



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)

(USD Preference Shares Stock Code: 04609)

FORM OF PROXY FOR THE 2016 ANNUAL GENERAL MEETING  
TO BE HELD ON FRIDAY, 16 JUNE 2017

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	
Type of shares (A shares or H shares) to which this form of proxy relates <sup>(Note 2)</sup>	

I/We<sup>(Note 3)</sup> \_\_\_\_\_  
of<sup>(Note 3)</sup> \_\_\_\_\_  
being the shareholder(s) of China Minsheng Banking Corp., Ltd. (the "Company"), hereby appoint the Chairman of the Meeting or<sup>(Note 4)</sup>

of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the 2016 annual general meeting of the Company (the "AGM" or the "Meeting") to be held at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC on Friday, 16 June 2017 at 2:00 p.m. or at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of the Meeting dated 2 May 2017 ("Notice of AGM"). In the absence of any indication, the proxy may vote at his/her own discretion (special resolutions marked by\*).

RESOLUTIONS		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	The resolution regarding the annual report for 2016 of the Company			
2.	The resolution regarding the final financial report for 2016 of the Company			
3.	The resolution regarding the proposed profit distribution plan for the second half of 2016 of the Company			
4.	The resolution regarding the authorization for interim profit distribution for 2017 of the Company			
5.	The resolution regarding the annual budgets for 2017 of the Company			
6.	The resolution regarding the work report of the Board for 2016 of the Company			
7.	The resolution regarding the work report of the Supervisory Board for 2016 of the Company			
8.	The resolution regarding the re-appointment and remuneration of the auditing firm for 2017			
9.*	The resolution regarding the proposal in respect of the issuance of A share convertible bonds			
	9.01 Type of securities to be issued			
	9.02 Issue size			
	9.03 Par value and issue price			
	9.04 Term			
	9.05 Interest rate			
	9.06 Method and timing of interest payment			
	9.07 Conversion period			
	9.08 Determination and adjustment of the conversion price of the convertible bonds			
	9.09 Downward adjustment to conversion price			
	9.10 Method for determining the number of shares for conversion			
	9.11 Entitlement to dividend in the year of conversion			
	9.12 Terms of redemption			
	9.13 Terms of sale back			
	9.14 Method of issuance and target investors			
	9.15 Subscription arrangement for the existing holders of A shares			
	9.16 Convertible bond holders and their meetings			
	9.17 Use of proceeds			
	9.18 Guarantee and security			
	9.19 Validity period of the resolutions			
10.*	The resolution regarding the proposal in respect of the feasibility analysis report of the use of proceeds from the issuance of A share convertible bonds			

RESOLUTIONS		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
11.	The resolution regarding the proposal in respect of impacts on dilution of current returns of issuance of A share convertible bonds and the remedial measures			
12.*	The resolution regarding the report of the use of proceeds from the previous issuance			
13.*	The resolution regarding the proposal in respect of the authorization to the board of directors of the Company and its authorized persons to exercise full power to deal with matters relating to the issuance of A share convertible bonds			
14.	The resolution regarding the proposal in respect of the formulation of capital management plan for 2017 to 2019			
15.*	The resolution regarding the proposal in respect of the domestic and overseas issuance of financial bonds and tier-two capital bonds in the next three years			
16.*	The resolution regarding the granting of general mandate for the issuance of Shares to the Board			

Date: \_\_\_\_\_ 2017

Signature<sup>(Note 6)</sup>: \_\_\_\_\_

Notes:

**Important: You should first review the circular to which the Meeting relates, to be published/dispatched on or before 18 May 2017 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 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 recorded in the register of members) 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 the AGM 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”.** 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 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 discretion on any resolution properly put to the AGM other than those referred to in the Notice of AGM.
- 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 document of authorization, must be notarized.
- Where there are joint holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the AGM, 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, 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, PRC (postal code: 100031) not less than 24 hours before the time appointed for the AGM (i.e. not later than 2:00 p.m. on Thursday, 15 June 2017). 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 AGM in person. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- Shareholders or their proxies attending the AGM shall produce their identification documents.
- References to times and dates in this form of proxy are to Hong Kong times and dates.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the ‘Purposes’). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company at the above address.