



# 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 2014 ANNUAL GENERAL MEETING**

Number of shares to which this Proxy Form relates <sup>(Note 1)</sup> H Shares	
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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 2014 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 9:30 a.m. on Friday, 19 June 2015 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 2014			
2.	Consider and approve the Work Report of the Board of Supervisors of the Company for the year 2014			
3.	Consider and approve the Annual Report of the Company for the year 2014 (including the Audited Financial Report)			
4.	Consider and approve the Audited Financial Statements of the Company for the year 2014			
5.	Consider and approve the proposal regarding the Profit Appropriation Plan for the year 2014 (including the distribution of final dividend)			
6.	Consider and approve the resolution regarding the Appointment of Accounting Firm and its Remuneration for the year 2015			
7.	Consider and approve the Assessment Report on the Duty Performance of Directors for the year 2014			
8.	Consider and approve the Assessment Report on the Duty Performance of Supervisors for the year 2014			
9.	Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of Independent Directors for the year 2014			
10.	Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of External Supervisors for the year 2014			
11.	Consider and approve the Related Party Transaction Report for the year 2014			
SPECIAL RESOLUTIONS				
12.	Consider and approve the resolution regarding the extension of the validity period for the issuance of financial bonds			
13.	Consider and approve the resolution regarding the general mandate to issue new shares and/or deal with share options by China Merchants Bank Co., Ltd.			
ORDINARY RESOLUTION				
14.	Consider and approve the resolution regarding China Merchants Bank Co., Ltd.'s compliance with the conditions for the Private Placement of A Shares to designated places			
SPECIAL RESOLUTIONS				
15.	Consider and approve (by item) the resolutions regarding the Private Placement of A Shares by China Merchants Bank Co., Ltd. to designated places			
15.1	Class and nominal value of the shares to be issued			
15.2	Method and time of the issue			
15.3	Target of the issue and method of subscription			
15.4	Issue price and the basis for pricing			
15.5	Number and amount of the shares to be issued			
15.6	Lock-up period			
15.7	Place of listing			
15.8	Use of the proceeds raised			
15.9	Arrangement of undistributable profit of the Company prior to the Private Placement			
15.10	Effective period of the Shareholders' resolutions			
16.	Consider and approve the resolution regarding the 2015 First Phase Employee Stock Ownership Scheme (draft) of China Merchants Bank Co., Ltd. (by way of subscribing A shares in the Private Placement) and its summary			
17.	Consider and approve the resolution regarding the plan on the Private Placement of A Shares proposed by China Merchants Bank Co., Ltd.			

ORDINARY RESOLUTIONS				
18.	Consider and approve the resolution regarding the connected transaction relating to the Private Placement of A Shares by China Merchants Bank Co., Ltd.			
19.	Consider and approve the resolution regarding the feasibility report on the use of proceeds from the Private Placement of A Shares by China Merchants Bank Co., Ltd.			
20.	Consider and approve the resolution regarding the report of use of proceeds raised by China Merchants Bank Co., Ltd. from its previous fundraising activity			
SPECIAL RESOLUTION				
21.	Consider and approve the resolution regarding the general meeting of China Merchants Bank Co., Ltd. to confer full powers on the Board of Directors and the persons authorized by the Board of Directors to handle the matters relating to the Private Placement of A Shares			
ORDINARY RESOLUTIONS				
22.	Consider and approve the resolution regarding the termination by China Merchants Bank Co., Ltd. of its H Share Appreciation Rights Scheme			
23.	Consider and approve the resolution regarding the conditional share subscription agreement on private placement entered into between the Company and the placees relating to the Private Placement			
24.	Consider and approve the resolution regarding the adoption by China Merchants Bank Co., Ltd. of its shareholders' return plan for 2015 to 2017			
25.	Consider and approve the resolution regarding the adoption by China Merchants Bank Co., Ltd. of its capital management plan for 2015 to 2017			
26.	Consider and approve the resolution regarding the analysis on the dilution of current returns caused by the Private Placement of A Shares and its remedial measures			

Date: \_\_\_\_\_ 2015

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, 13, 15, 16, 17 and 21 presented at the Meeting are all 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)