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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 REGARDING RESOLUTIONS AT THE
2015 FIRST EXTRAORDINARY GENERAL MEETING AND THE SECOND
CLASS MEETING OF THE SHAREHOLDERS OF H SHARES FOR 2015**

On 25 September 2015, the Company held in sequence the Extraordinary General Meeting, A Shareholders Class Meeting and the H Shareholders Class Meeting. Given that the resolution resolved at the H Shareholders Class Meeting did not meet with the requirement for special resolution at the Class Meetings “by having more than two-third of the votes from shareholders (including authorized proxies) who attended the Class Meeting voted in favour, such resolution was therefore not passed. Apart of this, the other resolutions were duly passed.

According to the Notices Regarding the 2015 First Extraordinary General Meeting and the Second Class Meeting of the Shareholders of H Shares for 2015 dated 11 August 2015, and the Supplementary Notice Regarding the 2015 First Extraordinary General Meeting and the Second Class Meeting of the Shareholders of H Shares for 2015 dated 10 September 2015 (collectively, the “**Meetings Notice**”) of China Merchants Bank Co., Ltd. (the “**Company**”), the 2015 First Extraordinary General Meeting (the “**Extraordinary General Meeting**”), the Second Class Meeting of the Shareholders of A Shares for 2015 (the “**A Shareholders Class Meeting**”) and the Second Class Meeting of the Shareholders of H Shares for 2015 (the “**H Shareholders Class Meeting**”) (collectively, the “**Meetings**”) of the Company were held in sequence at the Conference Room, 5/F, China Merchants Bank Tower, No. 7088 Shennan Boulevard, Shenzhen, the PRC from 2:45 p.m. on 25 September 2015. Mr. Li Jianhong, the Chairman of the Board of Directors, presided over and acted as the chairman of the Meetings.

For details of the resolutions considered at the Meetings, please refer to the Meetings Notice and the Circular dated 10 September 2015 of the Company, which could be downloaded from the Company’s website (www.cmbchina.com) and the website of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) (www.hkex.com.hk). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those adopted in the Circular.

As at the shareholding record date of the Meetings (i.e. 18 September 2015), the total number of issued shares of the Company was 25,219,845,601 shares, of which 20,628,944,429 shares were A shares and 4,590,901,172 shares were H shares, which were shares entitling its holders to attend and vote on the resolutions proposed at the aforementioned meetings.

Shareholders Attending the Extraordinary General Meeting and their shareholdings:

1.	Number of shareholders and proxies attending the Extraordinary General Meeting	99
	Of which: Number of A shareholders and proxies	80
	Number of H shareholders and proxies	19
2.	Total number of voting shares held by shareholders and proxies attending the Extraordinary General Meeting	14,234,483,901
	Of which: Total number of the shares held by A shareholders and proxies	12,329,590,811
	Total number of the shares held by H shareholders and proxies	1,904,893,090
3.	Percentage of the total number of voting shares of the Company held by shareholders and proxies attending the Extraordinary General Meeting (%)	56.4416%
	Of which: Percentage of the total number of voting shares of the Company held by A shareholders and proxies	48.8884%
	Percentage of the total number of voting shares of the Company held by H shareholders and proxies	7.5532%

Shareholders attending the H Shareholders Class Meeting and their shareholdings:

1.	Number of H Shares entitling the holders thereof to attend and vote at the H Shareholders Class Meeting	4,590,901,172
2.	Number of H shareholders and proxies attending the H Shareholders Class Meeting	14
3.	Total number of voting shares held by H shareholders and proxies attending the H Shareholders Class Meeting (shares)	1,903,831,189
4.	Percentage of the total number of voting shares of the Company held by H shareholders and proxies attending the the H Shareholders Class Meeting (%)	41.4697%

Among the 16 existing directors of the Company, 11 attended the Meetings, while non-executive directors Mr. Ma Zehua, Mr. Li Xiaopeng, Mr. Li Yinquan and Ms. Su Min and independent non-executive director Ms. Pan Yingli were unable to attend the Meetings due to business engagements; among the 8 existing supervisors of the Company, 5 attended the Meetings, while shareholder supervisor Mr. Liu Zhengxi, external supervisor Mr. Dong Xiande and employee supervisor Ms. Huang Dan were unable to attend the Meetings due to business engagements; the Secretary of the Board of Directors of the Company attended the Meetings, while several senior management members were also present at the Meetings.

The convening of the Meetings and the manner of voting were in compliance with the requirements of the Company Law of the PRC, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and the Articles of Association of China Merchants Bank Co., Ltd.

So far as the Company is aware, none of the Shareholders is materially interested in the Connected Issue and none of the Connected Participants is a shareholder of the Company, and, as such, no H Shareholder is required to abstain from voting in respect of the resolutions (including the adjustment on the Connected Issue) proposed at the Extraordinary General Meeting and the H Shareholders Class Meeting in accordance with the Hong Kong Listing Rules. The Company was not aware of any parties indicating their intention to vote against any resolutions proposed at the Meetings. None of our shareholders was entitled to attend and shall abstain from voting in favour of any resolution at the Meetings as set out in Rule 13.40 of the Hong Kong Listing Rules.

Representatives from the Company's shareholders and representatives from the supervisors, lawyers of Beijing Jun He Law Offices Shenzhen Office 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 Meetings.

The voting results of the Extraordinary General Meeting on all resolutions are as follows:

No.	ORDINARY RESOLUTION	Number of Shares (%)			Voting Results
		For	Against	Abstained	
1.	To consider and approve the resolution regarding the appointment of Mr. Zhang Feng as non-executive Director	14,053,643,397 98.7296%	178,775,012 1.2559%	2,065,492 0.0145%	Passed
SPECIAL RESOLUTION					
2.	To consider and approve the resolution regarding the 2015 First Phase Employee Stock Ownership Scheme (Revised Version) of China Merchants Bank Co., Ltd. (by way of subscribing A shares in Private Placement) and its summary	13,434,731,304 94.3816%	798,314,160 5.6083%	1,438,437 0.0101%	Passed
ORDINARY RESOLUTIONS					
3.	To consider and approve the resolution regarding the revision of the Connected Issue relating to the Private Placement of A Shares by China Merchants Bank Co., Ltd.	13,448,182,135 94.4761%	784,863,329 5.5138%	1,438,437 0.0101%	Passed
4.	To consider and approve the resolution regarding the appointment of Mr. Zhu Liwei, Eric as non-executive Director	14,046,096,621 98.6765%	185,529,414 1.3034%	2,857,866 0.0201%	Passed
5.	To consider and approve the resolution regarding the appointment of Mr. Fu Junyuan as shareholder Supervisor	14,192,266,316 99.7034%	39,473,719 0.2773%	2,743,866 0.0193%	Passed

The voting results of the H Shareholders Class Meeting on the resolution are as follows:

No.	SPECIAL RESOLUTION	Number of Shares (%)			Voting Results
		For	Against	Abstained	
1.	To consider and approve the resolution regarding the 2015 First Phase Employee Stock Ownership Scheme (Revised Version) of China Merchants Bank Co., Ltd. (by way of subscribing A shares in Private Placement) and its summary	1,107,607,064 58.1778%	796,221,488 41.8221%	2,637 0.0001%	Not passed

For the above resolutions, resolution no. 2 at the Extraordinary General Meeting and resolution at the H Shareholders Class Meeting were special resolutions. Each of these resolutions need to be cast in favour of and passed by more than two-third of the votes from the shareholders (including authorized proxies) attending the Meetings, of which resolution no.2 at the Extraordinary General Meeting was passed. As to the resolution at the H Shareholders Class Meeting regarding the 2015 First Phase Employee Stock Ownership Scheme (Revised Version) of China Merchants Bank Co., Ltd. (by way of subscribing A shares in Private Placement) and its summary, and given the percentage of the shares voted in favour of such resolution obtained from H share shareholders (including authorized proxies) accounted for 58.1778% of the H share shareholders who attended the H Shareholders Class Meeting, the resolution was not passed as it did not meet the requirement for special resolution at the Class Meeting by having more than two-third of the votes from shareholders (including authorized proxies) who attended the Class Meetings voted in favour. Each of the other ordinary resolutions was cast in favour of and passed by more than 50% of the votes from the shareholders (including authorized proxies) attending the Meetings.

The qualification of Mr. Zhang Feng and Mr. Zhu Liwei, Eric for serving as a director is subject to approval by the banking regulatory authorities of China and their appointment shall be effective from the date of approval by the banking regulatory authorities of China. The Company will make a further announcement.

Mr. Fu Junyuan shall serve as a Shareholder Supervisor of the Ninth Session of the Board of Supervisors of the Company from the date of passing the resolution at the Meetings until the expiry of the term of the Ninth Session of the Board of Supervisors.

ATTESTATION BY LAWYER

The Meetings were attested by Beijing Jun He Law Offices Shenzhen Office which issued a written legal opinion, certifying that the convening and procedures of the Meetings of the Company, the qualifications of the attendees and the voting procedures were in compliance with the relevant laws, administrative regulations and rules such as the Company Law and the Rules of General Meetings and the relevant requirements of the Articles of Association. The voting results of the Meetings were lawful and valid.

By Order of the Board of Directors
China Merchants Bank Co., Ltd.
Li Jianhong
Chairman

25 September 2015

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