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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 IN RESPECT OF THE RESOLUTIONS PASSED AT THE 2014 SECOND EXTRAORDINARY GENERAL MEETING CHANGES OF DIRECTORS AND SUPERVISOR**

According to the Notice of 2014 Second Extraordinary General Meeting dated 5 September 2014 of China Merchants Bank Co., Ltd. (the "Company"), the 2014 Second Extraordinary General Meeting of the Company (the "General Meeting", the "Meeting") was held at the Conference Room, 5/F, China Merchants Bank Tower, No. 7088 Shennan Boulevard, Shenzhen, the PRC on 20 October 2014 at 9:30 a.m. Mr. Li Jianhong, the Chairman of the Board of Directors, presided over and acted as the chairman of the Meeting.

For details about the resolutions considered at the General Meeting, please refer to the Notice and the Circular of the General Meeting of the Company dated 5 September 2014, which could be downloaded from the Company's website ([www.cmbchina.com](http://www.cmbchina.com)) and the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those adopted in the Circular.

On the record date (being 13 October 2014) in respect of the Meeting, the total number of the issued shares of the Company was 25,219,845,601 shares, which was the total number of shares entitling the holders thereof to attend and vote on the resolutions proposed at the Meeting.

<b>Number of shareholders and proxies attending the Meeting</b>	101
Of which: Number of A shareholders and proxies	90
Number of H shareholders and proxies	11
<b>Total number of voting shares held by shareholders and proxies attending the Meeting</b>	14,129,239,254
Of which: Total number of the shares held by A shareholders and proxies	11,932,333,613
Total number of the shares held by H shareholders and proxies	2,196,905,641

<b>Percentage of the total number of voting shares of the Company held by shareholders and proxies attending the Meeting (%)</b>	56.0243%
Of which: Percentage of the total number of voting shares of the Company held by A shareholders and proxies	47.3133%
Percentage of the total number of voting shares of the Company held by H shareholders and proxies	8.7110%

All existing 17 directors of the Company attended the Meeting; among the 9 existing supervisors of the Company, 8 attended the Meeting, while Mr. Peng Zhijian was unable to attend the Meeting due to business engagements; the Secretary of the Board of Directors attended the Meeting, while several senior management members were also present at the Meeting.

The convening of the Meeting 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.

The total number of shares of the Company entitling the holders thereof to attend and vote for or against or abstain from voting in respect of all ordinary resolutions at the Meeting was 25,219,845,601 shares. None of the shareholders of the Company was required to abstain from voting on the resolutions tabled at the Meeting. The Company was not aware of any parties indicating their intention to vote against any resolutions proposed at the Meeting. None of our shareholders was entitled to attend and shall abstain from voting in favour of any resolution 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, Computershare Hong Kong Investor Services Limited, the Company’s H share registrar, and SSE InfoNet Co., Ltd. were appointed as the scrutineers to monitor the votetaking process and count the votes at the Meeting.

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

No.	Ordinary Resolutions	Number of Shares (%)			Voting Results
		For	Against	Abstained	
1	The Resolution regarding the election of Mr. Li Xiaopeng as a Non-executive Director	13,950,393,296 (98.7342%)	172,481,923 (1.2207%)	6,364,035 (0.0451%)	Passed
2	The Resolution regarding the election of Mr. Liang Jinsong and Mr. Zhao Jun as Independent Non-executive Directors				
	2.1 The Resolution regarding the election of Mr. Liang Jinsong as an Independent Non-executive Director	14,123,518,681 (99.9595%)	2,686,092 (0.0190%)	3,034,481 (0.0215%)	Passed
	2.2 The Resolution regarding the election of Mr. Zhao Jun as an Independent Non-executive Director	14,123,485,601 (99.9593%)	2,703,024 (0.0191%)	3,050,629 (0.0216%)	Passed
3	The Resolution regarding the election of Mr. Jin Qingjun as an external Supervisor	14,113,718,814 (99.8902%)	12,335,893 (0.0873%)	3,184,547 (0.0225%)	Passed

Each of the above ordinary resolutions was cast in favour of and passed by more than 50% of the votes from the shareholders (including authorized proxies) attending the Meeting.

## CHANGES OF DIRECTORS

The qualifications of Mr. Li Xiaopeng as Non-executive Director of the Company, and Mr. Liang Jinsong and Mr. Zhao Jun as Independent Non-executive Directors of the Company are subject to approval by the Shenzhen Office of China Banking Regulatory Commission (“CBRC Shenzhen Office”) and their appointments shall be effective from the date of approval by the CBRC Shenzhen Office. The Company will make a further announcement.

## CHANGE OF SUPERVISOR

Mr. Jin Qingjun serves as an External Supervisor of the ninth session of the Board of Supervisors of the Company from 20 October 2014 until the expiry of the term of the ninth session of the Board of Supervisors. Meanwhile, the resignation of Mr. Peng Zhijian as an external Supervisor of the Company has taken effect from 20 October 2014. Please refer to the announcement of the Company dated 29 August 2014 for the biographical details of Mr. Jin Qingjun.

## **ATTESTATION BY LAWYER**

The Meeting was attested by Beijing Jun He Law Offices Shenzhen Office which issued a written 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. The voting results of the Meeting were lawful and valid.

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

20 October 2014

*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 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.*