



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 EGM FOR 2014
TO BE HELD ON THURSDAY, 27 FEBRUARY 2014

Number of shares to which this form of proxy relates ^(Note 1)	
Class of shares to which this form of proxy relates (A Shares or H Shares) ^(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 and vote for me/us and on my/our behalf at the first extraordinary general meeting for 2014 of the Company (the “Meeting” or “EGM”) to be held at 2:00 p.m. on Thursday, 27 February 2014 at Conference Room 1, 2/F, Building VII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, the PRC and at any adjournment thereof as hereunder indicated in respect of the resolution set out in the Notice of the First EGM for 2014 dated 12 January 2014 (“Notice of EGM”), and, if no such indication is given, as my/our proxy thinks fit.

Special Resolution	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1. Proposed downward adjustment to the conversion price of A Share convertible bonds of China Minsheng Banking Corp., Ltd.			

Signature^(Note 6): _____

Date: _____

Notes:

- 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 shares of the Company registered in your name(s).
- Please also indicate the class 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 the EGM and vote on his 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 class of shares in respect of which each such 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 votes under the box marked “Abstain” will be counted as the majority required for passing a resolution. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to vote at 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 EGM 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 or, in the case of a corporation, must either be executed under the corporation’s seal or under the hand of a director or other persons 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 EGM, either in person or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders are present at the EGM, either in person or by proxy, 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, this form of proxy, together with the notarized power of attorney or other document of authorization (if any), must be delivered to the secretariat of the board of directors of the Company (for holders of A Shares) at 87707, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing 100873, the PRC or Computershare Hong Kong Investor Services Limited (for holders of H Shares) at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the EGM.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM 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 EGM shall produce their identity documents.
- Shareholders who hold the A Share convertible bonds of China Minsheng Banking Corp., Ltd. shall abstain from voting.