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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: 3968)

CHINA MERCHANTS BANK CO., LTD.

**ANNOUNCEMENT IN RESPECT OF THE RESOLUTION
PASSED AT THE 2009 FIRST EXTRAORDINARY GENERAL MEETING**

I. CONVENING AND ATTENDANCE OF THE MEETING

(1) Convening of the Meeting

According to the notice of extraordinary general meeting dated 12 January 2009 and the indicative announcement regarding the convening of the extraordinary general meeting dated 10 February 2009 of China Merchants Bank Co., Ltd. (the "Company"), the 2009 first extraordinary general meeting (the "Meeting") of the Company was held at the Conference Room, 5/F, China Merchants Bank Tower, No. 7088, Shennan Boulevard, Shenzhen, the PRC on 27 February 2009 and chaired by Qin Xiao, the Chairman of the Company.

(2) Attendance of the Meeting

The total number of shares of the Company entitling the holders thereof to attend and vote for or against at the Meeting was 14,707,192,337. A total of 50 shareholders and authorized proxies holding 5,602,069,252 shares, representing 38.09% of the total number of issued shares of the Company carrying voting rights, were present at the Meeting. Among those shareholders, 21 holders of A shares and authorized proxies holding 4,665,929,027 A shares, representing 38.74% of the total number of A shares of the Company, were present at the Meeting; 29 holders of H shares and authorized proxies holding 936,140,225 H shares, representing 35.17% of the total number of H shares of the Company, were present at the Meeting. None of the holders of the shares of the Company shall abstain from voting on the resolution tabled at the Meeting. In addition, there were no shares which entitle the shareholders of the Company to attend and vote only against the resolution at the Meeting. The Company was not aware of any parties indicating their intention to vote against the resolution proposed at the Meeting.

Some of the directors, supervisors and senior management of the Company attended the Meeting. The convening of the Meeting complied with the requirements of the Company Law of the People's Republic of China, the Articles of Association of China Merchants Bank Co., Ltd. and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

II. CONSIDERATION AND APPROVAL OF RESOLUTIONS

(I) Considered and approved as an ordinary resolution by way of poll the resolution regarding “the use of the Company’s own website for sending or supplying Corporate Communication(s) to shareholders of H Shares who met the conditions”:

That the Company may send or supply Corporate Communication(s) to its shareholders of H Shares in relation to whom the following conditions are met by making such Corporate Communication(s) available on the Company’s own website: (i) each holder of H Shares of the Company has been asked individually by the Company to agree that the Company may send or supply Corporate Communication(s) generally, or the Corporate Communication(s) in question, to him by means of the Company’s own website; and (ii) the Company has not received a response indicating objection from such holder of H Shares within the period of 28 days beginning with the date on which the Company’s request was sent. The shareholders of H Shares in relation to whom the aforesaid two conditions are met shall be taken to have agreed that the Company may send or supply Corporate Communication(s) to such shareholders by making such Corporate Communication(s) available on the Company’s own website.

(2) Monitoring the Vote-taking and the Poll Results

Two representatives from the Company’s shareholders and one supervisor, Jun He Law Office, Shenzhen Branch, the Company’s PRC legal adviser, and Computershare Hong Kong Investor Services Limited, the Company’s H share registrar were appointed as the scrutineers to monitor the vote-taking process and count the votes at the Meeting.

Shareholders (including authorized proxies) holding a total 5,602,069,252 Shares carrying voting rights were present at the Meeting.

The voting results of the Meeting are as follows:

Ordinary Resolution	For		Against		Abstained		Results
	Number of Shares	Ratio	Number of Shares	Ratio	Number of Shares	Ratio	
The resolution regarding “the use of the Company’s own website for sending or supplying Corporate Communication(s) to shareholders of H Shares who met the conditions”	5,601,860,488	99.9963%	208,264	0.0037%	500	0.0000%	Passed

More than 50% of the votes from the shareholders (including authorized proxies) attending the Meeting were cast in favour of the ordinary resolution.

For details of the aforesaid resolution, you may refer to the information regarding the Meeting as published on the respective websites of Shanghai Stock Exchange (www.sse.com.cn), the Stock Exchange of Hong Kong Limited (www.hkex.com.hk) and the Company (www.cmbchina.com) on 20 February 2009.

III. ATTESTATION BY LAWYER(S)

The Meeting was attested by Jun He Law Office, Shenzhen Branch which issued a legal opinion, certifying that the convening and procedures of the Meeting of the Company, the qualifications of the attendees and the voting procedures were in compliance with the relevant laws and regulations and the Articles of Association of the Company. The resolution passed at the Meeting was lawful and valid.

IV. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolution of the Meeting signed by the attended Directors and the minutes-taker;
2. Legal opinion issued by Jun He Law Office, Shenzhen Branch.

By order of the Board of Directors
China Merchants Bank Co., Ltd.
LAN Qi SENG SZE Ka Mee Natalia
Joint Company Secretaries

27 February 2009

As at the date of this announcement, the executive directors of the Company are Ma Weihua, Zhang Guanghua and Li Hao; the non-executive directors of the Company are Qin Xiao, Wei Jiafu, Fu Yuning, Li Yinquan, Hong Xiaoyuan, Ding An Hua Edward, Sun Yueying, Wang Daxiong and Fu Junyuan; and the independent non-executive directors of the Company are Wu Jiesi, Yan Lan, Yi Xiqun, Chow Kwong Fai, Edward, Liu Yongzhang and Liu Hongxia.