

## **Announcement on Resolutions of the 11th Meeting of the 9th Session BOD**

28 March 2025

The 11th meeting of the 9th session of the BOD of the Bank was held in Beijing on 28 March 2025. The meeting notice, meeting documents and supplementary meeting notice and meeting documents were sent out by email on 14 March and 25 March 2025, respectively. The meeting was convened and presided over by Chairman Gao Yingxin. Of all 14 Directors who were entitled to attend the meeting, 11 Directors, being Chairman Gao Yingxin, Vice Chairman Wang Xiaoyong, and Directors Zhao Peng, Liang Xinjie, Qu Xinjiu, Wen Qiuju, Song Huanzheng, Yeung Chi Wai, Jason, Cheng Fengchao, Liu Hanxing and Zhang Juntong, attended the meeting in person; 3 Directors, being Vice Chairman Liu Yonghao and Directors Shi Yuzhu and Song Chunfeng, attended the meeting by teleconference/video conference. The members of the Board of Supervisors attended the meeting as non-voting delegates. All 13 voting tickets sent to the Directors who have voting rights were collected. 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 Bank. The resolutions made through voting are legal and effective.

The following resolutions were discussed and passed at the meeting:

### **I. Resolution on the 2024 Annual Report of the Bank (Text and Abstract)**

The Audit Committee of the Board of the Bank has deliberated and approved the 2024 Annual Report of the Bank (Text and Abstract), and agreed to submit it to the Board for review. For details of the 2024 Annual Report of the Bank (Text and Abstract), please refer to the website of Shanghai Stock Exchange and the website of the Bank.

The Board agreed to submit the 2024 Annual Report of the Bank to the shareholders' meeting for review.

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

### **II. Resolution on the 2024 Report on Final Accounts of the Bank (Draft)**

The Board agreed to submit the 2024 Report on Final Accounts of the Bank (Draft) to the shareholders' meeting for review.

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

### **III. Resolution on the 2025 Financial Budget Report of the Bank (Draft)**

The Board agreed to submit the 2025 Financial Budget Report of the Bank (Draft) to the shareholders' meeting for review.

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

### **IV. Resolution on the Proposed Annual Profit Distribution Plan for 2024 of the Bank**

For details of the Announcement on the Proposed Annual Profit Distribution Plan for 2024 of the Bank, please refer to the website of Shanghai Stock Exchange and the website of the Bank.

The Board agreed to submit the Proposed Annual Profit Distribution Plan for 2024 of the Bank to the shareholders' meeting for review.

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

### **V. Resolution on the Authorization for the Interim Profit Distribution for 2025 of the Bank**

The Board agreed to submit the Proposal on the Authorization for the Interim Profit Distribution for 2025 of the Bank to the shareholders' meeting for review.

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

### **VI. Resolution on the 2024 Third Pillar Information Disclosure Report of the Bank**

The Audit Committee of the Board of the Bank has deliberated and approved the 2024 Third Pillar Information Disclosure Report of the Bank, and agreed to submit it to the Board for review.

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

## **VII. Resolution on the 2024 Internal Control Evaluation Report of the Bank**

The Audit Committee of the Board of the Bank has deliberated and approved the 2024 Internal Control Evaluation Report of the Bank, and agreed to submit it to the Board for review.

For details of the 2024 Internal Control Evaluation Report of the Bank, please refer to the website of Shanghai Stock Exchange and the website of the Bank.

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

## **VIII. Resolution on Re-Appointing the Auditing Firms of the Bank and Their Remunerations for 2025**

The Audit Committee of the Board of the Bank has deliberated and approved the Proposal on Re-Appointing the Auditing Firms of the Bank and Their Remunerations for 2025, and agreed to submit it to the Board for review.

For details of the Announcement on Re-Appointing the Auditing Firms of the Bank, please refer to the website of Shanghai Stock Exchange and the website of the Bank.

The Board agreed to submit the Proposal on Re-Appointing the Auditing Firms of the Bank and Their Remunerations for 2025 to the shareholders' meeting for review.

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

## **IX. Resolution on the Related Party Transactions with Dajia Insurance Group Co., Ltd.**

The Proposal on the Related Party Transactions with Dajia Insurance Group Co., Ltd. has obtained the prior consent at the special meeting of Independent Directors, and has been deliberated and approved by the Related Party Transactions Supervision Committee of the Board. All Independent Directors approved the above proposal and issued independent opinions.

1. The amount of group-based related party transactions with Dajia Insurance Group Co., Ltd. and its related companies

The Board agreed to submit the Proposal on the Group-Based Related Party Transactions with Dajia Insurance Group Co., Ltd. and Its Related Companies to the shareholders' meeting for review.

Voting result: Affirmative: 11 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 2 votes; Mr. Zhao Peng and Mr. Liang Xinjie, the two related Directors, recused from the voting.

2. The financial institution credit limit Cap for Dajia Life Insurance Co., Ltd.

Voting result: Affirmative: 11 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 2 votes; Mr. Zhao Peng and Mr. Liang Xinjie, the two related Directors, recused from the voting.

For details of the Announcement on the Related Party Transactions of the Bank, please refer to the website of Shanghai Stock Exchange and the website of the Bank.

**X. Resolution on the 2024 Corporate Social Responsibility Report of the Bank**

For details of the 2024 Corporate Social Responsibility Report of the Bank, please refer to the website of Shanghai Stock Exchange and the website of the Bank.

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

**XI. Resolution on the 2024 Environmental, Social and Governance (ESG) Report of the Bank**

For details of the 2024 Environmental, Social and Governance (ESG) Report of the Bank, please refer to the website of Shanghai Stock Exchange and the website of the Bank.

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

**XII. Resolution on the 2024 Directors' Remunerations Report of the Bank**

The Compensation and Remuneration Committee of the Board of the Bank has deliberated and approved the 2024 Directors' Remunerations Report of the Bank, and agreed to submit it to the Board for review. The Board agreed to submit the 2024 Directors' Remunerations Report of the Bank to the shareholders' meeting for review.

Voting results:

Remuneration of Gao Yingxin for 2024: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote; Gao Yingxin recused from the voting.

Remuneration of Liu Yonghao for 2024: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote; Liu Yonghao recused from the voting.

Remuneration of Wang Xiaoyong for 2024: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote; Wang Xiaoyong recused from the voting.

Remuneration of Shi Yuzhu for 2024: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

Remuneration of Song Chunfeng for 2024: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote; Song Chunfeng recused from the voting.

Remuneration of Zhao Peng for 2024: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote; Zhao Peng recused from the voting.

Remuneration of Qu Xinjiu for 2024: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote; Qu Xinjiu recused from the voting.

Remuneration of Wen Qiuju for 2024: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote; Wen Qiuju recused from the voting.

Remuneration of Song Huanzheng for 2024: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote; Song Huanzheng recused from the voting.

Remuneration of Yeung Chi Wai, Jason for 2024: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote; Yeung Chi Wai, Jason recused from the voting.

Remuneration of Cheng Fengchao for 2024: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote; Cheng Fengchao recused from the voting.

Remuneration of Liu Hanxing for 2024: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote; Liu Hanxing recused from the voting.

Remuneration of Zhang Juntong for 2024: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote; Zhang Juntong recused from the voting.

Remuneration of Zhang Hongwei for 2024: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

Remuneration of Lu Zhiqiang for 2024: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

Remuneration of Zheng Wanchun for 2024: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

Remuneration of Wu Di for 2024: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

Remuneration of Weng Zhenjie for 2024: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

Remuneration of Yang Xiaoling for 2024: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

Remuneration of Xie Zhichun for 2024: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

Remuneration of Peng Xuefeng for 2024: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

Remuneration of Yuan Guijun for 2024: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

### **XIII. Resolution on the 2024 Report on the Recourse and Recovery of Performance-Based Remuneration of the Bank**

The Compensation and Remuneration Committee of the Board of the Bank has deliberated and approved the 2024 Report on the Recourse and Recovery of Performance-Based Remuneration of the Bank, and agreed to submit it to the Board for review.

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

**XIV. Resolution on Writing off Bad Loans in the First Quarter of 2025 of the Bank**

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

**XV. Resolution on the 2025 Valuation Increase Plan and Action Plan for “Enhancing Quality and Efficiency and Highlighting Returns” of the Bank**

For details of the 2025 Valuation Increase Plan and the Action Plan for “Enhancing Quality and Efficiency and Highlighting Returns” of the Bank, please refer to the website of Shanghai Stock Exchange and the website of the Bank.

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

**XVI. Resolution on the Special Opinions on Evaluating the Independence of Independent Directors by the Board of the Bank**

For details of the Special Opinions on Evaluating the Independence of Independent Directors by the Board of the Bank, please refer to the website of Shanghai Stock Exchange and the website of the Bank.

Voting results:

Evaluation on the independence of Independent Director Qu Xinjiu: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote; Qu Xinjiu recused from the voting.

Evaluation on the independence of Independent Director Wen Qiuju: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote; Wen Qiuju recused from the voting.

Evaluation on the independence of Independent Director Song Huanzheng: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote; Song Huanzheng recused from the voting.

Evaluation on the independence of Independent Director Yeung Chi Wai, Jason: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote; Yeung Chi Wai, Jason recused from the voting.

Evaluation on the independence of Independent Director Cheng Fengchao: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; recusal: 1 vote; Cheng Fengchao recused from the voting.

Evaluation on the independence of Independent Director Liu Hanxing: Affirmative: 12 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote; Liu Hanxing recused from the voting.

Evaluation on the independence of Independent Director Xie Zhichun: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

Evaluation on the independence of Independent Director Peng Xuefeng: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote.

#### **XVII. Resolution on the 2024 Report on the Duty Performance Evaluation of Accounting Firms by the Bank**

For details of the 2024 Report on the Duty Performance Evaluation of Accounting Firms by the Bank, please refer to the website of Shanghai Stock Exchange and the website of the Bank.

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

#### **XVIII. Resolution on the 2024 Report on the Performance of Supervisory Duties of Accounting Firms by the Audit Committee of the Board of the Bank**

For details of the 2024 Report on the Performance of Supervisory Duties of Accounting Firms by the Audit Committee of the Board of the Bank, please refer to the website of Shanghai Stock Exchange and the website of the Bank.

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

#### **XIX. Resolution on Appointing Company Secretary According to the Hong Kong Listing Rules**

The Nomination Committee of the Board of the Bank has deliberated and approved the Resolution on Appointing Company Secretary According to the Hong Kong Listing Rules, and agreed to submit it to the Board for review.



The Board agreed to appoint Mr. Wang Honggang as Company Secretary of the Bank according to the Hong Kong Listing Rules, and concurrently the Authorized Representative of the Bank and the agent for the acceptance of service of process and notices on behalf of the Bank in Hong Kong, with effect from the date of approval by the Board. From the date of the appointment of Mr. WANG Honggang as Company Secretary of the Bank, Ms. CHEUNG Yuet Fan ceased to serve as Company Secretary.

Mr. WANG Honggang is a fellow of both The Chartered Governance Institute (CGI) and The Hong Kong Chartered Governance Institute (HKCGI), a Chartered Secretary, and a Chartered Governance Professional. Mr. WANG is a postdoctoral researcher at Peking University, and is General Manager of the Office of the Board of the Bank. Mr. WANG has assumed the position of Representative of Securities Affairs of the Bank since 2012.

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

#### **XX. Resolution on Convening the 2024 Annual General Meeting of the Bank**

The Board of the Bank proposed to convene the 2024 Annual General Meeting of the Bank. The Board authorized the Board Secretary to confirm the time and venue of the above meeting after conclusion of this meeting, and choose voting method according to regulatory requirements, send out meeting notices and prepare the detailed matters in relation to the meeting.

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

#### **Board of Directors**

#### **China Minsheng Banking Corporation Limited**

(Please note that this is the English translation of the announcement in Chinese. Should there be any discrepancy between the English translation and the Chinese version, the Chinese version prevails.)