



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 FOR THE 2018 ANNUAL GENERAL MEETING

Number of shares to which this Proxy Form relates ^(Note 1) H Shares	
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Important: If the shareholders of the Company have not yet lodged the original proxy form for the 2018 Annual General Meeting (issued by the Company along with, among other things, the notice of the 2018 Annual General Meeting on 10 May 2019) (the "Original Proxy Form") with 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 2018 Annual General Meeting 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 additional proposal(s) which were not set out in the Original Proxy Form.

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" or "China Merchants Bank"): 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 2018 Annual General Meeting (the "Meeting") to be held at the Conference Room, 5/F, China Merchants Bank Tower, No. 7088 Shennan Boulevard, Futian District, Shenzhen, Guangdong, the PRC at 9:00 a.m. on Thursday, 27 June 2019 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 ^(Note 5)	AGAINST ^(Note 5)	ABSTAINED ^(Note 5)
1.	Work Report of the Board of Directors for the year 2018;			
2.	Work Report of the Board of Supervisors for the year 2018;			
3.	Annual Report for the year 2018 (including the Audited Financial Report);			
4.	Audited Financial Statements for the year 2018;			
5.	Proposal regarding the Profit Appropriation Plan for the year 2018 (including the distribution of final dividend);			
6.	Resolution regarding the Engagement of Accounting Firms and their Remuneration for the year 2019;			
7.	Related Party Transaction Report for the year 2018;			
8.	Resolution regarding the Election of Members of the Eleventh Session of the Board of Directors of China Merchants Bank;			
8.01	Election of Mr. Li Jianhong as Non-executive Director of the Company;			
8.02	Election of Mr. Fu Gangfeng as Non-executive Director of the Company;			
8.03	Election of Mr. Zhou Song as Non-executive Director of the Company;			
8.04	Election of Mr. Hong Xiaoyuan as Non-executive Director of the Company;			
8.05	Election of Mr. Zhang Jian as Non-executive Director of the Company;			
8.06	Election of Ms. Su Min as Non-executive Director of the Company;			
8.07	Election of Mr. Luo Sheng as Non-executive Director of the Company;			
8.08	Election of Mr. Tian Huiyu as Executive Director of the Company;			
8.09	Election of Mr. Liu Jianjun as Executive Director of the Company;			
8.10	Election of Mr. Wang Liang as Executive Director of the Company;			
8.11	Election of Mr. Leung Kam Chung, Antony as Independent Non-executive Director of the Company;			
8.12	Election of Mr. Zhao Jun as Independent Non-executive Director of the Company;			

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAINED ^(Note 5)
8.13	Election of Mr. Wong See Hong as Independent Non-executive Director of the Company;			
8.14	Election of Mr. Li Menggang as Independent Non-executive Director of the Company;			
8.15	Election of Mr. Liu Qiao as Independent Non-executive Director of the Company;			
9.	Resolution regarding the Election of Shareholder Supervisors and External Supervisors for the Eleventh Session of the Board of Supervisors of China Merchants Bank;			
9.01	Election of Mr. Peng Bihong as Shareholder Supervisor of the Company;			
9.02	Election of Mr. Wu Heng as Shareholder Supervisor of the Company;			
9.03	Election of Mr. Wen Jianguo as Shareholder Supervisor of the Company;			
9.04	Election of Mr. Ding Huiping as external Supervisor of the Company;			
9.05	Election of Mr. Han Zirong as external Supervisor of the Company;			
SPECIAL RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAINED ^(Note 5)
10.	Proposal regarding the amendments to the Articles of Association of China Merchants Bank Co., Ltd.;			
11.	Proposal regarding the General Mandate to issue Shares and/or deal with Share Options;			
ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAINED ^(Note 5)
12.	Proposal regarding the Mid-term Capital Management Plan of China Merchants Bank (2019-2021);			
13.	Proposal regarding the Addition of Directors of the Eleventh Session of the Board of Directors and Supervisor of the Eleventh Session of the Board of Supervisors;			
13.01	Election of Mr. Sun Yunfei as Non-executive Director of the Company;			
13.02	Election of Mr. Wang Daxiong as Non-executive Director of the Company;			
13.03	Election of Mr. Tian Hongqi as Independent Non-executive Director of the Company;			
13.04	Election of Mr. Xu Zhengjun as external Supervisor of the Company;			
SPECIAL RESOLUTION		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAINED ^(Note 5)
14.	Proposal regarding the General Mandate to issue Write-down Undated Capital Bonds.			

Date: _____ 2019

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 initiated 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 on the resolutions 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 Meeting of the Company dated 10 May 2019.
- 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 shareholders 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 10, 11 and 14 presented at the Meeting are special resolutions, and such resolutions shall be approved by more than two-thirds of the total voting rights held by the shareholders (including proxies) with voting rights attending the Meeting. Other resolutions are ordinary resolutions, and such resolutions shall be approved by more than one-half of the total voting rights held by the shareholders (including proxies) with voting rights attending the Meeting.
- The resolutions numbered 9.05 and 9.06 of the Original Proxy Form are renumbered as 9.04 and 9.05 of this Proxy Form accordingly as the resolution numbered 9.04 of the Original Proxy Form has been cancelled.

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