

Announcement on Resolutions of the 8th Meeting of the 6th Session BOD
March 28, 2013

The 8th meeting of the 6th session of the Board of Directors of the Company was held in Guangzhou on March 28, 2013. The meeting notices were sent out via emails on March 14, 2013. The meeting was convened and presided over by Dong Wenbiao, Chairman of the BOD. 16 out of 18 directors attended the meeting. Zhang Hongwei, Wang Junhui, Ba Shusong and Han Jianmin attended the meeting through teleconference, while Lu Zhiqiang and Liu Yonghao entrusted Dong Wenbiao and Wang Hang, in written form, to execute their voting rights, respectively. All 9 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 2012 Annual Report (Text and Abstract) of the Company

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

II. Resolution on the 2012 Report on Final Account (Draft) of the Company

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

III. Resolution on the Profit Distribution Plan for the Second Half of 2012 and the Interim Profit Distribution Policy in 2013 of the Company

The meeting discussed the Profit Distribution Plan for the Second Half of 2012 and the Interim Profit Distribution Policy in 2013 of the Company and approved the following distribution plan:

In accordance with the audited 2012 annual financial statements, the Company had net profit of RMB36.829 billion in 2012. Net profit in the first half and second half of 2012 amounted to RMB18.709 billion and RMB18.120 billion, respectively. The retained earnings of the Company as at the end of June 2012 amounted to RMB43.714 billion, and thus became RMB39.459 billion after deducting RMB4.225 billion interim cash dividend in 2012. In compliance with the relevant regulations, the appropriation of 10% of the net

profit in 2012 to the statutory surplus reserve amounted to RMB1.182 billion, after deducting the appropriation of RMB1.871 billion in the interim period. According to the Administrative Measures for the Provisioning of Financial Enterprises issued by the Ministry of Finance in 2012, the Company appropriated 1.5% of balance of risk assets at the end of the period, amounting to RMB1.90 billion, to the general reserve. The profit distributable to shareholders as at the end of 2012 amounted to RMB36.767 billion.

In compliance with the relevant rules in relation to the profit distribution under the Articles of Association of the Company, and in consideration of the regulatory requirement on capital adequacy ratio and the Company's sustainable business development, the Company plans to distribute cash dividend of RMB1.5 (before tax) for every 10 shares, totaling RMB4.255 billion, on the basis of the total share capital of 28,365,585,227 as at the end of 2012. 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 annual general meeting.

The Board proposes to the shareholders' general meeting to authorize the Board to determine the 2013 interim profit distribution plan, for which the cash dividend to be paid is not less than 20% of the Company's net profit in the first half of 2013.

The independent non-executive directors of the Company issued independent opinion on the above-mentioned profit distribution plan.

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

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

IV. Resolution on the 2013 Financial Budget Report (Draft)

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

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

V. Resolution on the 2012 Working Report of the Board of Directors (Draft)

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

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

VI. Resolution on the 2012 Working Report of the President

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

VII. Resolution on the 2012 Social Responsibility Report

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

VIII. Resolution on the Evaluation Report of Internal Control of the Company in 2012

For details, please refer to the website of the Shanghai Securities Exchange.

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

IX. Resolution on the 2012 Related-Party Transaction Report

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

X. Resolution on Continuing to Appoint Audit Firm in 2013 and Their Remunerations

The meeting consented to continue to appoint KPMG Huazhen (Special General Partnership) and KPMG as the auditors of the Company's financial statements in 2013 with one year term. The remunerations amount to RMB9.8 million, including audit and review service fee of RMB8.8 million, and internal control audit fee of RMB 1.0 million, which include the relevant taxes and miscellaneous such as travel expenses.

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

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

XI. Resolution on the Market Risk Management Policy of the Company

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

XII. Resolution on the Three-Year Plan for Comprehensive Risk Management (2012-2014) of the Company

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

XIII. Resolution on the Implementation Rules for Internal Model Approach on Market Risk of the Company

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

XIV. Resolution the 2013 Guiding Opinion on Risk Management by the Board of Directors

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

XV. Resolution on the Issuance Plan for Qualified Tier-2 Capital Instruments in 2013-1014

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

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

XVI. Resolution on the 2013 Capital Usage and Supplementation Plan

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

XVII. Resolution on the Mid-Long Term Capital Planning and CAR Compliance Plan for the Transitional Period

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

XVIII. Resolution on Formulating the Rules for Insider Information management and Disclosure

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

XIX. Resolution on Formulating the Capital Management Measures (Revised)

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

XX. Resolution on Initiating and Establishing Linzhi Minsheng Township Bank Co., Ltd.

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

XXI. Resolution on Total Expenses of the Data Center Project of Shunyi Headquarter Base

The Company plans to establish its own data center at Shunyi Headquarter Base that complied with the regulatory requirements with total expenses of RMB568.417 million.

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

XXII. Resolution on Writing off Dead Loans

Upon approval of the Board, the Company will write off three loans with total principal and interest amount of approximately RMB475.61 million (the actual amount is subject to the amount at the date of settlement).

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

XXIII. Proposal on Convening the 2012 AGM

The meeting discussed the Proposal on Convening the 2012 AGM of the Company and approved the Company to convene the 2012 AGM.

The Board Secretary is authorized to confirm the appropriate date, venue of the AGM, choose voting method in compliance with the regulatory rules, send out meeting notices to the shareholders and prepare all matters in relation to the AGM after the completion of this Board meeting,

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

Board of Directors

China Minsheng Banking Corp., Ltd.