

**Announcement on Resolutions of the 5th Extraordinary Meeting  
of the 9th Session BOD**

26 December 2025

The 5th extraordinary meeting of the 9th session of the BOD of the Bank was held in Beijing on 26 December 2025. The meeting notice and meeting documents were sent out by email on 19 December 2025. The meeting was convened and presided over by Chairman Gao Yingxin. Of all 15 Directors who were entitled to attend the meeting, 9 Directors, being Chairman Gao Yingxin, Vice Chairman Wang Xiaoyong, and Directors Zheng Haiyang, Qu Xinjiu, Wen Qiuju, Song Huanzheng, Cheng Fengchao, Liu Hanxing and Zhang Juntong, attended the meeting in person; 6 Directors, being Vice Chairman Liu Yonghao, and Directors Shi Yuzhu, Song Chunfeng, Liang Xinjie, Lin Li and Yeung Chi Wai, Jason, attended the meeting by teleconference/video conference. 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 Nominating Mr. Zhang Zhen as a Candidate for Non-Executive Director of the 9th Session BOD of the Bank**

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote.

The Proposal on Nominating Mr. Zhang Zhen as a Candidate for Non-Executive Director of the 9th Session BOD of the Bank has been reviewed and approved by the Nomination Committee of the 9th session BOD. All members of the Nomination Committee agreed to submit the proposal to the Board for review.

The Board has agreed to nominate Mr. Zhang Zhen as a candidate for Non-Executive Director of the 9th session BOD and to submit the nomination to the Shareholders' Meeting for election. After the election and approval of the Shareholders' Meeting, Mr. Zhang Zhen's qualification is still subject to approval by the NFRA, and he will officially assume the position upon such approval.

As at the disclosure date of this announcement, Mr. Zhang Zhen did not hold shares of the Bank; Apart from the information disclosed above, he had no related-party relationship with the current Directors, members of the Senior Management and shareholders holding more than 5% of the shares of the Bank; There was no

circumstance that the China Securities Regulatory Commission (CSRC) had taken measures to ban market entry by not allowing him to serve as a director of listed companies, while the period had not expired; There was no circumstance that the stock exchanges publicly determined that he was not suitable to serve as director of a listed company, while the period had not expired; He was not subject to any administrative punishment by the CSRC, nor public condemnation or informed criticism by the stock exchanges; There was no circumstance that he had been filed for investigation on suspicion of a crime by the judicial authorities, nor for investigation by the CSRC on suspicion of violating laws and regulations, while no clear conclusion had yet been reached; He had no adverse records such as serious dishonesty; There was no circumstance that he shall not serve as a Director of the Bank according to the provisions of the Company Law and other relevant laws, regulations, regulatory provisions, rules of the Shanghai Stock Exchange and the the Articles of Association of the Bank.

Based on the objective, impartial and independent judgment, all Independent Directors of the Bank expressed independent opinions on this proposal: The nomination, review, and voting procedures for nominating Mr. Zhang Zhen as a candidate for Non-Executive Director of the 9th session BOD comply with the provisions of the Company Law, the Guidelines on Corporate Governance of Banking and Insurance Institutions (hereinafter referred to as the “Corporate Governance Guidelines”), the Administrative Measures on Qualifications of Directors (Council Members) and Senior Management of Banking Financial Institutions (hereinafter referred to as the “Administrative Measures on Qualifications”), and the Articles of Association of the Bank, as well as relevant laws and regulations. After reviewing Mr. Zhang Zhen's resume, it is confirmed that he does not fall under any of the circumstances stipulated in the Company Law, Law of the People’s Republic of China on Commercial Banks (hereinafter referred to as the “Commercial Bank Law”), and the Administrative Measures on Qualifications that disqualify him from serving as a Director. He has not been penalized by the CSRC or other relevant departments, nor has he been disciplined by the stock exchanges. He has also not been identified by the CSRC as a person barred from the securities market and whose ban has not yet been lifted. Mr. Zhang Zhen possesses the relevant knowledge, experience, and capabilities required for the role. All Independent Directors agreed to nominate Mr. Zhang Zhen as a candidate for Non-Executive Director of the 9th session BOD and recommend his nomination for election by the Shareholders' Meeting.

## **II. Resolution on Appointing Mr. Huang Hongri as the Chief Compliance Officer of the Bank**

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote.

The Proposal on Appointing Mr. Huang Hongri as the Chief Compliance Officer of the Bank has been reviewed and approved by the Nomination Committee of the 9th session BOD, and all members agreed to submit it to the Board for review.

The Board agreed to appoint Mr. Huang Hongri as the Chief Compliance Officer of the Bank. Mr. Huang Hongri's qualification as Chief Compliance Officer is still subject to approval by the NFRA, and he will officially assume the position upon such approval.

As at the disclosure date of this announcement, Mr. Huang Hongri did not hold shares of the Bank; He had no related-party relationship with the current Directors, members of the Senior Management and shareholders holding more than 5% of the shares of the Bank; There was no circumstance that the CSRC had taken measures to ban market entry by not allowing him to serve as a member of the senior management of listed companies, while the period had not expired; There was no circumstance that the stock exchanges publicly determined that he was not suitable to serve as a member of the senior management of a listed company, while the period had not expired; He was not subject to any administrative punishment by the CSRC, nor public condemnation or informed criticism by the stock exchanges; There was no circumstance that he had been filed for investigation on suspicion of a crime by the judicial authorities, nor for investigation by the CSRC on suspicion of violating laws and regulations, while no clear conclusion had yet been reached; He had no adverse records such as serious dishonesty; There was no circumstance that he shall not serve as a member of the Senior Management of the Bank according to the provisions of the Company Law and other relevant laws, regulations, regulatory provisions, rules of the Shanghai Stock Exchange and the Articles of Association of the and the Bank.

Based on the objective, impartial and independent judgment, all Independent Directors of the Bank expressed independent opinions on this proposal: The nomination, review, and voting procedures for appointing Mr. Huang Hongri as the Chief Compliance Officer of the Bank comply with the provisions of the Company Law, the Corporate Governance Guidelines, the Administrative Measures on Independent Directors of Listed Companies, and the Articles of Association of the Bank, as well as relevant laws and regulations. After reviewing Mr. Huang Hongri's

resume, it is confirmed that he does not fall under any of the circumstances stipulated in the Company Law, Commercial Bank Law, and the Administrative Measures on Qualifications that disqualify him from serving as a Senior Management. He has not been penalized by the CSRC or other relevant departments, nor has he been disciplined by the stock exchanges. He has also not been identified by the CSRC as a person barred from the securities market and whose ban has not yet been lifted. Mr. Huang Hongri possesses the relevant knowledge, experience, and capabilities required for the role. All Independent Directors agreed to nominate him as the Chief Compliance Officer of the Bank.

### **III. Resolution on the Projected Quota for the Routine Related Party Transactions of the Bank**

1. The Related Party Transactions with China Great Wall Asset Management Co., Ltd. and its Associated Enterprise Group

The related party transactions with China Great Wall Asset Management Co., Ltd. and its associated enterprise group are subject to approval by the Shareholders' Meeting.

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote. Recusal: 1 vote. Mr. Zheng Haiyang, the related Director, recused from the voting.

2. The Related Party Transactions with New Hope Group Co., Ltd. and its Associated Enterprise Group

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote, Mr. Liu Yonghao, the related Director, recused from the voting.

3. The Related Party Transactions with ICBC Financial Asset Investment Co., Ltd.

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote, Mr. Cheng Fengchao, the related Director, recused from the voting.

4. Related Party Transaction with WeBank Co., Ltd.

Voting result: Affirmative: 13 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 1 vote. Mr. Lin Li, the related Director, recused from the voting.

The Independent Directors' special meeting and the Related Party Transactions Supervision Committee of the Board have reviewed and approved this proposal. All other Independent Directors agreed to the proposal, except for Mr. Cheng Fengchao,

the related Director, who recused from the voting on related party transactions with ICBC Financial Asset Investment Co., Ltd.

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

#### **IV. Resolution on the Merger of Minsheng Rural Banks by the Bank**

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote.

The merger of Minsheng Rural Banks by the Bank is subject to the review and approval by the regulatory authorities and will be implemented upon the approval.

#### **V. Resolution on 2024 Annual Remuneration Report of Senior Management of the Bank**

Voting result: Affirmative: 11 votes; Negative: 0 vote; Abstention: 0 vote; Recusal: 3 votes. Chairman Gao Yingxin, Vice Chairman Wang Xiaoyong and Director Zhang Juntong recused from the voting.

This proposal has been reviewed and approved by the Compensation and Remuneration Committee of the Board, and all members have agreed to submit the proposal to the Board for review.

Based on the objective, impartial and independent judgment, all Independent Directors of the Bank expressed independent opinions on this proposal: The 2024 annual remuneration of the senior management is determined in accordance with the Administrative Rules for Remuneration of Senior Management of the Bank and the Administrative Measures on Risk Fund of Senior Management of the Bank, and is based on the actual operating conditions of the Bank, with the remuneration plan being reasonable. The review and voting procedures for the 2024 Annual Remuneration Report of Senior Management of the Bank comply with relevant laws, regulations, and the Articles of Association, which are legitimate and valid in procedure. All Independent Directors agreed to the Report.

**VI. Resolution on Relevant Rules for Employee Remuneration and Performance Management of the Bank**

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote.

This proposal has been reviewed and approved by the Compensation and Remuneration Committee of the Board, and all members have agreed to submit the proposal to the Board for review.

**VII. Resolution on Writing-off Non-Performing Loans in Q4 2025**

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote.

**VIII. Resolution on Revising the Terms of Reference of the Audit Committee under the Board of the Bank**

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote.

This proposal has been reviewed and approved by the Audit Committee of the Board, and all members have agreed to submit the proposal to the Board for review.

For details of the Terms of Reference of the Audit Committee under the Board of the Bank, please refer to the website of the Shanghai Stock Exchange and the website and of the Bank.

**IX. Resolution on Revising the Internal Control Measures of the Bank**

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote.

This proposal has been reviewed and approved by the Audit Committee of the Board, and all members have agreed to submit the proposal to the Board for review.

**X. Resolution on Revising the Basic Rules for the Validation Management of Risk Measurement Models of the Bank**

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote.

**XI. Resolution on Revising the Administrative Measures on Country Risk of the Bank**

Voting result: Affirmative: 14 votes; Negative: 0 vote; Abstention: 0 vote.

**XII. Resolution on Revising the Administrative Measures on Branches Outside the Chinese Mainland of the Bank**

Voting result: Affirmative: 14 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.)