



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 SECOND EXTRAORDINARY GENERAL MEETING IN 2012
TO BE HELD ON THURSDAY, 3 MAY 2012**

Number of shares to which this Form of Proxy relates ^(Note 1)	
Type of shares (A Shares or H Shares) to which this Form of Proxy relates ^(Note 2)	

I/We^(Note 3) _____
of _____
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, act and vote for me/us and on my/our behalf at the second Extraordinary General Meeting in 2012 of the Company (the “Meeting” or “EGM”) to be held at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC on Thursday, 3 May 2012 at 2:00 p.m. and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of the second Extraordinary General Meeting in 2012 dated 19 March 2012 (“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 regarding the extension of the validity period of the resolution in respect of the public issuance of A Share Convertible Bonds by China Minsheng Banking Corp., Ltd. and the authorization period of the Board and the authorized person for handling related matters.			
2.	To consider and approve the proposal regarding the extension of the validity period of the resolution in respect of the issuance of new H Shares by China Minsheng Banking Corp., Ltd. and the authorization period of the Board and the authorized person for handling related matters.			

Signature^(Note 6): _____ Date: _____

Notes:

Important: Please first read the circular of the Company dated 19 March 2012 before appointing a proxy/proxies.

- 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 ISSUED BY 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 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 and vote on his/her 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 types 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”. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to vote at his/her discretion. 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 Meeting other than those as set out in the Notice of EGM.**
- This form of proxy must be signed by you or your attorney duly authorized in writing. In the case of a legal person, this form of proxy must either be executed under seal or under the hand of a legal representative 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.
- Where there are joint holders of any shares, any one of such persons may vote at the Meeting, 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 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.
- To be valid, for holders of A Shares, this form of proxy, together with the notarized power of attorney or other document of authorization, must be delivered to the office of the Company and addressed to the office 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 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 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.