

## **Announcement on Resolutions of the 1<sup>st</sup> Meeting of the Board**

20 February 2017

The 1<sup>st</sup> meeting of the 7<sup>th</sup> session of the Board of Directors of the Company was held on 20 February 2017 in Beijing. The meeting was presided over by Chairman Hong Qi. Of all the 18 Directors, 14 attended the meeting in person, 4 through conference call, e.g. Directors Zhang Hongwei, Cheng Hoi-Chuen, Liu Jipeng and Xie Zhichun. All 9 Supervisors participated in 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 considered and passed at the meeting:

### **I. Resolution on Electing the Chairman and Vice Chairmen of the 7<sup>th</sup> Session Board**

It was considered and passed the Proposal on Electing the Chairman and Vice Chairmen of the 7<sup>th</sup> Session Board. From the elected members of the 7<sup>th</sup> session Board (exclude independent directors), Mr. Hong Qi was elected as the Chairman of the 7<sup>th</sup> Session Board, Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao and Mr. Liang Yutang were elected as the Vice Chairmen of the 7<sup>th</sup> Session Board at the meeting.

The voting results are as the following:

**Chairman:** Hong Qi Affirmative: 18 votes, Negative: 0 vote, Abstention: 0 vote;

**Vice Chairmen:**

Zhang Hongwei Affirmative: 18 votes, Negative: 0 vote, Abstention: 0 vote;

Lu Zhiqiang Affirmative: 18 votes, Negative: 0 vote, Abstention: 0 vote;

Liu Yonghao Affirmative: 18 votes, Negative: 0 vote, Abstention: 0 vote;

Liang Yutang Affirmative: 18 votes, Negative: 0 vote, Abstention: 0 vote;

### **II. Resolution on Members of Special Committees under the 7<sup>th</sup> Session Board**

It was considered and passed the Proposal on Members of Special Committees under the 7<sup>th</sup> Session Board at the meeting. It was decided to establish Six special committees the 7<sup>th</sup> Session Board, namely the Strategic Development and Investment Management

Committee, Nomination Committee, Compensation and Remuneration Committee, Audit Committee, Related-Party Transactions Committee and Risk Management Committee, and approved the name list of chairman and members of the committees as the following:

**Strategic Development and Investment Management Committee (9 persons):**

Chairman: Hong Qi

Members: Zhang Hongwei, Lu Zhiqiang, Liu Yonghao, Zheng Wanchun, Shi Yuzhu, Yao Dafeng, Weng Zhenjie, and Liu Jipeng.

**Nomination Committee (9 persons)**

Chairman: Hong Qi

Members: Zhang Hongwei, Liu Yonghao, Tian Zhiping, Cheng Hoi-Chuen, Li Hancheng, Xie Zhichun, Peng Xuefeng, and Liu Ningyu.

**Compensation and Remuneration Committee (9 persons)**

Chairman: Cheng Hoi-Chuen

Members: Lu Zhiqiang, Liang Yutang, Zheng Wanchun, Wu Di, Liu Jipeng, Li Hancheng, Peng Xuefeng, and Xie Zhichun.

**Audit Committee (5 persons)**

Chairman: Liu Ningyu

Members: Tian Zhiping, Weng Zhenjie, Cheng Hoi-Chuen, and Peng Xuefeng.

**Related-Party Transactions Committee (5 persons)**

Chairman: Li Hancheng

Members: Liang Yutang, Song Chunfeng, Liu Jipeng and Liu Ningyu.

**Risk Management Committee (5 persons)**

Chairman: Xie Zhichun

Members: Liang Yutang, Wu Di, Yao Dafeng, and Song Chunfeng.

The qualifications of some Directors are subject to the approval of the Chinese banking supervisory regulators.

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

### **III. Resolution on Appointing President of China Minsheng Bank**

It was considered and passed the Proposal on Appointing President of China Minsheng Bank at the meeting. It was decided to appoint Mr. Zheng Wanchun as the President of China Minsheng Bank with the same term of office as the 7<sup>th</sup> session Board.

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

### **IV. Resolution on Appointing Vice Presidents of China Minsheng Bank**

It was considered and passed the Proposal on Appointing Vice Presidents of China Minsheng Bank at the meeting. It was decided to appoint Mr. Shi Jie, Ms. Li Bin and Mr. Lin Yunshan as the Vice Presidents of China Minsheng Bank, with the same term of office as the 7<sup>th</sup> session Board.

Voting results:

For Shi Jie: Affirmative: 18 votes, Negative: 0 vote, Abstention: 0 vote;

For Li Bin: Affirmative: 18 votes, Negative: 0 vote, Abstention: 0 vote;

For Lin Yunshan: Affirmative: 18 votes, Negative: 0 vote, Abstention: 0 vote.

### **V. Resolution on Appointing Chief Financial Officer of China Minsheng Bank**

It was considered and passed the Proposal on Appointing Chief Financial Officer of China Minsheng Bank at the meeting. It was decided to appoint Ms. Bai Dan as the Chief Financial Officer of China Minsheng Bank, with the same term of office as the 7<sup>th</sup> session Board.

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

### **VI. Resolution on Appointing Chief Audit Officer of China Minsheng Bank**

It was considered and passed the Proposal on Appointing Chief Audit Officer of China

Minsheng Bank. It was decided to appoint Mr. Zhang Yuebo as the Chief Audit Officer of China Minsheng Bank, with the same term of office as the 7<sup>th</sup> session Board.

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

#### **VII. Resolution on Appointing Chief Information Officer of China Minsheng Bank**

It was considered and passed the Proposal on Appointing Chief Information Officer of China Minsheng Bank. It was decided to appoint Mr. Lin Xiaoxuan as the Chief Information Officer of China Minsheng Bank, with the same term of office as the 7<sup>th</sup> session Board. The qualification of Mr. Lin Xiaoxuan is subject to the approval of the Chinese banking supervisory regulators.

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

#### **VIII. Resolution on Appointing Chief Risk Officer of China Minsheng Bank**

It was considered and passed the Proposal on Appointing Chief Risk Officer of China Minsheng Bank. It was decided to appoint Mr. Hu Qinghua as the Chief Risk Officer of China Minsheng Bank, with the same term of office as the 7<sup>th</sup> session Board. The qualification of Mr. Hu Qinghua is subject to the approval of the Chinese banking supervisory regulators.

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

#### **IX. Resolution on Appointing Board Secretary of China Minsheng Bank**

It was considered and passed the Proposal on Appointing Board Secretary of China Minsheng Bank. It was decided to appoint Mr. Fang Zhou as the Board Secretary of China Minsheng Bank, with the same term of office as the 7<sup>th</sup> session Board. Mr. Fang Zhou needs to obtain the qualification certificate for board secretaries from the Shanghai Stock Exchange, and his qualification is subject to the approval of the Chinese banking supervisory regulators. Before Mr. Fang Zhou obtains the certificate, the CFO Ms. Bai Dan will be the acting Board Secretary. This procedures complies with the relevant listing rules

of the Shanghai Stock Exchange.

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

**X. Resolution on Appointing Authorized Representatives of the Company**

It was considered and passed the Proposal on Appointing Authorized Representatives of the Company at the meeting. It was decided to appoint Director Mr. Xie Zhichun as the Authorized Representative of the Company, and continue to appoint Tricor Services Limited to provide compliance and advisory services, including assigning Ms. Wong Wai Yee as the Authorized Representative of the Company.

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

**XI. Resolution on Appointing Company Secretaries of the Company**

It was considered and passed the Proposal on Appointing Company Secretaries of the Company at the meeting. It was decided to appoint Mr. Fang Zhou as the Company Secretary, and Ms. Wong Wai Yee as the Joint Company Secretary of the Company, with the same term of office as the 7<sup>th</sup> session Board.

Mr. Wan Qingyuan and Ms. Soon Yuk Tai have ceased to act as the Joint Company Secretaries of the Company due to adjustment in work commitments. Mr. Wan Qingyuan and Ms. Soon Yuk Tai have confirmed that they have no disagreement with the Board and there are no other matters relating to their cessations that need to be brought to the attention of the shareholders of the Company.

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

**XII. Resolution on Appointing Securities Representative of the Company**

It was considered and passed the Proposal on Appointing Securities Representative of the Company at the meeting. It was decided to appoint Mr. Wang Honggang as the Securities Representative of the Company.

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

**Board of Directors**

**China Minsheng Banking Corporation Limited**