



# 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)

(H Share Stock Code: 03968)

(Preference Share Stock Code: 04614)

#### THE SECOND PROXY FORM APPLICABLE FOR THE 2017 ANNUAL GENERAL MEETING

Number of shares to which this Proxy Form relates <sup>(Note 3)</sup> H Shares	
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**Important: If the shareholders of the Company have not yet lodged the original proxy form for the 2017 Annual General Meeting (issued by the Company along with, among other things, the notice of the 2017 Annual General Meeting (the "2017 AGM" or the "Meeting") on 11 May 2018) (the "Original Proxy Form") with the Company or the Company's H Share Registrar, shareholders are requested to lodge only this Proxy Form (the "Second Proxy Form" or "Proxy Form"), and if the Original Proxy Form has already been lodged, then please note that:**

- (i) The Second Proxy Form lodged with the Company's H Share Registrar by the shareholder not less than 24 hours before the time appointed for the holding of the 2017 AGM will revoke and supersede the Original Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.
- (ii) If no Second Proxy Form is lodged with the Company's H Share Registrar by the shareholder, the Original Proxy Form lodged will remain valid and effective to the fullest extent applicable if correctly completed. The authorized proxy of the shareholder holding the Original Proxy Form will be entitled to vote at his/her discretion on considering and approving the proposal regarding the appointment of Mr. Li Menggang as an independent non-executive Director and considering and approving the proposal regarding the appointment of Mr. Liu Qiao as an independent non-executive Director which were not set out in the Original Proxy Form.

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" or "China Merchants Bank"): 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 2017 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 Wednesday, 27 June 2018 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 2017			
2.	Consider and approve the Work Report of the Board of Supervisors of the Company for the year 2017			
3.	Consider and approve the Annual Report of the Company for the year 2017 (including the Audited Financial Report)			
4.	Consider and approve the Audited Financial Statements of the Company for the year 2017			
5.	Consider and approve the proposal regarding the Profit Appropriation Plan for the year 2017 (including the distribution of final dividend)			
6.	Consider and approve the resolution regarding the Engagement of Accounting Firms and their Remuneration for the year 2018			
7.	Consider and approve the Assessment Report on the Duty Performance of the Board of Directors and its Members for the year 2017			
8.	Consider and approve the Assessment Report on the Duty Performance of the Board of Supervisors and its Members for the year 2017			
9.	Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of Independent Directors for the year 2017			
10.	Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of External Supervisors for the year 2017			
11.	Consider and approve the Assessment Report on the Duty Performance of the Senior Management and its Members for the year 2017			
12.	Consider and approve the Related Party Transaction Report for the year 2017			
13.	Consider and approve the Addition of Mr. Zhou Song as a Non-executive Director of the Company			

SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAINED <sup>(Note 5)</sup>
14.	Consider and approve the proposal regarding the amendments to the Articles of Association of China Merchants Bank Co., Ltd.			
15.	Consider and approve the proposal regarding the Issuance of Capital Bonds			
16.	Consider and approve the proposal regarding the General Mandate to issue Shares and/or deal with Share Options			
ORDINARY RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAINED <sup>(Note 5)</sup>
17.	Consider and approve the proposal in relation to the addition of Mr. Li Menggang as an independent non-executive Director			
18.	Consider and approve the proposal in relation to the addition of Mr. Liu Qiao as an independent non-executive Director			

Date: \_\_\_\_\_ 2018

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 initiated 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 proxy form 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 General 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 proxy form 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 14, 15 and 16 presented at the Meeting are special resolutions, and the passing of such resolutions shall be by more than two-thirds of the voting rights held by the shareholders (including proxies) with voting rights attending the Meeting.

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