

**Announcement on the Resolutions of the 6<sup>th</sup> Extraordinary Meeting  
of the 5<sup>th</sup> Session BOD**

May 10, 2011

The 6<sup>th</sup> extraordinary meeting of the 5<sup>th</sup> session Board of Directors of the Company was convened by the means of mail voting. The meeting notice and documents were sent out via emails on May 3, 2011. As of the voting deadline on May 9, 2011, all 18 voting forms were collected. The meeting complied with the rules and regulations under the Company Law and the Articles of Association, and the resolutions made through voting were legal and effective.

The meeting discussed and passed the following resolutions:

**I. Resolution on Engaging Accounting Firm for Audit in 2011 and Their Remunerations**

The meeting approved to engage KPMG China and KPMG as the audit firms for the audit of financial statements and accreditation of internal control of the Company in 2011. The term of engagement is one year and the remuneration is RMB8 million (including expenses for review of interim statements, audit on annual report and internal control, etc.).

In compliance with the regulations under the relevant listing rules and the Articles of Association, this proposal will be submitted to the 2010 AGM for review by one or joint shareholder(s) holding more than 3% of the shares of the Company.

Voting result: Affirmative: 17 votes; Negative: 0 vote; Abstention: 1 vote.

**II. Resolution on Letter of Accreditation on Effectiveness of Internal Control In Relation to Financial Statements in 2010 of the Company**

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

**Board of Directors  
China Minsheng Banking Corp., Ltd.**