



中國民生銀行股份有限公司
CHINA MINSHENG BANKING CORP., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability)
 (Stock Code: 01988)

**FORM OF PROXY FOR THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2016
 TO BE HELD ON MONDAY, 1 FEBRUARY 2016**

Number of shares to which this form of proxy relates ^(Note 1)	
Class of shares to which this form of proxy relates (A Shares or H Shares) ^(Note 2)	

I/We ^(Note 3) _____
 of ^(Note 3) _____
 being the shareholder(s) of CHINA MINSHENG BANKING CORP., LTD. (the "Company") hereby appoint the chairman of the Meeting
 or ^(Note 4) _____
 of _____
 as my/our proxy to attend and vote for me/us and on my/our behalf at the first extraordinary general meeting for 2016 of the Company (the "EGM" or "Meeting") to be held at 2:00 p.m. on Monday, 1 February 2016 at the Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, the PRC and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of the first Extraordinary General Meeting for 2016 of the Company dated 17 December 2015 ("Notice of EGM"), and, if no such indication is given, as my/our proxy thinks fit.

Special Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the Proposal in respect of Change of Registered Capital of China Minsheng Banking Corp., Ltd.			
2.	To consider and approve the Proposal in respect of Amendments to the Articles of Association of China Minsheng Banking Corp., Ltd.			
3.	To consider and approve the Proposal in respect of the Qualification of China Minsheng Banking Corp., Ltd. in relation to the Non-public Issuance of Preference Shares			
4.	To consider and approve the Proposal in respect of Non-public Issuance of Domestic Preference Shares by China Minsheng Banking Corp., Ltd.			
(1)	Type and number of securities to be issued			
(2)	Maturity			
(3)	Method of issuance			
(4)	Placees			
(5)	Nominal value and issue price			
(6)	Dividend distribution provisions			
(7)	Conditional redemption terms			
(8)	Terms of mandatory conversion			
(9)	Restriction on and restoration of voting rights			
(10)	Order of distribution of residual assets and basis for liquidation			
(11)	Use of proceeds			
(12)	Rating			
(13)	Guarantee			
(14)	Transferability			
(15)	Compliance of latest regulatory requirements			
(16)	Effective period of the resolution of the non-public issuance of preference shares			
(17)	Relationship between domestic and offshore issuances			

5.	To consider and approve the Proposal in respect of Non-public Issuance of Offshore Preference Shares by China Minsheng Banking Corp., Ltd.			
(1)	Type and number of securities to be issued			
(2)	Maturity			
(3)	Method of issuance			
(4)	Places			
(5)	Nominal value and issue price			
(6)	Dividend distribution provisions			
(7)	Conditional redemption terms			
(8)	Terms of mandatory conversion			
(9)	Restriction on and restoration of voting rights			
(10)	Order of distribution of residual assets and basis for liquidation			
(11)	Use of proceeds			
(12)	Rating			
(13)	Guarantee			
(14)	Transferability			
(15)	Compliance of latest regulatory requirements			
(16)	Effective period of the resolution of the non-public issuance of preference shares			
(17)	Relationship between domestic and offshore issuances			
6.	To consider and approve the Proposal in respect of Feasibility Analysis Report of the Use of Proceeds from Non-public Issuance of Preference Shares of China Minsheng Banking Corp., Ltd.			
7.	To consider and approve the Proposal in respect of Authorization to the Board and its Authorized Persons by the Shareholders' General Meeting to Exercise Full Power to Deal with Matters Relating to the Issuance of Preference Shares			
8.	To consider and approve the Proposal in respect of the Amendments to the Articles of Association (Preference Shares) of China Minsheng Banking Corp., Ltd.			
Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the Proposal in respect of the 2015 Interim Profit Distribution Plan of China Minsheng Banking Corp., Ltd.			
2.	To consider and approve the Proposal in respect of the Election of Mr. Zheng Wanchun as an Executive Director of the Sixth Session of the Board of Directors of China Minsheng Banking Corp., Ltd.			
3.	To consider and approve the Proposal in respect of Formulation of Capital Management Plan for 2016 to 2018 of China Minsheng Banking Corp., Ltd.			
4.	To consider and approve the Proposal in respect of Formulation of Shareholder Return Plan for 2016 to 2018 of China Minsheng Banking Corp., Ltd.			
5.	To consider and approve the Proposal in respect of Impacts on Dilution of Current Returns of Non-Public Issuance of Preference Shares and the Remedial Measures of China Minsheng Banking Corp., Ltd.			
6.	To consider and approve the Proposal in respect of Amendments to the Rules of Procedures for Shareholders' General Meeting (Preference Shares) of China Minsheng Banking Corp., Ltd.			
7.	To consider and approve the Proposal in respect of Amendments to the Rules of Procedures for the Meeting of the Board of Directors (Preference Shares) of China Minsheng Banking Corp., Ltd.			

Date: _____ 2016

Signature^(Note 6): _____

Notes:

Important: You should first review the circular to which the EGM relates, to be published/dispatched on or before 8 January 2016 before appointing the proxy.

- 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 shares of the Company registered in your name(s).
- Please also indicate the class 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 of the Company) in BLOCK LETTERS.
- If any proxy other than the chairman of the Meeting is preferred, please 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 the EGM and vote on his behalf. 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 class of shares in respect of which each such 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".** The shares abstained will be counted in the calculation of the required majority. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to vote at his discretion. A person entitled to more than one vote shall not be required to use all his/her votes or cast all the votes he/she uses in the same way. In the event that all such votes are not cast in the same way, please state the relevant number of shares in the appropriate box(es). 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 EGM other than those as set out in the Notice of EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under the corporation's seal or under the hand of a director or other persons duly authorised to sign the same. If this form of proxy is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarised.
- Where there are joint holders of any shares, any one of such persons may vote at the EGM, either in person or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders are present at the EGM, either in person or by proxy, 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, this form of proxy, together with the notarised power of attorney or other document of authorisation (if any), must be delivered to the office of the Board of the Company (for holders of A Shares) at Room 11-10, CMBC North Tower, No. 2 Fuxingmennei Avenue, Xicheng District, Beijing, China (postal code: 100031) or Computershare Hong Kong Investor Services Limited (for holders of H Shares) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the EGM.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM 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 EGM shall produce their identity documents.