



# 中国民生银行

## CHINA MINSHENG BANKING CORP., LTD.

### 中國民生銀行股份有限公司

## CHINA MINSHENG BANKING CORP., LTD.\*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01988)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 18 JUNE 2010<sup>1</sup>

Number of shares to which this Proxy Form relates <sup>2</sup>	
Type of shares (A Shares or H Shares) to which this Proxy Form relates <sup>2</sup>	

I/We<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
(address as shown in the register of members) being shareholder(s) of CHINA MINSHENG BANKING CORP., LTD. (the "Company") hereby  
appoint the Chairman of the Meeting or<sup>4</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Building  
VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC on Friday, 18 June 2010 at 9 a.m. and at any  
adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of Annual General Meeting (including any  
supplemental notice), and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For <sup>5</sup>	Against <sup>5</sup>	Abstain <sup>5</sup>
1.	To consider and approve the annual report of the Company for 2009			
2.	To consider and approve the work report of the Board of Directors of the Company for 2009			
3.	To consider and approve the work report of the Supervisory Board of the Company for 2009			
4.	To consider and approve the audited accounts of the Company for 2009			
5.	To consider and approve the proposed profit appropriation plan of the Company for 2009			
6.	To consider and approve the annual budgets of the Company for 2010			
7.	To consider and approve the appointment of the auditing firm of the Company for 2010 and their remuneration			
8.	To consider and approve the amendments to certain provisions in the "Rules of Procedure for the Shareholders' General Meeting of China Minsheng Banking Corp., Ltd."			
9.	To consider and approve the amendments to certain provisions in the "Rules of Procedure for the Meeting of the Board of Directors of China Minsheng Banking Corp., Ltd."			
10.	To consider and approve the amendments to certain provisions in the "Rules of Procedure for the Meeting of the Supervisory Board of China Minsheng Banking Corp., Ltd."			
11.	To consider and approve the granting of a credit line to Legend Holdings Limited and its subsidiaries			
Special Resolution				
12.	To consider and approve the amendments to certain provisions in the Articles of Association of the Company			

Date \_\_\_\_\_ 2010 Signature(s)<sup>6</sup> \_\_\_\_\_

#### Notes:

- Important: You should first review the annual report of the Company for the year 2009, which is expected to be despatched to shareholders on or before 30 April 2010, before appointing the proxy. The annual report for the year 2009 will include the Report of the Directors for the year 2009, the Report of the Supervisory Board for the year 2009 and the Audited Accounts of the Company for the year 2009 for review by the shareholders.**
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s). Please also insert the type of Shares (A Shares or H Shares) to which this form of proxy relates.
- Please insert the full name(s) (in Chinese or in English) and address(es) (as shown in the register of members) in block letters.
- If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and type of shares in respect of which each proxy is so appointed. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "ABSTAIN".** Any abstain vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must either be executed under seal or under the hand of a director or an attorney duly authorised to sign the same. If this form of proxy is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarised.
- Where there are joint holders of any shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
- To be valid, for holders of A Shares, this form of proxy, together with the notarised power of attorney or other document of authorisation (if any), must be delivered to the Company's Secretariat of the Board of Directors at 87707, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC (postal code: 100873) not less than 24 hours before the time appointed for the Meeting. In order to be valid, for holders of H shares, the above documents must be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong within the same period.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- Shareholders or their proxies attending the Meeting shall produce their identity documents.

\* For identification purpose only