

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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 2014 ANNUAL GENERAL  
MEETING AND THE FIRST CLASS MEETING OF THE  
SHAREHOLDERS OF H SHARES FOR 2015**

According to the Notice regarding the 2014 Annual General Meeting and the First Class Meeting of the Shareholders of H Shares for 2015 dated 30 April 2015 (the “**Meetings Notice**”) of China Merchants Bank Co., Ltd. (the “**Company**”), the 2014 Annual General Meeting (the “**2014 Annual General Meeting**”), the First Class Meeting of the Shareholders of A Shares for 2015 (the “**A Shareholders Class Meeting**”) and the First 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 9:30 a.m. on 19 June 2015. Mr. Zhang Guanghua, the Vice Chairman of the Board of Directors, presided over and acted as the chairman of the Meetings.

For details about the resolutions considered at the Meetings, please refer to the Meetings Notice and the Circular dated 20 May 2015 of the Company, 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 (the “**Hong Kong Stock Exchange**”) ([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.

As at the shareholding record date of the Meetings (i.e. 12 June 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 2014 Annual General Meeting and their shareholdings:**

1.	Number of shareholders and proxies attending the 2014 Annual General Meeting	252
	Of which: Number of A shareholders and proxies	235
	Number of H shareholders and proxies	17
2.	Total number of voting shares held by shareholders and proxies attending the 2014 Annual General Meeting	13,621,884,260
	Of which: Total number of the shares held by A shareholders and proxies	11,247,967,596
	Total number of the shares held by H shareholders and proxies	2,373,916,664
3.	Percentage of the total number of voting shares of the Company held by shareholders and proxies attending the 2014 Annual General Meeting (%)	54.0126%
	Of which: Percentage of the total number of voting shares of the Company held by A shareholders and proxies	44.5997%
	Percentage of the total number of voting shares of the Company held by H shareholders and proxies	9.4129%

**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)	2,373,686,885
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 (%)	51.7042%

Among the 18 existing directors of the Company, 14 attended the Meetings, while non-executive directors Mr. Li Jianhong, Mr. Ma Zehua, Mr. Li Xiaopeng, and Mr. Li Yinquan were unable to attend the Meetings due to business engagements; among the 9 existing supervisors of the Company, 6 attended the Meetings, while shareholder supervisors Mr. Zhu Genlin, Mr. An Luming and employee supervisor Mr. Xiong Kai were unable to attend the Meetings due to business engagements; the Secretary of the Board of Directors 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 Connected Issue) proposed at the Annual 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 at the Meetings 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 and Computershare Hong Kong Investor Services Limited, the Company's H share registrar were appointed as the scrutineers to monitor the votetaking process and count the votes at the Meetings.

**The voting results of the 2014 Annual General Meeting on all resolutions are as follows:**

No.	ORDINARY RESOLUTIONS	Number of Shares (%)			Voting Results
		For	Against	Abstained	
1.	Consider and approve the Work Report of the Board of Directors of the Company for the year 2014	13,612,453,344 99.9308%	165,289 0.0012%	9,265,627 0.0680%	Passed
2.	Consider and approve the Work Report of the Board of Supervisors of the Company for the year 2014	13,612,383,218 99.9303%	234,589 0.0017%	9,266,453 0.0680%	Passed
3.	Consider and approve the Annual Report of the Company for the year 2014 (including the Audited Financial Report)	13,612,452,518 99.9308%	165,289 0.0012%	9,266,453 0.0680%	Passed
4.	Consider and approve the Audited Financial Statements of the Company for the year 2014	13,612,452,518 99.9308%	165,289 0.0012%	9,266,453 0.0680%	Passed
5.	Consider and approve the proposal regarding the Profit Appropriation Plan for the year 2014 (including the distribution of final dividend)	13,613,010,139 99.9349%	188,958 0.0014%	8,685,163 0.0637%	Passed
6.	Consider and approve the resolution regarding the Appointment of Accounting Firm and its Remuneration for the year 2015	13,602,570,936 99.8582%	10,627,335 0.078 %	8,685,989 0.0638%	Passed
7.	Consider and approve the Assessment Report on the Duty Performance of Directors for the year 2014	13,612,450,482 99.9307%	165,289 0.0012%	9,268,489 0.0681%	Passed
8.	Consider and approve the Assessment Report on the Duty Performance of Supervisors for the year 2014	13,612,450,482 99.9307%	165,289 0.0012%	9,268,489 0.0681%	Passed

No.	ORDINARY RESOLUTIONS	Number of Shares (%)			Voting Results
		For	Against	Abstained	
9.	Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of Independent Directors for the year 2014	13,612,450,365 99.9307%	165,406 0.0012%	9,268,489 0.0681%	Passed
10.	Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of External Supervisors for the year 2014	13,612,450,482 99.9307%	165,289 0.0012%	9,268,489 0.0681%	Passed
11.	Consider and approve the Related Party Transaction Report for the year 2014	13,612,451,618 99.9308%	166,189 0.0012%	9,266,453 0.0680%	Passed
<b>SPECIAL RESOLUTIONS</b>					
12.	Consider and approve the resolution regarding the extension of the validity period for the issuance of financial bonds	13,540,934,097 99.4057%	72,264,174 0.5305%	8,685,989 0.0638%	Passed
13.	Consider and approve the resolution regarding the general mandate to issue new shares and/or deal with share options by China Merchants Bank Co., Ltd.	11,542,466,109 84.7347%	2,070,738,469 15.2016%	8,679,682 0.0637%	Passed
<b>ORDINARY RESOLUTION</b>					
14.	Consider and approve the resolution regarding China Merchants Bank Co., Ltd.'s compliance with the conditions for the Private Placement of A Shares to designated places	13,608,710,766 99.9033%	365,348 0.0027%	12,808,146 0.0940%	Passed
<b>SPECIAL RESOLUTIONS</b>					
15.	Consider and approve (by item) the resolutions regarding the Private Placement of A Shares by China Merchants Bank Co., Ltd. to designated places				
15.1	Class and nominal value of the shares to be issued	13,613,721,772 99.9401%	493,896 0.0036%	7,668,592 0.0563%	Passed
15.2	Method and time of the issue	13,613,721,772 99.9401%	493,896 0.0036%	7,668,592 0.0563%	Passed
15.3	Target of the issue and method of subscription	13,617,941,619 99.9711%	397,513 0.0029%	3,545,128 0.0260%	Passed

No.	SPECIAL RESOLUTIONS	Number of Shares (%)			Voting Results
		For	Against	Abstained	
15.4	Issue price and the basis for pricing	13,617,743,667 99.9696%	595,465 0.0044%	3,545,128 0.0260%	Passed
15.5	Number and amount of the shares to be issued	13,617,840,736 99.9703%	498,396 0.0037%	3,545,128 0.0260%	Passed
15.6	Lock-up period	13,617,283,867 99.9662%	1,055,265 0.0077%	3,545,128 0.0261%	Passed
15.7	Place of listing	13,617,941,736 99.9711%	397,396 0.0029%	3,545,128 0.0260%	Passed
15.8	Use of the proceeds raised	13,617,941,736 99.9711%	397,396 0.0029%	3,545,128 0.0260%	Passed
15.9	Arrangement of undistributable profit of the Company prior to the Private Placement	13,617,941,736 99.9711%	397,396 0.0029%	3,545,128 0.0260%	Passed
15.10	Effective period of the Shareholders' resolutions	13,617,943,772 99.9711%	397,396 0.0029%	3,543,092 0.0260%	Passed
16.	Consider and approve the resolution regarding the 2015 First Phase Employee Stock Ownership Scheme (draft) of China Merchants Bank Co., Ltd. (by way of subscribing A shares in the Private Placement) and its summary	13,589,632,589 99.7632%	23,409,584 0.1719%	8,842,087 0.0649%	Passed
17.	Consider and approve the resolution regarding the plan on the Private Placement of A Shares proposed by China Merchants Bank Co., Ltd.	13,617,841,494 99.9703%	492,541 0.0036%	3,550,225 0.0261%	Passed
<b>ORDINARY RESOLUTIONS</b>					
18.	Consider and approve the resolution regarding the connected transaction relating to the Private Placement of A Shares by China Merchants Bank Co., Ltd.	13,617,940,458 99.9710%	391,541 0.0029%	3,552,261 0.0261%	Passed
19.	Consider and approve the resolution regarding the feasibility report on the use of proceeds from the Private Placement of A Shares by China Merchants Bank Co., Ltd.	13,612,744,722 99.9329%	391,089 0.0029%	8,748,449 0.0642%	Passed

No.	ORDINARY RESOLUTIONS	Number of Shares (%)			Voting Results
		For	Against	Abstained	
20.	Consider and approve the resolution regarding the report of use of proceeds raised by China Merchants Bank Co., Ltd. from its previous fundraising activity	13,612,745,605 99.9329%	390,206 0.0029%	8,748,449 0.0642%	Passed

No.	SPECIAL RESOLUTION	Number of Shares (%)			Voting Results
		For	Against	Abstained	
21.	Consider and approve the resolution regarding the general meeting of China Merchants Bank Co., Ltd. to confer full powers on the Board of Directors and the persons authorized by the Board of Directors to handle the matters relating to the Private Placement of A Shares	13,612,744,153 99.9329%	391,658 0.0029%	8,748,449 0.0642%	Passed

ORDINARY RESOLUTIONS					
22.	Consider and approve the resolution regarding the termination by China Merchants Bank Co., Ltd. of its H Share Appreciation Rights Scheme	13,605,880,153 99.8825%	391,658 0.0029%	15,612,449 0.1146%	Passed
23.	Consider and approve the resolution regarding the conditional share subscription agreement on private placement entered into between the Company and the placees relating to the Private Placement	13,612,643,153 99.9322%	492,658 0.0036%	8,748,449 0.0642%	Passed
24.	Consider and approve the resolution regarding the adoption by China Merchants Bank Co., Ltd. of its shareholders' return plan for 2015 to 2017	13,612,807,022 99.9334%	328,789 0.0024%	8,748,449 0.0642%	Passed
25.	Consider and approve the resolution regarding the adoption by China Merchants Bank Co., Ltd. of its capital management plan for 2015 to 2017	13,612,806,522 99.9334%	329,289 0.0024%	8,748,449 0.0642%	Passed
26.	Consider and approve the resolution regarding the analysis on the dilution of current returns caused by the Private Placement of A Shares and its remedial measures	13,612,744,153 99.9329%	391,658 0.0029%	8,748,449 0.0642%	Passed

**The voting results of the H Shareholders Class Meeting on all resolutions are as follows:**

No.	SPECIAL RESOLUTIONS	Number of Shares (%)			Voting Results
		For	Against	Abstained	
1.	Consider and approve (by item) the resolutions regarding the Private Placement of A Shares by China Merchants Bank Co., Ltd. to designated places				
1.1	Class and nominal value of the shares to be issued	2,373,686,885 100.000000%	0 0.000000%	0 0.000000%	Passed
1.2	Method and time of the issue	2,373,686,885 100.000000%	0 0.000000%	0 0.000000%	Passed
1.3	Target of the issue and method of subscription	2,373,686,885 100.000000%	0 0.000000%	0 0.000000%	Passed
1.4	Issue price and the basis for pricing	2,373,631,849 99.997681%	53,000 0.002233%	2,036 0.000086%	Passed
1.5	Number and amount of the shares to be issued	2,373,468,349 99.990793%	216,500 0.009121%	2,036 0.000086%	Passed
1.6	Lock-up period	2,373,468,349 99.990793%	216,500 0.009121%	2,036 0.000086%	Passed
1.7	Place of listing	2,373,521,349 99.993026%	163,500 0.006888%	2,036 0.000086%	Passed
1.8	Use of the proceeds raised	2,373,521,349 99.993026%	163,500 0.006888%	2,036 0.000086%	Passed
1.9	Arrangement of undistributable profit of the Company prior to the Private Placement	2,373,521,349 99.993026%	163,500 0.006888%	2,036 0.000086%	Passed
1.10	Effective period of the Shareholders' resolutions	2,373,523,385 99.993112%	163,500 0.006888%	0 0.000000%	Passed
2.	Consider and approve the resolution regarding the plan on the Private Placement of A Shares proposed by China Merchants Bank Co., Ltd.	2,373,470,385 99.990879%	216,500 0.009121%	0 0.000000%	Passed
3.	Consider and approve the resolution regarding the general meeting of China Merchants Bank Co., Ltd. to confer full powers on the Board of Directors and the persons authorized by the Board of Directors to handle the matters relating to the Private Placement of A Shares	2,373,523,385 99.993112%	163,500 0.006888%	0 0.000000%	Passed

For the above resolutions, resolutions nos. 12, 13, 15, 16, 17 and 21 at the 2014 Annual General Meeting and resolutions at the H Shareholders Class Meeting were special resolutions. Each of these resolutions was cast in favour of and passed by more than two-third of the votes from the shareholders (including authorized proxies) attending the Meetings; the other resolutions were ordinary resolutions. Each of these resolutions were cast in favour of and passed by more than 50% of the votes from the shareholders (including authorized proxies) attending the Meetings.

#### **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 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*

19 June 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 Leung Kam Chung, Antony, Wong Kwai Lam, Pan Chengwei, Pan Yingli, Guo Xuemeng and Zhao Jun.*