

**China Merchants Bank Co., Ltd.**  
**(the “Company”)**

**Procedures for Nominating Candidate(s) for Director(s) or Non-employee Supervisor(s) by Shareholders**

- I. Nomination of candidate(s) for director(s) to the Board of Directors/Supervisor(s) to the Board of Supervisors by Shareholders who have Nomination Rights.
  1. When the current session of the Board of Directors and the Board of Supervisors of the Company propose a name list of members for the next session of the Board of Directors and a name list of non-employee supervisors for the next session of the Board of Supervisors respectively, shareholder(s) individually or jointly holding 3% or more of the total outstanding shares with voting rights of the Company (“**Shareholders who have Nomination Rights**”) may submit to the Board of Directors of the Company a nomination proposal regarding the candidate(s) for director(s) or, as the case may be, submit to the Board of Supervisors of the Company, a nomination proposal regarding the candidate(s) for supervisor(s), and shareholder(s) individually or jointly holding 1% or more of the total outstanding shares with voting rights of the Company (“**Shareholders who have Special Nomination Rights**”) may submit to the Board of Directors a nomination proposal regarding the candidate(s) for independent non-executive director(s) (who, together with the candidate(s) for director(s) nominated by Shareholders who have Nomination Rights, are collectively referred to as “**Candidate(s) for Director(s)**”) or, as the case may be, submit to the Board of Supervisors of the Company, a nomination proposal regarding the candidate(s) for external supervisor(s) (who, together with the candidate(s) for supervisor(s) nominated by Shareholders who have Nomination Rights, are collectively referred to as “**Candidate(s) for Supervisor(s)**”), provided that the number of persons nominated by the Shareholders who have Nomination Rights and the Shareholders who have Special Nomination Rights shall comply with the requirements of the Articles of Association and shall be no more than the number proposed to be elected. The same shareholder shall not nominate candidates for director and supervisor simultaneously and, before the expiration of the term of office of the candidate elected as director (supervisor), such shareholder shall not be entitled to nominate another candidate for supervisor (director).
  2. The nomination information submitted to each of the Board of Directors and the Board of Supervisors by the Shareholders who have Nomination Rights and the Shareholders who have Special Nomination Rights shall include the following:
    - (i) Written brief biographies regarding the Candidate(s) for Director(s) or Candidate(s) for Supervisor(s) (including the candidate’s occupation, academic qualification, title, detailed working experience and part-time jobs, etc.). Such written brief biographies shall include the relevant information required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the relevant authorities in China (if any);
    - (ii) The written confirmation letter from Shareholders who have Nomination Rights and/or the Shareholders who have Special Nomination Rights, confirming that each Candidate for Director or Candidate for Supervisor nominated by them has the qualification to be a director or supervisor as required under relevant laws and regulations such as the Company Law of the People’s Republic of China (the “**Company Law**”), the Articles of Association and the Listing Rules;
    - (iii) Where independent non-executive director(s) is/are included in the nomination proposal, each of the candidate(s) for independent non-executive director(s) shall produce the declaration made by the nominator of the independent non-executive director (to be signed by Shareholders who have Nomination Rights or Shareholders who have Special Nomination Rights (as the case may be) and the declaration made by the candidate for independent non-executive director (to be signed by the candidate for independent non-executive director) as required under the Listing Rules and other laws and regulations;

- (iv) Each of the Candidate(s) for Director and Candidate(s) for Supervisor named in the nomination proposal shall produce a written letter stating his/her consent to and acceptance of the nomination, and undertaking that his/her personal particulars provided to and publicly disclosed by the Company are true and complete in every aspect and that he/she will diligently perform the obligations of a director or supervisor upon election.
3. The qualifications and particulars of each Candidate for Director or Candidate for Supervisor nominated by Shareholders who have Nomination Rights and/or the Shareholders who have Special Nomination Rights will be preliminarily reviewed by the Nomination Committee under the Board of Directors and by the Nomination Committee under the Board of Supervisors of the Company respectively, and the candidate(s) deemed qualified will be submitted to the Board of Directors or the Board of Supervisors of the Company respectively for review and consideration. Subject to approval by the Board of Directors or the Board of Supervisors, the Candidate(s) for Director(s) or Candidate for Supervisor(s) will be proposed by way of written submission to shareholders' general meeting.
4. The Candidate(s) for Director(s) or Candidate(s) for Supervisor(s) will be voted one by one at shareholders' general meeting of the Company.
- II. To propose Candidate(s) for Director(s) or Candidate(s) for Supervisor(s) at shareholders' general meeting by Shareholders who have Nomination Rights
1. When the Company convenes shareholders' general meeting, Shareholders who have Nomination Rights may also make provisional proposals to the Board of Directors in relation to nomination of Candidate(s) for Director(s) or Candidate(s) for Supervisor(s).
2. For provisional proposal in relation to the nomination of Candidate(s) for Director(s) or Candidate(s) for Supervisor(s), Shareholders who have Nomination Rights shall deliver a written provisional proposal (the "**Provisional Proposal**") together with the required documents as set out in paragraph 3 below to the Board of Directors during the period commencing one day after the date of despatch of the notice of shareholders' general meeting but no later than any other time as determined from time to time in accordance with the Articles of Association or the Listing Rules. The Provisional Proposal shall clearly specify the name(s) of the Shareholder(s) who have Nomination Rights and the total number of shares of the Company held by him/her/them, and the name(s) of the Candidate(s) for Director(s) and/or Candidate(s) for Supervisor(s), and shall be signed by the Shareholders who have Nomination Rights (but not by the nominated candidate(s)). The Provisional Proposal together with the required documents set out in paragraph 3 below shall be delivered to the registered address of the Company at the Office of the Board on 49<sup>th</sup> Floor, China Merchants Bank Tower, No. 7088 Shennan Boulevard, Shenzhen, China.
3. The Provisional Proposal submitted to the Board of Directors by the Shareholders who have Nomination Rights shall include the contents contained in the nomination information provided in respect of the Candidate(s) for Director(s) and Candidate(s) for Supervisor(s) as set out in the preceding paragraph 2 in Part I.
4. According to the relevant requirements of the Company Law, the Articles of Association and the Listing Rules, the Board of Directors shall include the relevant nomination proposal into the agenda for shareholders' general meeting, and shall despatch supplemental notice(s) of shareholders' general meeting in accordance with relevant requirements of the Listing Rules, the Articles of Association and the Company Law.
5. The Candidate(s) for Director(s) or Candidate(s) for Supervisor(s) set out in the Provisional Proposal will be voted one by one at shareholders' general meeting of the Company.

Dated: 26 March 2012