

中国民生银行
CHINA MINSHENG BANK

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 H SHARE CLASS MEETING FOR 2017
TO BE HELD ON MONDAY, 20 FEBRUARY 2017**

Number of H shares to which this form of proxy relates ^(Note 1)

I/We ^(Note 2)

of ^(Note 2)

being the holder(s) of H shares 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 and vote for me/us and on my/our behalf at the first H share class meeting for 2017 of the Company (the “**H Share Class Meeting**” or the “**Meeting**”) to be held after the conclusion of the first extraordinary general meeting for 2017 and the first A share class meeting for 2017 or any adjournment thereof at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC on Monday, 20 February 2017 or at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the Notice of the First H Share Class Meeting for 2017 of the Company dated 5 January 2017 (“**Notice of H Share Class Meeting**”). In the absence of any indication, the proxy may vote at his/her own discretion.

ORDINARY RESOLUTION		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1.	The resolution regarding the extension of validity period of the resolution of general meeting of China Minsheng Banking Corp., Ltd. in respect of the non-public issuance of domestic preference shares and authorization period to the Board and its authorized persons to deal with relevant matters			

Date: _____ 2017

Signature ^(Note 5): _____

Notes:

Important: You should first review the circular to which the H Share Class Meeting relates, to be published/dispached on or before 24 January 2017 before appointing the proxy.

- 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 registered in your name(s).
- 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 Meeting 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 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.**
- 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. 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 referred to in the Notice of H Share Class Meeting.
- 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 H shares, any one of such persons may vote at the Meeting, either personally 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 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 H shares, this form of proxy, together with the notarised power of attorney or other document of authorisation (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 no later than 24 hours before the time appointed for the Meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting in person. 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.