

Announcement on Resolutions of the 21st Meeting of the BOD

7 November 2014

The 21st meeting of the 6th session of the Board of Directors of the Company was held in Beijing on 7 November 2014. The meeting notices and supplementary notices were sent out via emails on 24 October 2014 and 4 November 2014, respectively. The meeting was convened and presided over by Chairman Hong Qi with 11 out of 17 directors' attendance in person, of which, Guo Guangchang, Qin Rongsheng, Cheng Hoi-cheun and Ba Shusong attended the meeting through teleconference. 2 directors entrusted others, of which, Lu Zhiqing and You Lantian entrusted Chairman Hong Qi and Director Wang Lihua, respectively, in a written form, to execute their voting rights. All 7 supervisors of the Company presented at the meeting. The convention and procedures of the meeting complied with the rules and regulations under the Company Law and the Articles of Association, and the resolutions made through voting are legal and effective.

The meeting discussed and approved the following resolutions:

I. Resolution on Qualification of the Company in relation to the Non-public Issuance of Preference Shares

This proposal will be submitted to the 2nd Extraordinary General Meeting in 2014 for review.

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

II. Resolution on Onshore Non-public Issuance Plan of Preference Shares of the Company

This proposal will be submitted to the 2nd Extraordinary General Meeting in 2014, the 1st class meeting of the A share holders in 2014 and the 1st meeting of the H share holders in 2014 for review. The results cannot be implemented until the approval of the CSRC and are subject to the approved plan. For details of the plan, please refer to Appendix I of this announcement.

1. Type and number securities to be issued

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

2. Maturity

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

3. Method of issuance

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

4. Placees

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

5. Nominal value and issue price

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

6. Dividend distribution provisions

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

7. Conditional redemption

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

8. Mandatory conversion

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

9. Restriction and restoration of voting rights

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

10. Order of distribution of residual assets and basis for liquidation

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

11. Use of proceeds

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

12. Rating

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

13. Guarantee

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

14. Transferability

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

15. Compliance of latest regulatory requirements

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

16. Effective period of the resolution on the non-public issuance of preference shares
Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

17. Relationship between onshore and offshore Issuances
Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

III. Resolution on Proposed Plan for the Onshore Non-public Issuance of Preference Shares of the Company

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

IV. Resolution on Proposed Plan for the Offshore Non-public Issuance of Preference Shares of the Company

This proposal will be submitted to the 2nd Extraordinary General Meeting in 2014, the 1st class meeting of the A share holders in 2014 and the 1st meeting of the H share holders in 2014 for review. The results cannot be implemented until the approval of the CSRC and are subject to the approved plan. For details of the plan, please refer to Appendix II of this announcement.

1. Type and number securities to be issued
Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

2. Maturity
Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

3. Method of issuance
Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

4. Places
Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

5. Nominal value and issue price
Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

6. Dividend distribution provisions
Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

7. Conditional redemption

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

8. Mandatory conversion

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

9. Restriction and restoration of voting rights

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

10. Order of distribution of residual assets and basis for liquidation

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

11. Use of proceeds

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

12. Rating

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

13. Guarantee

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

14. Transferability

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

15. Compliance of latest regulatory requirements

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

16. Effective period of the resolution on the non-public issuance of preference shares

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

17. Relationship between onshore and offshore Issuances

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

V. Resolution on Feasibility Analysis Report on the Use of Proceeds of the Non-public Issuance of Preference Shares of the Company

For Details, please refer to the website of the Shanghai Stock Exchange and the website of the Company.

This proposal will be submitted to the 2nd Extraordinary General Meeting in 2014 for review.

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

VI. Resolution on Proposing to the Shareholders' General Meeting to Authorize the Board and the Authorized Persons to Handle the Matters in Relation to the Issuance of the Preference Shares

This proposal will be submitted to the 2nd Extraordinary General Meeting in 2014 for review.

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

VII. Resolution on Amending the Articles of Association of the Company

For Details, please refer to the website of the Shanghai Stock Exchange and the website of the Company.

This proposal will be submitted to the 2nd Extraordinary General Meeting in 2014 for review.

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

VIII. Resolution on Amending the Rules of Procedure for the Shareholders' General Meetings of the Company

For Details, please refer to the website of the Shanghai Stock Exchange and the website of the Company.

This proposal will be submitted to the 2nd Extraordinary General Meeting in 2014 for review.

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

IX. Resolution on Amending the Rules of Procedure for the Board of Directors of the Company

For Details, please refer to the website of the Shanghai Stock Exchange and the website of the Company.

This proposal will be submitted to the 2nd Extraordinary General Meeting in 2014 for review.

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

X. Resolution on Qualification of the Company in relation to the Non-public Issuance of RMB Denominated Common Shares (A Share)

This proposal will be submitted to the 2nd Extraordinary General Meeting in 2014 for review.

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 3 votes.

XI. Resolution on Non-public Issuance Plan of RMB Denominated Common Shares (A Share) of the Company

This proposal will be submitted to the extraordinary general meeting and the class meeting for review. The results cannot be implemented until the approval of the CBRC and accreditation of the CSRC, and are subject to the approved plan. For details of the plan, please refer to Appendix III of this announcement.

For details of the Proposed Plan for the Implementation of Employee Stock Ownership through Non-public Issuance of RMB Denominated Common Shares (A Share) of the Company, please visit the website of the Shanghai Stock Exchange and the website of the Company.

1. Type and number of securities to be issued

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 3 votes.

2. Method and date of issuance

Voting result: Affirmative: 10 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 7 votes.

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 3 votes.

3. Target and subscription method

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 3 votes.

4. Volume

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 3 votes.

5. Issue price and pricing principle

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 3 votes.

6. Sales Restriction period

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 3 votes.

7. Use of proceed

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 3 votes.

8. Arrangement of accumulated retained earnings before this non-public issuance

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 3 votes.

9. Valid period of this issuance

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 3 votes.

10. Listing place

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 3 votes.

XII. Resolution on Proposed Employee Stock Ownership Plan

This proposal will be submitted to the ShareholdersqGeneral Meeting for review.

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 3

votes.

XIII. Resolution on Items of Related-party Transactions in relation to the Non-public Issuance of RMB Denominated Common Shares (A Share) of the Company

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

This proposal will be submitted to the Shareholders' General Meeting for review.

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 3 votes.

XIV. Resolution on Feasibility of Use of Proceeds from the Non-public Issuance of RMB Denominated Common Shares (A Share) of the Company

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

This proposal will be submitted to the Shareholders' General Meeting for review.

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 3 votes.

XV. Resolution on Formulating the 2014-2016 Capital Management Plan of the Company

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

This proposal will be submitted to the 2nd Extraordinary General Meeting for review.

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

XVI. Resolution on Formulating the 2014-2016 Shareholder Return Plan of the Company

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

This proposal will be submitted to the 2nd Extraordinary General Meeting for review.

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

XVII. Resolution on Diluted Spot Return and Compensation Measures in relation to the Non-public Issuance of RMB Denominated Common Shares (A Share) of the Company

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

This proposal will be submitted to the 2nd Extraordinary General Meeting for review.

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

XVIII. Resolution on Changing Registered Capital of the Company

This proposal will be submitted to the 2nd Extraordinary General Meeting for review.

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote.

XIX. Resolution on Nominating Mr. Yao Dafeng as Director of the 6th Session of the BOD

Voting result: Affirmative: 16 votes; Negative: 0 vote; Abstention: 1 vote.

XX. Resolution on Convening the 2nd Extraordinary General Meeting in 2014, the 1st Class Meeting of A Share Holders and the 1st Class Meeting of H Share Holders of the Company

Voting result: Affirmative: 16 votes; Negative: 0 vote; Abstention: 1 vote.

Appendix I: Onshore Non-public Issuance Plan of Preference Shares of the Company

Appendix II: Offshore Non-public Issuance Plan of Preference Shares of the Company

Appendix III: Non-public Issuance Plan of RMB Denominated Common Shares (A Share) of the Company

Board of Directors

China Minsheng Banking Corp., Ltd.