



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 FIRST EXTRAORDINARY GENERAL MEETING FOR 2019
 TO BE HELD ON TUESDAY, 26 FEBRUARY 2019**

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 2019 of the Company (the "EGM" or "Meeting") to be held at 2:00 p.m. on Tuesday, 26 February 2019 at Xihua Hall, 11/F, Beijing Minzu Hotel, No. 51 Fuxingmennei Avenue, Xicheng 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 2019 of the Company dated 11 January 2019 ("Notice of EGM"), and, if no such indication is given, as my/our proxy thinks fit (special resolutions are marked with *).

RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.*	Each of the following items of the proposal in respect of the Plan of the Non-public Issuance of the Offshore Preference Shares of China Minsheng Banking Corp., Ltd.:			
	1.01 Type and scale of securities to be issued			
	1.02 Maturity			
	1.03 Method of issuance			
	1.04 Places			
	1.05 Nominal value and issue price			
	1.06 Dividend distribution provisions			
	1.07 Conditional redemption			
	1.08 Mandatory conversion provisions			
	1.09 Restriction on and restoration of voting rights			
	1.10 Order of distribution on liquidation and basis for liquidation			
	1.11 Use of proceeds			
	1.12 Rating			
	1.13 Guarantee arrangement			
	1.14 Transferability			
	1.15 Compliance of latest regulatory requirements			
	1.16 Effective period of the resolution of the non-public issuance of preference shares			
2.*	The proposal to the shareholders' general meeting on the authorization to the board of directors and its authorized persons to exercise full power to deal with matters relating to the non-public issuance of the offshore preference shares			
3.	The proposal on the Capital Management Plan for 2018 to 2020 of China Minsheng Banking Corp., Ltd.			
4.*	The proposal on extension of validity period of the resolution of shareholders' general meeting of China Minsheng Banking Corp., Ltd. in respect of the non-public issuance of the domestic preference shares and authorization period to the board of directors and its authorized persons to deal with relevant matters			
5.*	The proposal on the issuance of domestic and foreign non-fixed term capital bonds of the Company in the next three years			

Date: _____ 2019

Signature ^(Note 6): _____

Notes:

Important: You should review the circular to which the EGM relates, to be published/dispatched on or before 1 February 2019 before appointing the proxy.

1. 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).
2. Please indicate the class of shares (A shares or H shares) to which this form of proxy relates.
3. Please insert the full name(s) (in Chinese or English) and address(es) (as shown in the register of members of the Company) in BLOCK LETTERS.
4. 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/her behalf. A proxy needs 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 each of such proxies. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**
5. **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/her 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/her discretion on any resolution properly put to the EGM other than those as set out in the Notice of EGM.
6. 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.
7. 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/she 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.
8. To be valid, this form of proxy, together with the notarised power of attorney or other documents of authorisation (if any), must be delivered to the office of the board of directors of the Company (for holders of A shares) at Room 11-7, CMBC North Tower, No. 2 Fuxingmennei Avenue, Xicheng District, Beijing, the PRC (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 (i.e. not later than 2:00 p.m. on Monday, 25 February 2019).
9. 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.
10. Shareholders or their proxies attending the EGM shall produce their identity documents.
11. References to times and dates in this form of proxy are 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 EGM 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.