



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 EXTRAORDINARY GENERAL MEETING FOR 2017
TO BE HELD ON MONDAY, 20 FEBRUARY 2017

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 ^(Note 3)

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 2017 of the Company (the "EGM" or "Meeting") to be held at 8:30 a.m. on Monday, 20 February 2017 at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, the PRC and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of the First Extraordinary General Meeting for 2017 of the Company dated 5 January 2017 ("Notice of EGM"), 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.	The resolution regarding the election of members of the seventh session of the Board of the Company			
1.01	To consider and approve the appointment of Mr. Zhang Hongwei as the non-executive director of the Company			
1.02	To consider and approve the appointment of Mr. Lu Zhiqiang as the non-executive director of the Company			
1.03	To consider and approve the appointment of Mr. Liu Yonghao as the non-executive director of the Company			
1.04	To consider and approve the appointment of Mr. Shi Yuzhu as the non-executive director of the Company			
1.05	To consider and approve the appointment of Mr. Wu Di as the non-executive director of the Company			
1.06	To consider and approve the appointment of Mr. Yao Dafeng as the non-executive director of the Company			
1.07	To consider and approve the appointment of Mr. Song Chunfeng as the non-executive director of the Company			
1.08	To consider and approve the appointment of Mr. Tian Zhiping as the non-executive director of the Company			
1.09	To consider and approve the appointment of Mr. Weng Zhenjie as the non-executive director of the Company			
1.10	To consider and approve the appointment of Mr. Liu Jipeng as the independent non-executive director of the Company			
1.11	To consider and approve the appointment of Mr. Li Hancheng as the independent non-executive director of the Company			
1.12	To consider and approve the appointment of Mr. Xie Zhichun as the independent non-executive director of the Company			
1.13	To consider and approve the appointment of Mr. Cheng Hoi-chuen as the independent non-executive director of the Company			
1.14	To consider and approve the appointment of Mr. Peng Xuefeng as the independent non-executive director of the Company			
1.15	To consider and approve the appointment of Mr. Liu Ningyu as the independent non-executive director of the Company			
1.16	To consider and approve the appointment of Mr. Hong Qi as the executive director of the Company			
1.17	To consider and approve the appointment of Mr. Liang Yutang as the executive director of the Company			
1.18	To consider and approve the appointment of Mr. Zheng Wanchun as the executive director of the Company			

ORDINARY RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
2.	The resolution regarding the election of members of the seventh session of the Supervisory Board of the Company			
2.01	To consider and approve the appointment of Mr. Wang Hang as the shareholder supervisor of the Company			
2.02	To consider and approve the appointment of Mr. Zhang Bo as the shareholder supervisor of the Company			
2.03	To consider and approve the appointment of Mr. Lu Zhongnan as the shareholder supervisor of the Company			
2.04	To consider and approve the appointment of Mr. Wang Yugui as the external supervisor of the Company			
2.05	To consider and approve the appointment of Mr. Bao Jiming as the external supervisor of the Company			
2.06	To consider and approve the appointment of Mr. Cheng Guoqi as the external supervisor of the Company			
SPECIAL RESOLUTION		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
3.	The resolution regarding the amendments to the Articles of Association of China Minsheng Banking Corp., Ltd.			
ORDINARY RESOLUTION		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
4.	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 6): _____

Notes:

Important: You should first review the circular to which the EGM relates, to be published/dispatched on or before 24 January 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 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 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 vote at 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). 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 authorised 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 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 documents of authorisation, must be notarised.
- 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 notarised power of attorney or other document of authorisation (if any), must be delivered to the office of the Board of the Company (for holders of A shares) at Room 11-10, CMBC North Tower, No. 2 Fuxingmennei Avenue, Xicheng District, Beijing, China (postal code: 100031) 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.