



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 limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01988)

SECOND FORM OF PROXY FOR THE FIRST EXTRAORDINARY GENERAL MEETING IN 2012 TO BE HELD ON TUESDAY, 10 APRIL 2012

Number of shares to which this Form of Proxy relates ^(Note 1)	
Type of shares (A Shares or H Shares) to which this Form of Proxy relates ^(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, act and vote for me/us and on my/our behalf at the First Extraordinary General Meeting in 2012 of the Company (the "Meeting" or "EGM") to be held at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC on Tuesday, 10 April 2012 at 9:00 a.m. and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of the First EGM in 2012 dated 24 February 2012 ("Notice of EGM") and Supplemental Notice of the First EGM in 2012 dated 22 March 2012 ("Supplemental Notice"), 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.	To consider and approve the resolutions in respect of the members of the Sixth Session of the Board of Directors:			
1.1	To consider and approve the re-appointment of Mr. Zhang Hongwei as a Non-executive Director of the Company for a term of three years with immediate effect;			
1.2	To consider and approve the re-appointment of Mr. Lu Zhiqiang as a Non-executive Director of the Company for a term of three years with immediate effect;			
1.3	To consider and approve the re-appointment of Mr. Liu Yonghao as a Non-executive Director of the Company for a term of three years with immediate effect;			
1.4	To consider and approve the re-appointment of Mr. Wang Yugui as a Non-executive Director of the Company for a term of three years with immediate effect;			
1.5	To consider and approve the re-appointment of Mr. Chen Jian as a Non-executive Director of the Company for a term of three years with immediate effect;			
1.6	To consider and approve the re-appointment of Ms. Wong Hei as a Non-executive Director of the Company for a term of three years with immediate effect;			
1.7	To consider and approve the re-appointment of Mr. Shi Yuzhu as a Non-executive Director of the Company for a term of three years with immediate effect;			
1.8	To consider and approve the re-appointment of Mr. Wang Hang as a Non-executive Director of the Company for a term of three years with immediate effect;			
1.9	To consider and approve the re-appointment of Mr. Wang Junhui as a Non-executive Director of the Company for a term of three years with immediate effect;			
1.10	To consider and approve the re-appointment of Mr. Liang Jinquan as an Independent Non-executive Director of the Company for a term of three years with immediate effect, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;			
1.11	To consider and approve the re-appointment of Mr. Wang Songqi as an Independent Non-executive Director of the Company for a term of three years with immediate effect, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;			
1.12	To consider and approve the re-appointment of Mr. Andrew Wong as an Independent Non-executive Director of the Company for a term of three years with immediate effect, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;			
1.13	To consider and approve the re-appointment of Mr. Qin Rongsheng as an Independent Non-executive Director of the Company for a term of three years with immediate effect, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;			
1.14	To consider and approve the re-appointment of Mr. Wang Lihua as an Independent Non-executive Director of the Company for a term of three years with immediate effect, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;			

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.15	To consider and approve the re-appointment of Mr. Han Jianmin as an Independent Non-executive Director of the Company for a term of three years with immediate effect, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;			
1.16	To consider and approve the re-appointment of Mr. Dong Wenbiao as an Executive Director of the Company for a term of three years with immediate effect;			
1.17	To consider and approve the re-appointment of Mr. Hong Qi as an Executive Director of the Company for a term of three years with immediate effect;			
1.18	To consider and approve the re-appointment of Mr. Liang Yutang as an Executive Director of the Company for a term of three years with immediate effect;			
2.	To consider and approve the resolutions in respect of the Shareholder Supervisors and external Supervisors of the Sixth Session of the Supervisory Board:			
2.1	To consider and approve the re-appointment of Mr. Lu Zhongnan as a Shareholder Supervisor of the Company for a term of three years with immediate effect;			
2.2	To consider and approve the re-appointment of Mr. Zhang Disheng as a Shareholder Supervisor of the Company for a term of three years with immediate effect;			
2.3	To consider and approve the appointment of Mr. Li Yuan as a Shareholder Supervisor of the Company for a term of three years with immediate effect;			
2.4	To consider and approve the re-appointment of Mr. Wang Liang as an external Supervisor of the Company for a term of three years with immediate effect, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;			
2.5	To consider and approve the appointment of Mr. Zhang Ke as an external Supervisor of the Company for a term of three years with immediate effect, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations.			
Special Resolution		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
3.	To consider and approve the amendment to certain provision of the “Articles of Association of China Minsheng Banking Corp., Ltd.”.			

Signature^(Note 6) (s): _____

Date: _____

Notes:

Important: Please first read the circular of the Company dated 24 February 2012 and the Supplemental Notice dated 22 March 2012.

- 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 issued by 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 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 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 types 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. 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 as set out in the Notice of EGM and the Supplemental Notice.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a legal person, must either be executed under seal or under the hand of a legal representative or an attorney 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 Meeting, 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 is present at the Meeting, either in person 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 Company’s Secretariat of the Board of Directors 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 EGM. In order to be valid, for holders of H shares, the above documents must be delivered to 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 Meeting 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 Meeting shall produce their identity documents.