

## **Announcement on Resolutions of the 11<sup>th</sup> Meeting of the 6<sup>th</sup> Session BOD**

August 29, 2013

The 11<sup>th</sup> meeting of the 6<sup>th</sup> session of the Board of Directors was held in Beijing on August 28, 2013. The meeting notices, documents, supplementary notices and supplemental documents were sent out via emails on August 14, 2013 and August 23, 2013, respectively. The meeting was convened and presided over by Hong Qi, Vice Chairman of the Board. 17 out of 18 directors attended the meeting. Dong Wenbiao, Chairman of the Board, Zhang Hongwei and Liu Yonghao, Vice Chairmen of the Board, and Shi Yuzhu, Wang Hang and Ba Shusong, Directors of the Board, attended the meeting via telephone meeting. Lu Zhiqiang, Vice Chairman of the Board, entrusted Hong Qi, in written form, to execute his voting right. 7 out of 8 supervisors 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 of the Company, and the resolutions made through voting are legal and effective.

The meeting discussed and passed the following resolutions:

### **I. Resolution on the 2013 Interim Report of the Company (Text and Abstract)**

Voting result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

### **II. Resolution on the 2013 Interim Profit Distribution Plan of the Company**

The meeting discussed the Proposal on the 2013 Interim Profit Distribution Plan and approved the following distribution plan: In accordance with the interim financial statements in 2013, in the first half of 2013, the Company had net profit of RMB22.384billion. Retained earnings as at the beginning of 2013 amounted to RMB36.767 billion, and thus became RMB32.512 billion after deducting cash dividend for the second half of 2012. In compliance with the relevant regulations, the appropriation of 10% of net profit in the first half of 2013 to the statutory surplus reserve amounted to RMB2.238 billion. The Company appropriated 1.5% of balance of risk assets as at the end of June 2013, amounting to RMB2.9 billion, to the general reserve. The profit distributable to shareholders as at the end of June 2013 amounted to RMB49.785 billion.

In compliance with the 2013 Interim Profit Distribution Policy discussed and approved at the 2012 AGM of the Company, the Company will distribute cash dividend of RMB1.5 8 (tax inclusive) for every 10 shares, totaling RMB4.482 billion, on the basis of the total share capital of 28,365,585,227 as at June 30, 2013, to the shareholders whose names appear on the register of members of the Company. 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

People's Bank of China on the date of the Board meeting.

The independent non-executive directors of the Company issued independent opinion on the above-mentioned profit distribution plan. The Independent Non-Executive Directors, namely Qing Rongsheng, Wang Lihua, Han Jianmin, Cheng Hoi-chuen, Ba Shusong and You Lanlian, recognized that the distribution plan complied with the actual situation of the Company and was in the interests of both the Company and the shareholders. It complied with the relevant laws, rules and regulations under the Articles of Association and was helpful for the sustainable, steady and healthy development of the Company.

Voting result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

### **III. Resolution on Storage and Actual Usage of Proceeds of the Company**

Voting result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

For details, please refer to the Announcement No. 2013-035 of the Company.

### **IV. Resolution on Purchasing Land for Zhengzhou Strategy R&D and Service Base of the Company**

The Company plans to purchase land in Zhengzhou to build a strategy R&D and service base combining electronic call center, strategy research and development center, e-banking marketing center and a large-scaled data center (including disaster recovery center).

Voting result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

### **V. Resolution on Establishing Zhengzhou Transaction Center of the Company**

Voting result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

### **VI. Resolution on Granting Group Related-party Credit to Fosun Group**

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 0 vote; Withdrawal: 1 vote (by Director Guo Guangchang).

### **VII. Resolution on Continued Credit to Minsheng Financial Leasing Co., Ltd.**

Voting result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

### **VIII. Resolution on Establishing Minsheng E-Commerce Co., Ltd. By A Subsidiary of the Company as Asset Manager and Related Parties of the Company and the**

**Relevant Related-Party Issues**

Voting result: Affirmative: 9 votes; Negative: 0 vote; Abstention: 1 vote; Withdrawal: 8 votes.

For details, please refer to the Announcement No. 2013-037 of the Company.

**IX. Resolution on the 2012 IT Risk Management Report**

Voting result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

**X. Resolution on Diversification Policy of Members of the Board**

Voting result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

**XI. Resolution on Amending the Work Rules for the Nomination Committee of the Board of the Company**

Voting result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

**XII. Resolution on Strategy Management of the Company**

Voting result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

**XIII. Resolution on the Provisional Administrative Measures on Major Fixed Asset Investments of the Company**

Voting result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

**XIV. Resolution on the Administrative Measures on Consolidation of Financial Statements of the Company**

Voting result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

**XV. Resolution on the Administrative Measures on Subsidiaries of the Company**

Voting result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

**XVI. Resolution on Establishing Guangzhou Transaction Center of the Company**

Voting result: Affirmative: 18 votes; Negative: 0 vote; Abstention: 0 vote.

**Board of Directors**

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