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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)

NOTICE OF THE 2014 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Board of Directors of **China Merchants Bank Co., Ltd.** (the “Company”) has decided to hold its 2014 Second Extraordinary General Meeting (the “Meeting”) by way of physical voting on Monday, 20 October 2014. The details of the Meeting are provided as follows:

I. CONVENING OF THE MEETING

(1) Time of the Meeting

The Meeting will commence at 9:30 a.m. on Monday, 20 October 2014.

(2) Venue of the Physical Meeting

The Meeting will be held at the Conference Room, 5/F, China Merchants Bank Tower, 7088 Shennan Boulevard, Shenzhen, the People's Republic of China.

(3) Convenor

The Board of Directors of the Company.

(4) Way of Conducting the Meeting

The Meeting will be conducted by way of physical voting.

(5) **Attendees**

(a) **Shareholders of the Company**

All Shareholders of the “China Merchants Bank” (600036) whose names appear on the register of members, kept by China Securities Depository and Clearing Corporation Limited, Shanghai Office, as at the close of A Share trading session on the Shanghai Stock Exchange as at 3:00 p.m. sharp on Monday, 13 October 2014;

All Shareholders of H Shares of “China Merchants Bank” (03968) whose names appeared on the register of members, kept by Computershare Hong Kong Investor Services Limited, as at Monday, 13 October 2014 (“Shareholders of H Shares”);

(b) The proxies authorized by the above Shareholders;

(c) The directors, supervisors, senior management of the Company;

(d) The intermediate agents engaged by the Company and the guests invited by the Board of Directors of the Company.

II. MATTERS TO BE CONSIDERED AND APPROVED AT THE MEETING

To consider and approve the following as ordinary resolutions (item by item):

ORDINARY RESOLUTIONS

- 1. Resolution on election of Mr. Li Xiaopeng as non-executive Director** *(note)*
- 2. Resolution on election of Mr. Antony Leung and Mr. Zhao Jun as independent non-executive Directors**
 - 2.1 Resolution on election of Mr. Antony Leung as independent non-executive Director** *(note)*
 - 2.2 Resolution on election of Mr. Zhao Jun as independent non-executive Director** *(note)*
- 3. Resolution on election of Mr. Jin Qingjun as external supervisor** *(note)*

The resolutions above must obtain more than half of the favourable votes from the Shareholders (or their proxies) attending the 2014 Second Extraordinary General Meeting with voting rights.

Note: For biographical details of the candidates for directors and supervisor, please refer to the circular dated 5 September 2014.

III. REGISTRATION OF THE PHYSICAL MEETING

(1) TIME AND MODE OF REPLY BY SHAREHOLDERS WHO INTEND TO ATTEND

Any Shareholders of H Shares intending to attend the Meeting in person or by proxies shall return the reply slip to the Company by mail or fax on or before Tuesday, 30 September 2014.

(2) SHAREHOLDERS OF H SHARES

(a) Closure of Register of Members of H Shares

In order to determine the Shareholders of H Shares who will be entitled to attend the Meeting, the Company will suspend registration of transfer of Shares from Saturday, 20 September 2014 to Monday, 20 October 2014 (both days inclusive).

In order to qualify to attend the Meeting, holders of H Shares of the Company whose transfer documents have not been registered must deposit the transfer documents accompanied by relevant share certificates to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 19 September 2014. Shareholders of H Shares whose names are recorded in the register of members of the Company on Monday, 13 October 2014 are entitled to attend the Meeting.

(b) Registration of Attendance

A qualified H Shareholder or Shareholder proxy entitled to attend the Meeting shall produce his/her ID card for registration. In case of corporate Shareholder, its legal representative or other authorised representative appointed by resolutions of its board of directors or its governing body can attend the Meeting. Such authorized representative shall produce for registration a copy of the resolutions of the board of directors or the governing body appointing him/her.

(c) Requirements for Proxies on Registration and Documents to be Provided when Voting

- (i) Any Shareholder of H Shares entitled to participate in and vote at the Meeting may appoint one or more persons as his/her proxy/proxies by writing to participate in and vote at the Meeting on his/her behalf. A proxy may not necessarily be a Shareholder of the Company.

- (ii) A Shareholder of H Shares shall appoint a proxy in writing. The Shareholder of H Shares or his/her proxy duly appointed by a written authorisation shall sign the proxy form in writing. If the Shareholder of H Shares is a legal person, the proxy form must be either under the common seal of the Shareholders of H Shares or signed by its director(s) or the duly authorized proxy(proxyes). If the proxy form is signed by the proxy appointed by the Shareholder of H Shares, the power of attorney authorising that proxy to sign or other authorisation document(s) shall be notarized.
- (iii) The proxy form, together with the power of attorney or other authorisation document(s) (if any) must be delivered by the Shareholder of H Shares to the H Share Registrar of the Company no later than 24 hours before the time designated for holding the Meeting or any adjournment thereof (as the case may be). The H Share Registrar of the Company is Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (iv) Completion and return of the proxy forms shall not preclude an H Share Shareholder from attending and voting in person at the Meeting with the documents listed in the above Item (b) "Registration of Attendance". If an H Share Shareholder attends and votes in person at the Meeting after he/she delegated a proxy, the delegation shall be deemed to have been terminated and the proxy form held by his/her proxy shall be deemed to be invalid.

IV. OTHER MATTERS

(1) Contact Details of the Company

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Shennan Boulevard, Shenzhen, The People's Republic of China
Postcode: 518040
Contact person: Feng Guannan, Pi Lei
Tel: (86 755) 8319 5832, 8319 5829
Fax: (86 755) 8319 5109

- (2) All Shareholders and proxies of the Shareholders attending the Meeting shall take care of their own transportation fee, accommodation and other related expenses.

- (3) As at the date of this notice, the executive directors of the Company are Tian Huiyu, Zhang Guanghua and Li Hao; the non-executive directors of the Company are Li Jianhong, Ma Zehua, Li Yinquan, Fu Gangfeng, Sun Yueying, Su Min, Fu Junyuan and Hong Xiaoyuan; and the independent non-executive directors of the Company are Xu Shanda, Wong Kwai Lam, Pan Chengwei, Pan Yingli, Guo Xuemeng and Xiao Yuhuai.

By order of the Board of Directors
China Merchants Bank Co., Ltd.

Li Jianhong

Chairman

5 September 2014