

**Announcement on Resolutions of the 8th Extraordinary Meeting
of the 7th Session BOD**

11 April 2018

The 8th extraordinary meeting of the 7th session of the Board of Directors of the Company was held on 11 April 2018 in Beijing. The meeting notices were sent out via phone calls on 10th April 2018. The meeting was convened and presided over by Chairman Hong Qi. Of all 18 Directors, 3 attended the meeting in person and 15 by teleconference. Vice Chairmen Zhang Hongwei, Lu Zhiqiang and Liu Yonghao, Directors Shi Yuzhu, Wu Di, Yao Dafeng, Song Chunfeng, Tian Zhiping, Weng Zhenjie, Cheng Hoi-chuen, Liu Jipeng, Li Hancheng, Xie Zhichun, Peng Xuefeng and Liu Ningyu attended the meeting by teleconference. All 9 Supervisors attended the meeting as non-voting delegates. The convention and procedure 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 Adjusting the Profit Distribution Plan for the Second Half of 2017

The Meeting discussed the Proposal on adjusting the Profit Distribution Plan for the Second Half of 2017 of the Company, and approved to adjust the original profit distribution plan to a cash dividend of RMB0.90 (tax inclusive) for every 10 shares being held. Based on the number of shares of the Company in issue, being 36,485 million shares, as at 31 December 2017, the total cash dividend was RMB3,284 million.

The Independent Non-executive Directors of the Company have issued an opinion on the proposed distribution plan as follows: The above proposed distribution plan has taken care of the appeal of small and medium investors, and protected their interests besides the interests of the Company and its shareholders. It complies with the relevant laws, rules and the regulations under the Articles of Association, and is helpful for the sustained steady and health development of the Company.

For detailed Independent Non-executive Directors' opinion, please refer to the website 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.

II. Resolution on Plan of Capital Reserve Capitalization for 2017

The Meeting discussed the Proposal on Plan of Capital Reserve Capitalization for 2017, and approved the following plan of capital reserve capitalization for 2017: According to the

financial statements of the Company for 2017, the capital reserve of the Company was RMB64,447 million as at the end of 2017. The Company intends to capitalize the capital reserve from the issue of shares at premium by issuing shares to holders of A shares and holders of H shares whose names appear on the registers as at the record date in a proportion of 2 shares for every 10 shares being held (the “Capitalization Issue”). Based on the number of shares of the Company in issue, being 36,485 million shares, as at the end of 2017, the total number of shares to be issued by capitalization of the capital reserve will be around 7,297 million shares. The actual number of shares to be issued by way of capitalization of the capital reserve shall be calculated based on the total number of shares registered as at the record date.

The Independent Non-executive Directors of the Company have issued an opinion on the proposed capitalization plan as follows: The above proposed capitalization plan has taken care of the appeal of small and medium investors, and protected their interests besides the interests of the Company and its shareholders. It complies with the relevant laws, rules and the regulations under the Articles of Association, and is helpful for the sustained, steady and health development of the Company.

For detailed Independent Non-executive Directors’ opinion, please refer to the website 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.

It is canceled in the Profit Distribution Plan for the Second Half of 2017 to distribute 2 bonus shares for every 10 shares being held as approved at the 7th meeting of the 7th session of the Board. Cash dividend distribution will be adjusted from RMB0.30 (tax inclusive) for every 10 shares being held to RMB0.90 (tax inclusive) for every 10 shares being held. According to the Plan of Capital Reserve Capitalization, the capital reserve from the issue of shares at premium will be capitalized by issuing shares to shareholders in a proportion of 2 shares for every 10 shares being held .

Board of Directors
China Minsheng Banking Corporation Limited