



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)

**REVISED FORM OF PROXY FOR THE ANNUAL GENERAL MEETING FOR 2023
TO BE HELD ON WEDNESDAY, 26 JUNE 2024**

Number of shares to which this revised form of proxy relates ^(Note 1)	
Type of shares (A shares or H shares) to which this revised form of proxy relates ^(Note 2)	

I/We^(Note 3) _____
of^(Note 3) _____
being the shareholder(s) of **China Minsheng Banking Corp., Ltd.** (the "Bank"), hereby appoint the Chairman of the Meeting
of^(Note 4) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting for 2023 of the Bank (the "AGM" or the "Meeting") to be held at 2:00 p.m. on Wednesday, 26 June 2024 at Conference Room No. 3, 1/F, Minsheng Bank East Gate, No. 28 Xirongxian Lane, Xicheng District, Beijing, the PRC, and at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the Notice of the AGM of the Bank dated 3 June 2024 ("Notice of AGM") and the supplemental notice of the AGM dated 7 June 2024 ("Supplemental Notice of AGM"), and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS				
No.	Non-accumulative Voting Resolutions	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	The resolution regarding the annual report for 2023 of the Bank			
2.	The resolution regarding the final financial report for 2023 of the Bank			
3.	The resolution regarding the proposed profit distribution plan for 2023 of the Bank			
4.	The resolution regarding the annual budgets for 2024 of the Bank			
5.	The resolution regarding the work report of the Board for 2023 of the Bank			
6.	The resolution regarding the work report of the Board of Supervisors for 2023 of the Bank			
7.	The resolution regarding the report of remuneration of Directors for 2023 of the Bank			
8.	The resolution regarding the report of remuneration of Supervisors for 2023 of the Bank			
9.	The resolution regarding the re-appointment and remuneration of the auditing firms for 2024			
10.	The resolution regarding the amendments to the administrative measures of Related Party transactions			
11.	The resolution regarding the adjustments to the plan for the establishment of the charitable donation fund			
12.	The resolution regarding the arrangements related to the interim profit distribution for 2024			
13.	The resolution regarding the formulation of the Rules Governing the Implementation of the Cumulative Voting System			
14.00	The resolutions regarding the election of non-executive Directors and executive Directors of the ninth session of the Board of China Minsheng Banking			
14.01	Election of Zhang Hongwei as non-executive Director of the Bank			
14.02	Election of Liu Yonghao as non-executive Director of the Bank			
14.03	Election of Shi Yuzhu as non-executive Director of the Bank			
14.04	Election of Song Chunfeng as non-executive Director of the Bank			
14.05	Election of Zhao Peng as non-executive Director of the Bank			
14.06	Election of Liang Xinjie as non-executive Director of the Bank			
14.07	Election of Lin Li as non-executive Director of the Bank			
14.08	Election of Gao Yingxin as executive Director of the Bank			
14.09	Election of Wang Xiaoyong as executive Director of the Bank			
14.10	Election of Zhang Juntong as executive Director of the Bank			
15.00	The resolutions regarding the election of Shareholder Supervisors and external Supervisors of the ninth session of the Board of Supervisors of China Minsheng Banking			
15.01	Election of Weng Zhenjie as Shareholder Supervisor of the Bank			
15.02	Election of Wu Di as Shareholder Supervisor of the Bank			
15.03	Election of Lu Zhongnan as external Supervisor of the Bank			
15.04	Election of Li Yu as external Supervisor of the Bank			
No.	Accumulative Voting Resolutions	Cumulative Voting System ^(Note 6) (Please insert the number of votes)		
16.00	The resolutions regarding independent non-executive Directors of the ninth session of the Board of China Minsheng Banking			
16.01	Election of Qu Xinju as independent non-executive Director of the Bank			
16.02	Election of Wen Qiuju as independent non-executive Director of the Bank			
16.03	Election of Song Huanzheng as independent non-executive Director of the Bank			
16.04	Election of Yeung Chi Wai, Jason as independent non-executive Director of the Bank			
16.05	Election of Cheng Fengchao as independent non-executive Director of the Bank			
16.06	Election of Liu Hanxing as independent non-executive Director of the Bank			

Date: 2024 _____

Signature^(Note 7): _____

Notes:

Important: You should first review the circular and supplemental circular to which the AGM relates dated 3 June 2024 and 7 June 2024 before appointing the proxy, respectively.

1. Please insert the number of shares registered in your name(s) to which this revised form of proxy relates. If no number is inserted, this revised form of proxy will be deemed to relate to all the shares in the Bank registered in your name(s).
2. Please also insert the type of shares (A shares or H shares) to which this revised 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 of the Bank) 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 the AGM and vote in his stead. A proxy need not be a shareholder of the Bank. 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. **ANY ALTERATION MADE TO THIS REVISED 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 exercise 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) above. Unless you have indicated otherwise in this revised 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 and Supplemental Notice of AGM.
6. Certain resolutions are subject to accumulative voting mechanism. The Bank will propose independent non-executive Directors for election in resolution groups, and will number each candidate under each resolution group separately. Shareholders shall cast their votes for each candidate under every resolution group. Shareholder’s declared number of shares indicates the number of election votes. Under each resolution group, the fact that a shareholder owns each voting share means the shareholder possesses the number of votes same as the number of independent non-executive Directors to be elected under the resolution group. For example, if a shareholder holds 100 shares of the Bank and there is a total of six executive Directors to be elected as independent non-executive Directors in the resolution group for the election of independent non-executive Directors, the shareholder shall have 600 votes in the resolution group for the election of independent non-executive Directors.

The number of votes shareholders cast under a resolution group may not exceed the number of votes they actually own under the resolution group. The number of candidates shareholders vote for under each resolution group may not exceed the number of directors or supervisors to be elected under the resolution group. Shareholders can cast all votes available under certain resolution group, as they wish, to a single candidate or to different candidates in any combination. After the voting process ends, the votes for each resolution under each resolution group shall be counted on an accumulative basis.

If the votes filled in by shareholders or his/her proxies at the on-site general meeting of shareholders are incorrectly filled in, invalidated, illegible in handwriting, or unvoted, these votes shall be deemed as abstention. If the number of votes cast by shareholders for candidates under a resolution group exceeds the number of votes entitled to shareholders under the resolution group, the votes casted under the resolution group shall constitute invalid votes. If the votes casted by shareholders for candidates under a resolution group are less than the number of votes entitled to shareholder under the resolution group, the casted votes shall be deemed valid but the difference shall be regarded as abstaining from voting.

According to the Measures for the Administration of Independent Non-executive Directors of Listed Companies, where the general meeting of the listed company elects two or more independent non-executive directors, a cumulative voting system shall be implemented. For the purpose of this AGM, the adoption of the cumulative voting system under the “16.00 The resolutions regarding independent non-executive Directors of the ninth session of the Board of China Minsheng Banking” is not conditional upon the passing of the vote on “13. The resolution regarding the formulation of the Rules Governing the Implementation of the Cumulative Voting System”.
7. This revised form of proxy must be signed by you or your attorney duly authorized 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 authorized to sign the same. If this revised 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.
8. 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.
9. To be valid, for holders of H shares, this revised 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 AGM (i.e. not later than 2:00 p.m. on Tuesday, 25 June 2024).
10. If any shareholder has not returned the original form of proxy (the “**Original Form of Proxy**”) for the AGM dispatched by the Bank on 3 June 2024 in accordance with the instructions specified therein and intends to appoint his/her proxies to attend the AGM on his/her behalf, he/she shall return this revised form of proxy. In such case, shareholders are not required to return the Original Form of Proxy.
11. If any shareholder have returned the Original Form of Proxy in accordance with the instructions specified therein, he/she shall pay attention to the followings:
 - a) If any shareholder has not returned this revised form of proxy, the Original Form of Proxy so duly completed will be regarded as a valid form of proxy submitted by such shareholder (except that the original “**12. The resolution regarding the election of Mr. Wang Xiaoyong as executive Director**” and “**13. The resolution regarding the election of Mr. Zhang Juntong as executive Director**” are cancelled and will not be submitted at the 2023 AGM for consideration). The proxies specified in the Original Form of Proxy will be entitled to vote on any resolution duly proposed at the AGM (including the additional resolutions stated in the Supplemental Notice of the AGM) as previously instructed by such shareholder or at their discretion (if no instructions have been given).
 - b) If any shareholder has returned this revised form of proxy at least 24 hours before the appointed time of the AGM (i.e. no later than 2:00 p.m. on Tuesday, 25 June 2024), this revised form of proxy so completed will be regarded as a valid form of proxy submitted by such shareholder.
 - c) If any shareholders return this revised form of proxy after the deadline contained in the Supplementary Notice of AGM, this revised form of proxy will be deemed invalid and the Original Form of Proxy previously submitted by such shareholder will not be revoked. The Original Form of Proxy so completed will be regarded as a valid form of proxy submitted by such shareholder (except that the original “**12. The resolution regarding the election of Mr. Wang Xiaoyong as executive Director**” and “**13. The resolution regarding the election of Mr. Zhang Juntong as executive Director**” are cancelled and will not be submitted at the 2023 AGM for consideration). The proxies specified in the Original Form of Proxy will be entitled to vote on any resolution duly proposed at the AGM (including the additional resolutions stated in the Supplemental Notice of the AGM) as previously instructed by such shareholder or at their discretion (if no instructions have been given).
12. Completion and delivery of the revised form of proxy will not preclude you from attending and voting at the AGM in person. In such event, the instrument appointing a proxy shall be deemed to be revoked.
13. Shareholders or their proxies attending the AGM shall produce their identification documents.
14. References to times and dates in this revised 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 AGM of the Bank (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 and 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 made in writing by mail to the Bank at the abovementioned address.