



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 FIRST CLASS MEETING OF THE SHAREHOLDERS OF H SHARES FOR 2017

Number of shares to which this Proxy Form relates ^(Note 1) H Shares	
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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"): 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 First Class Meeting of the Shareholders of H Shares for 2017 (the "Meeting") to be held at the Conference Room, 5/F, China Merchants Bank Tower, No. 7088 Shennan Boulevard, Shenzhen, the People's Republic of China at 9:00 a.m. on Friday, 26 May 2017 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.

SPECIAL RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAINED ^(Note 5)
1.	Consider and approve each item of the resolutions regarding the non-public issuance of domestic preference shares of the Company			
1.01	Type and amount of the domestic preference shares for this issuance			
1.02	Duration			
1.03	Method of issuance			
1.04	Issue Target			
1.05	Nominal value and issue price			
1.06	Lock-up period			
1.07	Dividend distribution terms			
1.08	Terms of conditional redemption			
1.09	Terms of mandatory conversion			
1.10	Restrictions on voting rights			
1.11	Restoration of voting rights			
1.12	Order of distribution of residual assets and basis of liquidation			
1.13	Rating arrangement			
1.14	Guarantee			
1.15	Use of proceeds			
1.16	Transferability			
1.17	Compliance of latest regulatory requirements			
1.18	Effective period of the resolutions regarding this issuance of domestic preference shares			
1.19	Relationship between the domestic and offshore preference shares for this issuance			
1.20	Authorisation matters			

SPECIAL RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAINED ^(Note 5)
2.	Consider and approve each item of the resolutions regarding the non-public issuance of offshore preference shares of the Company			
2.01	Type and amount of the offshore preference shares for this issuance			
2.02	Duration			
2.03	Method of issuance			
2.04	Issue Target			
2.05	Nominal value and issue price			
2.06	Lock-up period			
2.07	Dividend distribution terms			
2.08	Terms of conditional redemption			
2.09	Terms of mandatory conversion			
2.10	Restrictions on voting rights			
2.11	Restoration of voting rights			
2.12	Order of distribution of residual assets and basis of liquidation			
2.13	Rating arrangement			
2.14	Guarantee			
2.15	Use of proceeds			
2.16	Transferability			
2.17	Compliance of latest regulatory requirements			
2.18	Effective period of the resolutions regarding this issuance of offshore preference shares			
2.19	Relationship between the offshore and domestic preference shares for this issuance			
2.20	Authorisation matters			

Date: _____ 2017

Signature ^(note 6): _____

Notes:

- 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).
- Please insert full name(s) and address (must be the same as stated in the register of members) in **BLOCK CAPITALS**.
- Please insert the number of H Shares registered in your name(s).
- 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.
- 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".
- This form of proxy must be signed by you or your attorney duly authorized in writing. If the shareholder is a PRC legal entity, the proxy form must be under its company seal and signed by its authorized representatives; if the shareholder is a non-PRC 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.
- For the method of submission of the proxy form for H Shareholders, please refer to the notice for the Meeting.
- 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.
- 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.
- All the resolutions presented at the Meeting are special resolutions, and the passing of them 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 valid)