



# 招商銀行

CHINA MERCHANTS BANK

## 招商銀行股份有限公司

# CHINA MERCHANTS BANK CO., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 03968)

### PROXY FORM FOR THE 2015 ANNUAL GENERAL MEETING

Number of shares to which this Proxy Form relates <i>(Note 1)</i>	
H Shares	

I/We *(Note 2)*: \_\_\_\_\_  
 Address and Postal Code: \_\_\_\_\_  
 ID No. \_\_\_\_\_ being the holder(s) of the shares of  
 China Merchants Bank Co., Ltd. (the "Company" or "China Merchants Bank"); H Shares: \_\_\_\_\_ *(Note 3)*  
 hereby appoint the Chairman of the Meeting *(Note 4)* or \_\_\_\_\_  
 holder of ID No. \_\_\_\_\_  
 with contact no. \_\_\_\_\_  
 of (address) \_\_\_\_\_

to act as my/our proxy to attend the 2015 Annual General Meeting (the "Meeting") to be held at the Conference Room, 5/F, China Merchants Bank Tower, No. 7088 Shennan Boulevard, Shenzhen, the PRC at 9:00 a.m. on Tuesday, 28 June 2016 or any adjournment thereof and to vote on my/our behalf on the resolutions as directed below. In the absence of any indication, my/our proxy may vote for or against or abstain from voting on the resolutions at his/her own discretion.

ORDINARY RESOLUTIONS		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAINED <i>(Note 5)</i>
1.	Consider and approve the Work Report of the Board of Directors of the Company for the year 2015			
2.	Consider and approve the Work Report of the Board of Supervisors of the Company for the year 2015			
3.	Consider and approve the Annual Report of the Company for the year 2015 (including the Audited Financial Report)			
4.	Consider and approve the Audited Financial Statements of the Company for the year 2015			
5.	Consider and approve the proposal regarding the Profit Appropriation Plan for the year 2015 (including the distribution of final dividend)			
6.	Consider and approve the resolution regarding the Engagement of Accounting Firms and their Remuneration for the year 2016			
7.	Consider and approve the Assessment Report on the Duty Performance of Directors for the year 2015			
8.	Consider and approve the Assessment Report on the Duty Performance of Supervisors for the year 2015			
9.	Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of Independent Directors for the year 2015			
10.	Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of External Supervisors for the year 2015			
11.	Consider and approve the Related Party Transaction Report for the year 2015			
<b>SPECIAL RESOLUTION</b>				
12.	Consider and approve the resolution regarding the general mandate to issue new shares and/or deal with share options of China Merchants Bank Co., Ltd.			

<b>ORDINARY RESOLUTIONS</b>				
13.	Resolutions regarding the election of members of the Tenth Session of the Board of Directors of China Merchants Bank			
13.01	Consider and approve the re-appointment of Mr. Li Jianhong as non-executive Director of the Company			
13.02	Consider and approve the appointment of Mr. Xu Lirong as non-executive Director of the Company			
13.03	Consider and approve the re-appointment of Mr. Li Xiaopeng as non-executive Director of the Company			
13.04	Consider and approve the re-appointment of Ms. Sun Yueying as non-executive Director of the Company			
13.05	Consider and approve the re-appointment of Mr. Fu Gangfeng as non-executive Director of the Company			
13.06	Consider and approve the re-appointment of Mr. Hong Xiaoyuan as non-executive Director of the Company			
13.07	Consider and approve the re-appointment of Ms. Su Min as non-executive Director of the Company			
13.08	Consider and approve the appointment of Mr. Zhang Jian as non-executive Director of the Company			
13.09	Consider and approve the appointment of Mr. Wang Daxiong as non-executive Director of the Company			
13.10	Consider and approve the appointment of Mr. Zhang Feng as non-executive Director of the Company			
13.11	Consider and approve the re-appointment of Mr. Tian Huiyu as executive Director of the Company			
13.12	Consider and approve the re-appointment of Mr. Li Hao as executive Director of the Company			
13.13	Consider and approve the re-appointment of Mr. Leung Kam Chung, Antony as independent non-executive Director of the Company			
13.14	Consider and approve the re-appointment of Mr. Wong Kwai Lam as independent non-executive Director of the Company			
13.15	Consider and approve the re-appointment of Mr. Pan Chengwei as independent non-executive Director of the Company			
13.16	Consider and approve the re-appointment of Ms. Pan Yingli as independent non-executive Director of the Company			
13.17	Consider and approve the re-appointment of Mr. Zhao Jun as independent non-executive Director of the Company			
13.18	Consider and approve the appointment of Mr. Wong See Hong as independent non-executive Director of the Company			
<b>ORDINARY RESOLUTIONS</b>				
14.	Resolutions regarding the election of Shareholder Supervisors and External Supervisors of the Tenth Session of the Board of Supervisors of China Merchants Bank			
14.01	Consider and approve the re-appointment of Mr. Fu Junyuan as Shareholder Supervisor of the Company			
14.02	Consider and approve the appointment of Mr. Wu Heng as Shareholder Supervisor of the Company			
14.03	Consider and approve the appointment of Mr. Wen Jianguo as Shareholder Supervisor of the Company			
14.04	Consider and approve the re-appointment of Mr. Jin Qingjun as External Supervisor of the Company			
14.05	Consider and approve the appointment of Mr. Ding Huiping as External Supervisor of the Company			
14.06	Consider and approve the appointment of Mr. Han Zirong as External Supervisor of the Company			

SPECIAL RESOLUTION				
15.	Resolution regarding the amendments to the Articles of Association of China Merchants Bank Co., Ltd.			

Date: \_\_\_\_\_ 2016

Signature <sup>(note 6)</sup>: \_\_\_\_\_

*Notes:*

1. Please insert the number of H Shares registered in your name(s) which relates to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all the H Shares in the capital of the Company registered in your name(s).
2. Please insert full name(s) and address (must be the same as stated in the register of members) in BLOCK CAPITALS.
3. Please insert the number of H Shares registered in your name(s).
4. If any proxy other than the Chairman of the Meeting is preferred, please cross out the words "the Chairman of the Meeting" 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 to vote on your behalf. A proxy needs not be a member of the Company, but the proxy must attend the Meeting in person. Any changes made to this proxy form should be initialed by the person who signs it.
5. ATTENTION: If you wish to vote for a resolution, please indicate with a "✓" in the appropriate space under "For". If you wish to vote against a resolution, please indicate with a "✓" in the appropriate space under "Against". If you wish to abstain from voting on a resolution, please indicate with a "✓" in the appropriate space under "Abstained". The shares abstained will be counted in the calculation of the required majority. If no direction is given, your proxy may vote at his/her discretion. Unless you direct in the proxy form, the proxy will also be entitled to vote at his/her discretion for any resolution duly put to the Meeting other than those set out in the notice of the Meeting. You should give your opinion as any one of the following: "For", "Against" or "Abstained". Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast will be deemed as having waived your voting rights, and the corresponding poll will be counted as "Abstained".
6. This form of proxy must be signed by you or your attorney duly authorized in writing. If the shareholder is a domestic legal entity, the proxy form must be under its company seal and signed by its authorized representatives; if the shareholder is an overseas corporation, the proxy form must be either under its company seal or signed by its director(s) or the attorney(s) duly authorized by its board of directors.
7. For the method of submission of the proxy form for H Shareholders, please refer to the notice(s) for the Meeting.
8. In the case of joint holders of any shares, any one of such holders may vote at the Meeting, either in person or by proxy, as if he is the only one entitled to do so among the joint holders; however, if more than one of such joint holders are present at the Meeting whether attending in person or by proxy, the vote of the person, whose name stands first on the register of members in respect of such shares shall be accepted.
9. Completion and return of the form of proxy shall not preclude shareholder from attending and voting in person at the Meeting. If the shareholder attends the Meeting in person, the proxy form shall be deemed to be revoked.
10. The resolutions numbered 12 and 15 presented at the Meeting are special resolutions, and the passing of such resolutions shall be by more than two-thirds of the total votes of the shareholders (including their proxies) attending the Meeting.

(Both the original and the duplicate of this proxy form are acceptable)