



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 IN 2015
TO BE HELD ON MONDAY, 27 APRIL 2015

Number of shares to which this form of proxy relates ^(Note 1)	
Class of shares (A shares or H shares) to which this form of proxy relates ^(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 in 2015 of the Company ("EGM" or the "Meeting") to be held at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC on Monday, 27 April 2015 at 2 p.m. or at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of the EGM ("Notice of EGM") dated 12 March 2015. In the absence of any indication, the proxy may vote at his/her own discretion.

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the Proposal in respect of the Postponement of the Election of the Board of Directors of the Company			
2.	To consider and approve the Proposal in respect of the Postponement of the Election of the Supervisory Board of the Company			

Date: _____ 2015 Signature^(Note 6): _____

Notes:

Important: You should first review the circular to which the Meeting relates, to be published/dispatched on or before 12 March 2015 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 the shares in the Company registered in your name(s).
- Please also insert 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 recorded 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 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 class 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".** 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 exercise his/her 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) above. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to 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 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 appointer, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarized.
- 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/she were solely entitled thereto. However, if more than one of such joint holders is present at the EGM, 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 notarized power of attorney or other document of authorization, if any, must be delivered to the office of the board of directors of the Company at Room 11-10, CMBC North Tower, No. 2 Fuxingmennei Avenue, Xicheng District, Beijing 100031, PRC not less than 24 hours before the time appointed for the EGM. 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 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 identification documents.