submitted to the 2016 annual general meeting, the 2<sup>nd</sup> A share class meeting in 2017 and the 2<sup>nd</sup> H share class meeting in 2017 for review. After being approved at the meetings, it will be subject to approvals of the CBRC and the CSRC before being implemented in accordance with the approved plan. For details, please refer to the attachment of this announcement.

1. Type of securities to be issued

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

2. Size of issuance

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

3. Par value and issuing price

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

4. Term of the bonds

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

5. Interest rate of the bonds

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

6. Term of interest payment and method

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

7. Term of conversion to shares

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

8. Determination and adjustment of conversion price

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

9. Articles of amendment for lowering conversion price

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

10. Determination of conversion amount

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

11. Ownership of dividend in the year of conversion

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

12. Articles of redemption

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

13. Articles of Re-sale

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

14. Issuance method and target

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

15. Placement arrangement for original shareholders

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

16. Holders of convertible bonds and the relevant meetings

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

17. Usage of proceeds

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

18. Guarantees

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

19. Validity of resolutions

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

**XVIII. Resolution on the Feasibility Report on Usage of Proceeds from the Public Issuance of A Share Convertible Corporate Bonds**

For details, please refer to the websites of the SSE and the Company.

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

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

**XIV. Resolution on Diluted Immediate Return and Replenish Measures for the Public Issuance of A Share Convertible Bonds**

For details, please refer to the websites of the SSE and the Company.

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

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

**XX. Resolution on the Report on Usage of Proceeds of Previous Issuance**

For details, please refer to the websites of the SSE and the Company.

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

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

**XXI. Resolution on Proposing to the Shareholders' General Meeting to Authorize the Board and the Authorized Persons to Handle the Matters in Relation to the Public Issuance and Listing of the A Share Convertible Corporate Bonds**

The above proposal will be submitted to the 2016 annual general meeting, the 2<sup>nd</sup> A share class meeting in 2017 and the 2<sup>nd</sup> H share class meeting in 2017 for review.

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

**XXII. Resolution on the 2017-2019 Capital Management Plan**

For details, please refer to the websites of the SSE and the Company.

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

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

**XXIII. Resolution on Overseas Issuance Plan of Financial Bonds and Tier-Two Capital Bonds in the Next Three Years**

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

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

**XXIV. Resolution on Granting General Authorization to the Board for Share Issuance**

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

**XXV. Resolution on the 2017 Guiding Opinion on Risk Management by the Board**

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

**XXVI. Resolution on Capital Increase of Minsheng Financial Leasing**

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

**XXVII. Resolution on Applying for Securitization of Credit Assets (Including Non-performing Assets) Business**

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

**XXVIII. Resolution on Establishment, Removal and Merger of Institutions**

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

**XXIX. Resolution on Upgrading Kunshan Sub-branch to Tier-Two Branch**

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

**XXX. Resolution on Upgrading Dalian Free Trade Zone Sub-branch to Dalian Free Trade Zone Branch**

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

**XXXI. Resolution on Establishing Tongzhou Branch in Beijing**

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

**XXXII. Resolution on Establishing Wanzhou Tier-two Branch in Chongqing**

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

**XXXIII. Resolution on Establishing Huanggang Tier-two Branch**

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

**XXXIV. Resolution on Related Party Transaction with Xiamen Dynasty Property Group**

For details, please refer to the websites of the SSE and the Company.

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 1 vote.

**XXXV. Resolution on the 2016 Environmental, Social and Governance Report**

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

**XXXVI. Resolution on Convening the 2016 Annual General Meeting, the 2<sup>nd</sup> A Share Class Meeting in 2017 and the 2<sup>nd</sup> H Share Class Meeting in 2017**

The Board discussed and consented to hold the 2016 annual general meeting, the 2<sup>nd</sup> A share class meeting in 2017 and the 2<sup>nd</sup> H share class meeting in 2017. The Board authorized the Board Secretary to confirm the time, venue of the above meetings after conclusion of this meeting, and choose voting method according to the regulatory requirements, send out meeting notices and prepare the detailed matters in relation to the meetings.

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

**Board of Directors**

**China Minsheng Banking Corporation Limited**