



# 中国民生银行

CHINA MINSHENG BANKING CORP., LTD.

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 2012 ANNUAL GENERAL MEETING  
TO BE HELD ON MONDAY, 17 JUNE 2013**

|   |  |
|---|--|
| 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 \_\_\_\_\_  
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 2012 annual general meeting of the Company (“Meeting”) or (the “AGM”) to be held at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC on Monday, 17 June 2013 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 2012 AGM (“Notice of AGM”) dated 25 April 2013. In the absence of any indication, the proxy may vote at his/her own discretion.

| Ordinary Resolutions |  | For <sup>(Note 5)</sup> | Against <sup>(Note 5)</sup> | Abstain <sup>(Note 5)</sup> |
|----------------------|--|-------------------------|-----------------------------|-----------------------------|
| 1.                   | To consider and approve the annual report for 2012 of the Company  |                         |                             |                             |
| 2.                   | To consider and approve the final financial report for 2012 of the Company   |                         |                             |                             |
| 3.                   | To consider and approve the annual budgets for 2013 of the Company   |                         |                             |                             |
| 4.                   | To consider and approve the work report of the Board of Directors for 2012 of the Company  |                         |                             |                             |
| 5.                   | To consider and approve the work report of the Supervisory Board for 2012 of the Company   |                         |                             |                             |
| 6.                   | To consider and approve the proposed profit distribution plan for the second half of 2012 and interim profit distribution policy for 2013 of the Company |                         |                             |                             |
| 6.1                  | To consider and approve the proposed profit distribution plan for the second half of 2012 of the Company   |                         |                             |                             |
| 6.2                  | To consider and approve the interim profit distribution policy for 2013 of the Company   |                         |                             |                             |
| 7.                   | To consider and approve the re-appointment and remuneration of the auditing firm for 2013  |                         |                             |                             |
| 8.                   | To consider and approve the amendments to the Terms of Reference of the Supervisory Board of China Minsheng Banking Corp., Ltd.                          |                         |                             |                             |
| 9.                   | To consider and approve the amendments to the Administrative Measures of Connected Transactions of China Minsheng Banking Corp., Ltd.                    |                         |                             |                             |
| Special Resolutions  |  | For <sup>(Note 5)</sup> | Against <sup>(Note 5)</sup> | Abstain <sup>(Note 5)</sup> |
| 10.                  | To consider and approve the proposed issuance plans of eligible tier-2 capital instruments of China Minsheng Banking Corp., Ltd. for 2013-2014           |                         |                             |                             |
| 11.                  | To consider and approve the amendments to the Articles of Association of China Minsheng Banking Corp., Ltd.  |                         |                             |                             |

Date: \_\_\_\_\_ 2013 Signature<sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

**Important: You should first review the annual report of the Company for 2012, as well as the circular to which the Meeting relates, to be published/ dispatched on 26 April 2013 or earlier before appointing the proxy. The annual report for 2012 includes the report of the Directors for 2012, the report of the Supervisory Board for 2012 and the audited financial statements of the Company for 2012 for review by 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 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”.** 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 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 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 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 AGM. In order to be valid, for holders of H Shares, the above documents must be delivered to the Company’s H share registrar, 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 if you so wish. 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.