



# 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 2016 ANNUAL GENERAL MEETING

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

I/We <sup>(Note 2)</sup>: \_\_\_\_\_

Address and Postal Code: \_\_\_\_\_

ID No. \_\_\_\_\_ being the holder(s) of the shares of

China Merchants Bank Co., Ltd. (the "Company"): H Shares: \_\_\_\_\_ <sup>(Note 3)</sup>

hereby appoint the Chairman of the Meeting <sup>(Note 4)</sup> or \_\_\_\_\_

holder of ID No. \_\_\_\_\_

with contact No. \_\_\_\_\_

of (address) \_\_\_\_\_

to act as my/our proxy to attend the 2016 Annual General Meeting (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.

ORDINARY RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAINED <sup>(Note 5)</sup>
1	Consider and approve the Work Report of the Board of Directors of the Company for the year 2016			
2	Consider and approve the Work Report of the Board of Supervisors of the Company for the year 2016			
3	Consider and approve the Annual Report of the Company for the year 2016 (including the Audited Financial Report)			
4	Consider and approve the Audited Financial Statements of the Company for the year 2016			
5	Consider and approve the proposal regarding the Profit Appropriation Plan for the year 2016 (including the distribution of final dividend)			
6	Consider and approve the resolution regarding the Engagement of Accounting Firms and their Remuneration for the year 2017			
7	Consider and approve the Assessment Report on the Duty Performance of the Board of Directors and its Members for the year 2016			
8	Consider and approve the Assessment Report on the Duty Performance of the Board of Supervisors and its Members for the year 2016			
9	Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of Independent Directors for the year 2016			
10	Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of External Supervisors for the year 2016			
11	Consider and approve the evaluation report on duty performance of the members of senior management in 2016			
12	Consider and approve the Related Party Transaction Report for the year 2016			
SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAINED <sup>(Note 5)</sup>
13	Consider and approve the resolution regarding adjusting the statistical calibre of the issue mandate granted to the Board of Directors for the issuance of financial bonds			
14	Consider and approve each item of the resolutions regarding the non-public issuance of domestic preference shares of the Company			
14.01	Type and amount of the domestic preference shares for this issuance			
14.02	Duration			
14.03	Method of issuance			
14.04	Issue Target			
14.05	Nominal value and issue price			
14.06	Lock-up period			
14.07	Dividend distribution terms			
14.08	Terms of conditional redemption			
14.09	Terms of mandatory conversion			
14.10	Restrictions on voting rights			
14.11	Restoration of voting rights			
14.12	Order of distribution of residual assets and basis of liquidation			
14.13	Rating arrangement			
14.14	Guarantee			

SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAINED <sup>(Note 5)</sup>
14.15	Use of proceeds			
14.16	Transferability			
14.17	Compliance of latest regulatory requirements			
14.18	Effective period of the resolutions regarding this issuance of domestic preference shares			
14.19	Relationship between the domestic and offshore preference shares for this issuance			
14.20	Authorisation matters			
15	Consider and approve each item of the resolutions regarding the plan for the non-public issuance of offshore preference shares of the Company			
15.01	Type and amount of the offshore preference shares for this issuance			
15.02	Duration			
15.03	Method of issuance			
15.04	Issue Target			
15.05	Nominal value and issue price			
15.06	Lock-up period			
15.07	Dividend distribution terms			
15.08	Terms of conditional redemption			
15.09	Terms of mandatory conversion			
15.10	Restrictions on voting rights			
15.11	Restoration of voting rights			
15.12	Order of distribution of residual assets and basis of liquidation			
15.13	Rating arrangement			
15.14	Guarantee			
15.15	Use of proceeds			
15.16	Transferability			
15.17	Compliance of latest regulatory requirements			
15.18	Effective period of the resolutions regarding this issuance of offshore preference shares			
15.19	Relationship between the offshore and domestic preference shares for this issuance			
15.20	Authorisation matters			
ORDINARY RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAINED <sup>(Note 5)</sup>
16	Consider and approve the resolution on the related party transaction regarding non-public issuance of offshore preference shares by the Company to COSCO SHIPPING Financial Holdings Co., Limited			
17	Consider and approve the resolution regarding the share subscription agreement in relation to the conditional subscription of offshore preference shares entered into between the Company and COSCO SHIPPING Financial Holdings Co., Limited			
18	Consider and approve the resolution regarding the dilution of current return by the non-public issuance of preference shares and the remedial measures			
19	Consider and approve the resolution regarding the capital management plan of the Company for 2017 to 2019			
20	Consider and approve the resolution regarding the shareholders' return plan of the Company for 2017 to 2019			
21	Consider and approve the resolution regarding the report on the use of the proceeds raised in previous issuance by the Company			
SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAINED <sup>(Note 5)</sup>
22	Consider and approve the resolution regarding the general mandate to issue shares and/or deal with share options of the Company			
23	Consider and approve the resolution regarding the amendments to the "Articles of Association of China Merchants Bank Co., Ltd."			
24	Consider and approve the resolution regarding the "Rules of Procedures for Shareholders' General Meetings of China Merchants Bank Co., Ltd." and the "Rules of Procedures for Meetings of the Board of Directors of China Merchants Bank Co., Ltd."			

Date: \_\_\_\_\_ 2017 Signature<sup>(note 6)</sup>: \_\_\_\_\_

**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 need 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 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.
- For the method of submission of the proxy form for H Shareholders, please refer to the notice(s) for the annual general 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.
- The resolutions numbered 13, 14, 15, 22, 23 and 24 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 acceptable)