



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 SECOND H SHARE CLASS MEETING FOR 2017
TO BE HELD ON FRIDAY, 16 JUNE 2017

Number of H shares to which this form of proxy relates ^(Note 1)	
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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 second 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 annual general meeting for 2016 and the second 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 Friday, 16 June 2017 or at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the Notice of the H Share Class Meeting dated 2 May 2017 ("Notice of H Share Class Meeting"). In the absence of any indication, the proxy may vote at his/her own discretion (special resolutions marked by *).

RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1.*	The resolution regarding the proposal in respect of the issuance of A share convertible bonds			
	1.01 Type of securities to be issued			
	1.02 Issue size			
	1.03 Par value and issue price			
	1.04 Term			
	1.05 Interest rate			
	1.06 Method and timing of interest payment			
	1.07 Conversion period			
	1.08 Determination and adjustment of the conversion price of the convertible bonds			
	1.09 Downward adjustment to conversion price			
	1.10 Method for determining the number of shares for conversion			
	1.11 Entitlement to dividend in the year of conversion			
	1.12 Terms of redemption			
	1.13 Terms of sale back			
	1.14 Method of issuance and target investors			
	1.15 Subscription arrangement for the existing holders of A shares			
	1.16 Convertible bond holders and their meetings			
	1.17 Use of proceeds			
	1.18 Guarantee and security			
	1.19 Validity period of the resolutions			
2.*	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			

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 18 May 2017 before appointing the proxy.

1. **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).**
2. **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.**
3. 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.**
4. **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.
5. 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 authorizing that attorney to sign, or other document of authorization, must be notarized.
6. 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.
7. 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 Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the Meeting (i.e. not later than 2:00 p.m. on Thursday, 15 June 2017).
8. 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.
9. Shareholders or their proxies attending the Meeting shall produce their identification documents.
10. 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 H Share Class Meeting 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.