



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)

SECOND FORM OF PROXY FOR THE 2010 ANNUAL GENERAL MEETING
TO BE HELD ON THURSDAY, 26 MAY 2011

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 _____
(address as shown in the register of members) 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 2010 Annual General Meeting (the "Meeting" or "Annual General Meeting") of the Company to be held at Meeting Room 1, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, the People's Republic of China on Thursday, 26 May 2011 at 9 a.m. and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of the 2010 Annual General Meeting dated 8 April 2011 (the "Notice of Annual General Meeting") and the Supplemental Notice of Annual General Meeting dated 11 May 2011 (the "Supplemental Notice"), and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1. To consider and approve the annual report of the Company for 2010			
2. To consider and approve the work report of the Board of Directors of the Company for 2010			
3. To consider and approve the work report of the Supervisory Board of the Company for 2010			
4. To consider and approve the audited accounts of the Company for 2010			
5. To consider and approve the proposed profit appropriation plan of the Company for 2010			
6. To consider and approve the annual budgets of the Company for 2011			
7. To consider and approve the revised "Administrative Measures of Connected Transactions of China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司關聯交易管理辦法)"			
Special Resolutions			
8. To consider and approve the statement on the use of proceeds from the previous fund raising activities of the Company			
9. To consider and approve the authorization to the Board of Directors to issue the RMB bonds in Hong Kong at an appropriate time			
10. To consider and approve the amendments to certain provisions of the "Articles of Association of China Minsheng Banking Corp., Ltd."			
11. To consider and approve the change of registered capital of the Company			
Additional Ordinary Resolution			
12. To consider and approve the appointment of the auditing firms of the Company for 2011 and their remuneration			

Signature(s)^(Note 6): _____

Date: _____

Notes:

Important: You should first review the annual report of the Company for the year 2010, which was published/dispatched to shareholders on 27 April 2011, before appointing the proxy. The annual report for the year 2010 includes the report of the Directors for the year 2010, the report of the Supervisory Board for the year 2010 and the audited accounts of the Company for the year 2010 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 of the Company) 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".** 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 Annual General Meeting other than those referred to in the Notice of Annual General Meeting and the Supplemental Notice.
- 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 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/she 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.
- In order 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, the People's Republic of China (postal code: 100873) not less than 24 hours before the time appointed for the Annual General 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 identification documents.