



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 FIRST H SHARE CLASS MEETING IN 2011
TO BE HELD ON WEDNESDAY, 4 MAY 2011**

Number of H shares to which this Proxy Form relates^(Note 1)

I/We^(Note 2) _____
of _____
of CHINA MINSHENG BANKING CORP., LTD. (the "Company") hereby appoint the **Chairman of the Meeting** or^(Note 3) _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the first H Share Class Meeting in 2011 of the Company (the "Meeting" or "HSCM") to be held at 1/F, Fragrant Hill Hotel, Beijing Fragrant Hill Park, Haidian District, Beijing, the People's Republic of China on Wednesday afternoon, 4 May 2011 immediately following the conclusion of the first Extraordinary General Meeting and the A Share Class Meeting in 2011 and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of the First H Share Class Meeting in 2011 ("Notice of HSCM") of the Company dated 18 March 2011, and, if no such indication is given, as my/our proxy thinks fit.

Special Resolutions	For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1. To consider and approve the resolution in respect of the issuance of A Share Convertible Bonds by the Company. "THAT: the following items of the issuance of A Share Convertible Bonds of the Company be and are hereby individually approved and be implemented upon the approvals of relevant government authorities in the People's Republic of China:			
(1) Type of securities to be issued			
(2) Issue size			
(3) Par value and issue price			
(4) Term			
(5) Interest rate			
(6) Method and timing of interest payment			
(7) Conversion period			
(8) Determination and adjustment of the CB Conversion Price			
(9) Downward adjustment to CB Conversion Price			
(10) Method for determining the number of Shares for conversion			
(11) Terms of redemption			
(12) Terms of sale back			
(13) Entitlement to dividend of the year of conversion			
(14) Method of issuance and target investors			
(15) Subscription arrangement for the existing holders of A Shares			
(16) CB Holders and CB Holders' meetings			
(17) Use of proceeds from the issuance of the Convertible Bonds			
(18) Special provisions in relation to supplementary capital			
(19) Guarantee and security			
(20) The validity period of the resolution in respect of the issuance of the Convertible Bonds			
(21) Matters relating to authorization in connection with the issuance of the Convertible Bonds"			

Special Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
2.	To consider and approve the resolution in respect of the issuance of new H Shares by the Company. “THAT: the following items of the issuance of new H Shares of the Company be and are hereby individually approved and be implemented upon the approvals of relevant government authorities in the People’s Republic of China:			
(1)	Class of Shares			
(2)	Size of issuance			
(3)	Target investor			
(4)	Pricing			
(5)	Accumulated profit			
(6)	Use of proceeds			
(7)	The validity period of the resolution			
(8)	Matters relating to authorization in connection with the issuance of the H Shares”			

Signature(s)^(Note 5): _____

Date: _____

Notes:

Important: Please first read the announcement of the Company dated 25 February 2011. A circular setting out further details of the resolutions will be dispatched by the Company in due course.

1. Please insert the number of H 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 H shares in the Company registered in your name(s).
2. 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**.
3. 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 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 of H 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.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY ITEM OF THE RESOLUTIONS, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY ITEM OF THE RESOLUTIONS, PLEASE TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY ITEM, PLEASE TICK IN THE BOX MARKED “ABSTAIN”.** 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 as set out in the Notice of HSCM.
5. This form of proxy must be signed by you or your attorney duly authorized 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 authorized to sign the same. If this form of proxy is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarized.
6. Where there are joint holders of any H shares, any one of such persons may vote at the Meeting, either in person or by proxy, in respect of such H shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either in person 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.
7. In order to be valid, for holders of H shares, this form of proxy, together with the notarized power of attorney or other document of authorization (if any), must be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for the Meeting.
8. 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.
9. Shareholders or their proxies attending the Meeting shall produce their identity documents.