



# 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: A Share 600036, H Share 03968)

### PROXY FORM FOR THE ANNUAL GENERAL MEETING FOR THE YEAR 2009

Number of shares to which this Proxy Form relates (Note 1)  
Domestic Shares/H Shares (Delete as appropriate)

I/We (Note 2): \_\_\_\_\_

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

ID No. \_\_\_\_\_

being the holder(s) of the shares of the Company: \_\_\_\_\_ Domestic Shares/ \_\_\_\_\_ H Shares,  
hereby appoint the Chairman of the meeting (Note 3) or \_\_\_\_\_

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

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

to act as my/our proxy to attend the Annual General Meeting for the year 2009 (the "Meeting") to be held at the Conference Room, 5/F, China Merchants Bank Tower, No. 7088 Shennan Boulevard, Shenzhen, China on Friday, 11 June 2010 at 9:00 a.m. or any adjournment thereof and to vote on my/our behalf for the resolutions as directed below. In the absence of any indication, the proxy may vote for or against or abstain from voting in the resolution at his/her own discretion (Note 4).

Ordinary Resolutions		For (Note 4)	Against (Note 4)	Abstained (Note 4)
1.	Consider and approve the work report of the Board of Directors for the year 2009;			
2.	Consider and approve the work report of the Board of Supervisors for the year 2009;			
3.	Consider and approve the annual report for the year 2009 (including the audited financial report);			
4.	Consider and approve the final financial report for the year 2009;			
5.	Consider and approve the proposed profit appropriations plan (including the distribution of final dividends) for the year 2009;			
6.	Consider and approve the resolution to appoint the accounting firms for the year 2010 and their remuneration;			
7.	Consider and approve the resolutions in relation to the Eighth Session of the Board of Directors:			
7.1	Consider and approve the re-appointment of Mr. Qin Xiao as non-executive director of the Company, with immediate effect, for a term of three years;			
7.2	Consider and approve the re-appointment of Mr. Wei Jiafu as non-executive director of the Company, with immediate effect, for a term of three years;			
7.3	Consider and approve the re-appointment of Mr. Fu Yuning as non-executive director of the Company, with immediate effect, for a term of three years;			
7.4	Consider and approve the re-appointment of Mr. Li Yinquan as non-executive director of the Company, with immediate effect, for a term of three years;			
7.5	Consider and approve the appointment of Mr. Fu Gangfeng as non-executive director of the Company for a term of three years from the date on which his qualification is approved by the China Banking Regulatory Commission;			
7.6	Consider and approve the re-appointment of Mr. Hong Xiaoyuan as non-executive director of the Company, with immediate effect, for a term of three years;			
7.7	Consider and approve the re-appointment of Ms. Sun Yueying as non-executive director of the Company, with immediate effect, for a term of three years;			
7.8	Consider and approve the re-appointment of Mr. Wang Daxiong as non-executive director of the Company, with immediate effect, for a term of three years;			

Ordinary Resolutions		For (Note 4)	Against (Note 4)	Abstained (Note 4)
	7.9 Consider and approve the re-appointment of Mr. Fu Junyuan as non-executive director of the Company, with immediate effect, for a term of three years;			
	7.10 Consider and approve the re-appointment of Mr. Ma Weihua as executive director of the Company, with immediate effect, for a term of three years;			
	7.11 Consider and approve the re-appointment of Mr. Zhang Guanghua as executive director of the Company, with immediate effect, for a term of three years;			
	7.12 Consider and approve the re-appointment of Mr. Li Hao as executive director of the Company, with immediate effect, for a term of three years;			
	7.13 Consider and approve the re-appointment of Mr. Wu Jiesi as independent non-executive director of the Company, with immediate effect, for a term of three years, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;			
	7.14 Consider and approve the re-appointment of Mr. Yi Xiqun as independent non-executive director of the Company, with immediate effect, for a term of three years;			
	7.15 Consider and approve the re-appointment of Ms. Yan Lan as independent non-executive director of the Company, with immediate effect, for a term of three years;			
	7.16 Consider and approve the re-appointment of Mr. Chow Kwong Fai, Edward as independent non-executive director of the Company, with immediate effect, for a term of three years, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;			
	7.17 Consider and approve the re-appointment of Mr. Liu Yongzhang as independent non-executive director of the Company, with immediate effect, for a term of three years, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;			
	7.18 Consider and approve the re-appointment of Ms. Liu Hongxia as independent non-executive director of the Company, with immediate effect, for a term of three years, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;			
8.	Consider and approve the resolutions in relation to the shareholder representative supervisors and external supervisors of the Eighth Session of the Board of Supervisors:			
	8.1 Consider and approve the re-appointment of Mr. Zhu Genlin as shareholder representative supervisor of the Company, with immediate effect, for a term of three years;			
	8.2 Consider and approve the appointment of Mr. Hu Xupeng as shareholder representative supervisor of the Company, with immediate effect, for a term of three years;			
	8.3 Consider and approve the appointment of Mr. Wen Jianguo as shareholder representative supervisor of the Company, with immediate effect, for a term of three years;			
	8.4 Consider and approve the re-appointment of Mr. Li Jiangning as shareholder representative supervisor of the Company, with immediate effect, for a term of three years;			
	8.5 Consider and approve the re-appointment of Mr. Shi Jiliang as external supervisor of the Company, with immediate effect, for a term of three years, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;			
	8.6 Consider and approve the re-appointment of Mr. Shao Ruiqing as external supervisor of the Company, with immediate effect, for a term of three years, except subject to adjustments pursuant to the requirements of the relevant applicable laws and regulations;			

Ordinary Resolutions		For (Note 4)	Against (Note 4)	Abstained (Note 4)
9.	Consider and approve the Mid-term Capital Management Plan for China Merchants Bank;			
10.	Consider and approve the assessment report on the duty performance of Directors for the year 2009;			
11.	Consider and approve the assessment report on the duty performance of Supervisors for the year 2009;			
12.	Consider and approve the duty performance and cross-evaluation reports of independent non-executive directors for the year 2009;			
13.	Consider and approve the duty performance and cross-evaluation reports of external supervisors for the year 2009;			
14.	Consider and approve the related party transaction report for the year 2009.			

Date: \_\_\_\_\_ 2010

Signature (Note 5): \_\_\_\_\_

*Notes:*

1. Please insert the number of shares registered in your name(s) which relates to this proxy form and delete as appropriate. If no number is inserted, this proxy form will be deemed to relate to all shares in the capital of the Company registered in your name(s).
2. Please insert full name(s) in BLOCK CAPITALS and address (must be the same as stated in the register of members).
3. If any proxy other than the Chairman is preferred, cross out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. 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.
4. ATTENTION: If you wish to vote "For" the resolution, please indicate with a "✓" in the appropriate space under "For". If you wish to vote "Against" the resolution, please indicate with a "✓" in the appropriate space under "Against". If you wish to vote "Abstained" the resolution, please indicate with a "✓" in the appropriate space under "Abstained". 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".
5. This form of proxy must be signed by you or your attorney duly authorized in writing. If the shareholder is a corporation, the proxy form must be either under its company seal or signed by its director(s) or the duly authorized attorney(s).
6. This proxy form together with the power of attorney or other authorisation document(s) or such documents which have been notarised must be lodged with the registered address of the Company at 49/F, China Merchants Bank Tower, No. 7088 Shennan Boulevard, Shenzhen, The People's Republic of China (for domestic shareholders) or the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shares shareholders) not less than 24 hours before the time appointed for holding the Meeting.
7. In the case of joint holders of any share, 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 share shall be accepted.
8. 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.

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