

**Announcement on Resolutions of the 12th Meeting  
of the 7th Session BOD**  
30 October 2018

The 12th meeting of the 7th session of the Board of Directors of the Company was held on 30 October 2018 in Beijing. The meeting notice was sent out via email on 16 October 2018. The meeting was convened and presided over by Chairman Hong Qi. Of all 15 Directors who were entitled to attend the meeting, 4 Directors attended the meeting in person and 10 Directors, being Vice Chairmen Zhang Hongwei, Lu Zhiqiang and Liu Yonghao, Directors Zheng Wanchun, Shi Yuzhu, Wu Di, Song Chunfeng, Weng Zhenjie, Liu Jipeng and Xie Zhichun attended the meeting by teleconference, one director, being Tian Suning did not attend the meeting due to the conflict of other business engagements. All 8 Supervisors who were entitled to attend the meeting as non-voting delegates participated in the meeting. The convention and procedures of the meeting complied with the rules and regulations under the Company Law of the PRC, the Articles of Association of the Company and the Rules of Procedures of the Board of the Company. The resolutions made through voting are legal and effective.

The following resolutions were discussed and passed at the meeting:

**I. Resolution on the 2018 Third Quarterly Report of the Company**

For details, please refer to the websites of the SSE and the Company.

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**II. Resolution on the Dividend Distribution of Offshore Preference Shares of the Company**

For details, please refer to the websites of the SSE and the Company.

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**III. Resolution on the Plan of the Non-Public Issuance of the Offshore Preference Shares by the Company**

The above proposal will be submitted to the first extraordinary shareholders' general meeting in 2019, the first A share class meeting in 2019, the first H share class meeting in 2019 and the first preference share class meeting, respectively, for approval item by item. After adoption, it is subject to the approval of the China Banking and Insurance Regulatory Commission ("CBIRC") and the approval of the China Securities Regulatory Commission ("CSRC") for implementation, and the approved scheme will prevail. Please refer to the attachment of this announcement for details of the specific plan.

1. Type and number of securities to be issued

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

2. Maturity

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

3. Method of issuance

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

4. PLacees

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

5. Nominal value and issue price

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

6 Dividend distribution provisions

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

7. Conditional redemption provisions

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

8. Mandatory conversion provisions

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

9. Restriction on and restoration of voting rights

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

10. Order of distribution and basis for liquidation

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

11. Use of proceeds

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

12. Rating arrangement

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

13. Guarantee arrangement

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

14. Transfer arrangement

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

15. Compliance to latest regulatory requirements

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

16. Effective period of the resolution on the non-public issuance of preference shares  
Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**IV. Resolution on the Proposal to the Shareholders' General Meeting on the Authorization to the Board and its Authorized Persons to Exercise in Full Power to Deal With Matters Relating to the Non-Public Issuance of the Offshore Preference Shares**

The above proposal will be submitted to the first extraordinary shareholders' general meeting in 2019, the first A share class meeting in 2019, the first H share class meeting and the the first preference share class meeting, respectively, for approval..

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**V. Resolution on the Capital Management Plan of the Company in 2018-2020**

For details, please refer to the websites of the SSE and the Company.

The above proposal will be submitted to the first extraordinary shareholders' general meeting in 2019 for approval.

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**VI. Resolution on Extension of Validity Period of the Resolution of the Shareholders' General Meeting of the Company on the Non-public Issuance of the Domestic Preference Shares and Authorization Period to the Board and its Authorized Persons to Deal With Relevant Matters**

The above proposal will be submitted to the first extraordinary shareholders' general meeting in 2019, the first A share class meeting in 2019 and the first H share class meeting in 2019, respectively, for approval.

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**VII. Resolution on Purchasing Supporting Houses for Employees at Shunyi Headquarters Base of the Company**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**VIII. Resolution on Hiring Project Management Company of the Whole Process of the CBD Head Office Building Project**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**IX. Resolution on Granting Related-party Credit to A B Financial Leasing Co., Ltd.**

For details, please refer to the websites of the SSE and the Company.

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**X. Resolution on Formulating the Compliance Management Measures of the Company**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**XI. Resolution on Formulating the Management Measures for Conduct of Practitioners of the Company**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**XII. Resolution on Amending the Internal Control Measures of the Company**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**XIII. Resolution on Amending the Management Measures for Risk Funds of Senior Management of the Company**

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**XIV. Resolution on Convening the First Extraordinary Shareholders' General Meeting in 2019, the First A share Class Meeting in 2019, the First H Share Class Meeting in 2019 and the First Preference Share Class Meeting in 2019**

The Board of Directors of the company discussed and approved the proposal on convening the first extraordinary shareholders' general meeting in 2019, the first A share class meeting in 2019, the first H share class meeting in 2019 and the first preference share class meeting in 2019. The Board of Directors authorizes the Board Secretary to determine the time and place of the above-mentioned shareholders' meetings according to the actual situation after the end of this board meeting, to choose the voting method according to the regulations of the regulatory authorities, to issue a meeting notice to the shareholders at an appropriate timing, and to be responsible for the detailed matters of preparation of the above-mentioned shareholders' general meetings.

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

**Board of Directors**

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