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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)

**ANNOUNCEMENT ON THE RESOLUTIONS PASSED
AT THE 28TH MEETING OF THE NINTH SESSION OF
THE BOARD OF DIRECTORS**

This announcement is made by China Merchants Bank Co., Ltd. (the “Company” or “China Merchants Bank”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Notice on the 28th Meeting of the Ninth Session of the Board of Directors of the Company was issued on 23 January 2015. The meeting was convened and voted by correspondence on 28 January 2015. All of the 18 directors eligible for voting voted at the meeting with 18 valid votes. The convening of the meeting is in compliance with the relevant provisions of the Company Law and the Articles of Association of the Company.

The following proposals were considered and passed at the meeting:

I. Proposal on “Change of Members of Specialized Committees under the Ninth Session of the Board of Directors of China Merchants Bank” was considered and passed. As resolved at the meeting, composition of members of specialized committees under the Ninth Session of the Board of Directors is as follows:

1. The Strategy Committee of the Board of Directors

Chairman: Li Jianhong; Members: Ma Zehua, Li Xiaopeng, Tian Huiyu, Su Min, Fu Junyuan.

2. The Nomination Committee of the Board of Directors

Chairman: Leung Kam Chung, Antony; Members: Li Jianhong, Tian Huiyu, Pan Chengwei, Pan Yingli.

3. The Remuneration and Appraisal Committee of the Board of Directors

Chairman: Wong Kwai Lam; Members: Li Yinquan, Fu Junyuan, Leung Kam Chung, Antony, Pan Yingli.

4. The Risk and Capital Management Committee of the Board of Directors

Chairman: Hong Xiaoyuan; Members: Zhang Guanghua, Sun Yueying, Su Min, Leung Kam Chung, Antony, Zhao Jun.

5. The Audit Committee of the Board of Directors

Chairman: Guo Xuemeng; Members: Sun Yueying, Fu Gangfeng, Wong Kwai Lam, Pan Chengwei.

6. The Related-Party Transactions Control Committee of the Board of Directors

Chairman: Pan Chengwei; Members: Li Hao, Fu Gangfeng, Guo Xuemeng, Zhao Jun.

For: 18

Against: 0

Abstained: 0

II. Proposal on “The Implementation Measures on the Preparatory Works for and Procurement of the Execution of Decisions Made at the Meetings of the Board of Directors of China Merchants Bank and its Specialized Committees” was considered and passed.

For: 18

Against: 0

Abstained: 0

The Board of Directors of
China Merchants Bank Co., Ltd.

28 January 2015

As at the date of this announcement, 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 Xiaopeng, Li Yinquan, Fu Gangfeng, Sun Yueying, Su Min, Fu Junyuan and Hong Xiaoyuan; and the independent non-executive directors of the Company are Wong Kwai Lam, Leung Kam Chung, Antony, Pan Chengwei, Pan Yingli, Guo Xuemeng and Zhao Jun.