



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 2011 ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 15 JUNE 2012

The number of shares relating to this form of proxy ^(Note 1)	
Type of shares (A Shares or H Shares) to which this Second 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 and vote for me/us and on my/our behalf at the annual general meeting of the Company ("AGM") or (the "Meeting") to be held at Fifth Meeting Room, Building VIII, Beijing Friendship Hotel, No. 1 Zhongguancun Nandajie, Haidian District, Beijing, PRC on Friday, 15 June 2012 at 9:00 a.m. or at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice for convening the AGM ("Notice of AGM") dated 27 April 2012 and the supplemental notice of the AGM dated 31 May 2012. In the absence of any indication, the proxy may vote at his/her own discretion.

Ordinary Resolutions	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1. To consider and approve the annual report of the Company for 2011.			
2. To consider and approve the final financial report of the Company for 2011.			
3. To consider and approve the annual budgets of the Company for 2012.			
4. To consider and approve the work report of the Board of Directors of the Company for 2011.			
5. To consider and approve the work report of the Supervisory Board of the Company for 2011.			
6. To consider and approve the re-appointment of KPMG Huazhen Certified Public Accountants and KPMG Certified Public Accountants as the Company's auditors for domestic and international audit work respectively for the year 2012 and the proposal in relation to remuneration for the Company's auditors for the year of 2012, which amounts to RMB9 million (including audit and review fee of RMB8.4 million, audit fee of internal control effectiveness of RMB0.6 million).			
7. To consider and approve the proposal on profit distribution for 2011 and distribution principle for the first half of 2012:			
7.1 to consider and approve the profit distribution plan of the Company for 2011, pursuant to which a final dividend of RMB3 (inclusive of tax) shall be paid in cash for every 10 existing shares.			
7.2 to consider and approve the profit distribution principle of the Company for the first half of 2012 and authorize the Board of Directors of the Company to determine the 2012 interim profit distribution plan, provided that the cash dividend to be paid is not less than 20% of the Company's net profit in the first half of 2012.			
Special Resolutions	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
8. To consider and approve the statement on the use of proceeds for the previous fund raising activities of the Company.			
9. To consider and approve the issuance plan of financial bonds and subordinated bonds of the Company for 2012-2014.			
10. To consider and approve the amendments to certain provisions of the "Articles of Association of China Minsheng Banking Corp., Ltd.".			
Additional Ordinary Resolutions	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
11. To consider and approve the amendments to the Terms of Reference of the Supervisory Board of the Company.			
12. To consider and approve the resolutions in respect of the election of the Directors of the Company.			
12.1 To consider and approve the appointment of Mr. Cheng Hoi-chuen as an independent non-executive director of the Company with the same term as the current session of the Board of Directors;			
12.2 To consider and approve the appointment of Mr. Ba Shusong as an independent non-executive director of the Company with the same term as the current session of the Board of Directors;			
12.3 To consider and approve the appointment of Mr. Wu Di as a non-executive director of the Company with the same term as the current session of the Board of Directors.			

Additional Special Resolutions	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
13. To consider and approve the amendments to the Articles of Association of China Minsheng Banking Corp., Ltd..			

Date: _____ 2012

Signature^(Note6): _____

Notes:

Important: You should first review the annual report of the Company for the year 2011, the circular to which the Meeting relates, which were published/dispatched to shareholders on 27 April 2012, and the supplemental circular to be published/dispatched to shareholders on or before 31 May 2012 before appointing the proxy. The annual report for the year 2011 includes the report of the Directors for the year 2011, the report of the Supervisory Board for the year 2011 and the audited accounts of the Company for the year 2011.

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 the shares in the Company registered in your name(s).
2. Please also insert the type of Shares (A Shares or H Shares) to which this form of proxy relates.
3. Please insert the full name(s) (in Chinese or in English) and address(es) (as recorded in the register of members) in block letters.
4. If any proxy other than the Chairman of the Meeting is preferred, 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 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 and type of shares in respect of which each proxy is so appointed.
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".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. A person entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way and in such case, please state the relevant number of shares in the appropriate box(es) above. 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 AGM other than those referred to in the Notice of AGM.
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 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 authorising that attorney to sign, or other document of authorisation, must be notarised.
7. Where there are joint holders of any shares, any one of such persons may vote at the AGM, either personally 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 AGM, 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.
8. 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.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM 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 AGM shall produce their identification documents.
11. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**