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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 19TH MEETING OF THE NINTH SESSION OF  
THE BOARD OF DIRECTORS**

This announcement is made by China Merchants Bank Co., Ltd. (hereinafter referred to as 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 (the “Hong Kong Listing Rules”).

Notice on the 19th Meeting of the Ninth Session of the Board of Directors (the “Board”) of the Company was issued on 4 July 2014. The meeting was held onsite on 10 July 2014. 17 directors were eligible to attend the meeting and 14 directors attended the meeting in person. Mr. Zhang Guanghua (Vice Chairman of the Company), Mr. Ma Zehua (Director of the Company) and Mr. Wong Kwai Lam (Independent Non-executive Director of the Company) appointed Mr. Tian Huiyu (Director of the Company), Ms. Sun Yueying (Director of the Company) and Mr. Pan Chengwei (Independent Non-executive Director of the Company) as their proxies to vote on their behalf respectively. 16 votes in total were valid (Mr. Fu Yuning did not vote due to his resignation at the meeting). 7 supervisors of the Company were present at the meeting. The convening of the meeting complied with the relevant provisions of the Company Law and the Articles of Association of the Company.

The following resolutions were considered and passed at the meeting:

**1. The Resolution regarding the Election of Mr. Li Jianhong as the Chairman of China Merchants Bank was considered and passed**

Mr. Fu Yuning resigned as the Company’s Director and Chairman due to work arrangement. Mr. Li Jianhong was elected as Chairman of the Ninth Session of the Board of Directors of the Company. The qualifications of Mr. Li Jianhong as Chairman is subject to approval by the relevant regulatory authorities of China’s banking industry.

For: 16                      Against: 0                      Abstained: 0

## **2. The Resolution on the Commendation on Mr. Fu Yuning was considered and passed**

The Board would like to extend its commendation to Mr. Fu Yuning, as a Director of China Merchants Bank since March 1999 and the Chairman of China Merchants Bank since October 2010, for his outstanding contributions to the rapid and healthy development of the Company in the past 15 years, and in particular, the recent four years, as well as to the conscientious scientific decisions of the Board with his profound knowledge, extensive experience and great vision.

The past 15 years marked an important historical development period for China Merchants Bank, and Mr. Fu Yuning has proactively participated in or led the formulation of development strategies during each development stage over this period. In particular, since taking up his post as the Chairman of the Company, he adhered to the guiding principles of “balanced development among efficiency, quality and scale”, and promoted the strategic and operational transformation of China Merchants Bank in a continuous and profound manner. Mr. Fu Yuning proposed the concept of “smart growth”, emphasized on “continuous enhancement of capital efficiency, operating efficiency and management efficiency”, and continually strengthened the core competitiveness and innovation capability of the Company, thereby leading China Merchants Bank to advance on the track of healthy and sustainable development.

Under the leadership of the Board led by Chairman Fu Yuning, the Company has continued to implement its explicit development strategies and sound management concepts in recent years. Despite the changing external environment, the Company has managed to overcome all kinds of challenges to achieve good operating results. It is evidenced by steady growth in assets and profits, the philosophy of prudent operation at all levels within our Company, the enhancement of our brand influence and extensive recognitions from all walks of life. Apart from reporting satisfactory operating results, the Company has also implemented a series of significant operation and management reforms and capital market operations, including smoothly completing the transition of senior management, successfully completing two A+H rights issues, and adopting the advanced capital measurement methods. As such, the Company has further enhanced its management competency and made capital replenishment in a timely manner, thus laying solid foundation for the healthy, efficient and sustainable development of the Company in the years ahead.

Today, China Merchants Bank has grown into a bank group with total assets exceeding RMB4.4 trillion and total shareholders’ equity of over RMB280 billion, with a nationwide network in China and presence in overseas markets. China Merchants Bank is also a licensed operator of various financial services including financial leasing, fund management, life insurance and overseas investment banking, and has become one of the best commercial banks with the most influential brand name in China. What’s more, China Merchants Bank is ranked among the Global Top 500 Companies and the world’s top 50 banks. Mr. Fu Yuning has made important contributions to these remarkable achievements.

On this occasion of Mr. Fu Yuning’s resigning his position as Chairman of China Merchants Bank, the Board would like to extend its special commendation to Mr. Fu Yuning for his brilliant contributions to China Merchants Bank in the past 15 years, especially the past 4 years when he assumed the role of Chairman of the Company.

For: 16

Against: 0

Abstained: 0

**3. The Resolution on Change of Members of the Strategy Committee and Nomination Committee was considered and passed**

Mr. Fu Yuning resigned as the chairman of the strategy committee and a member of the nomination committee of China Merchants Bank due to his work arrangement, and Mr. Li Jianhong was appointed as the chairman of the strategy committee and a member of the nomination committee of China Merchants Bank at the meeting.

For: 16                  Against: 0                  Abstained: 0

**4. The Resolution on Appointment of Mr. Li Xiaopeng as a Non-executive Director of China Merchants Bank was considered and passed**

The resolution on appointment of Mr. Li Xiaopeng as a Non-executive Director of the Ninth Session of the Board of Directors of China Merchants Bank was passed at the meeting. This resolution will be submitted to the shareholders' general meeting of China Merchants Bank for consideration. After this resolution has been considered and passed at the shareholders' general meeting, the qualifications of Mr. Li Xiaopeng as a Non-executive Director will be submitted to the relevant regulatory authorities of China's banking industry for approval.

**Biographies of Mr. Li Xiaopeng:**

Mr. Li Xiaopeng, aged 55, obtained his Ph.D. in finance from Wuhan University, and holds a Ph.D. in economics. He is a senior economist. Mr. Li is currently the president and director of the China Merchants Group. He is also concurrently acting as vice chairman of China Urban Financial Society and vice chairman of China Rural Financial Society. He previously served in several positions, including deputy head of Henan Branch of Industrial and Commercial Bank of China (ICBC, a company listed on the Hong Kong Stock Exchange and Shanghai Stock Exchange), general manager of the banking department of the head office of ICBC, head of ICBC Sichuan Branch, vice president of China Huarong Asset Management Corporation, assistant to the president of ICBC and head of ICBC Beijing Branch, vice president of ICBC, vice president and executive director of ICBC, and chairman of the board of supervisors of China Investment Corporation. He also served concurrently as chairman of ICBC International Holdings Ltd., chairman of ICBC Financial Leasing Co., Ltd., and chairman of ICBC Credit Suisse Asset Management Co., Ltd..

Pursuant to the Articles of Association of the Company, the Directors serve for a term of three years for each session. If Mr. Li is appointed as the Company's Director, his qualification shall be subject to approval by relevant regulatory authorities of China's banking industry, and his appointment shall be effective from the date of approval by the relevant regulatory authorities of China's banking industry until the expiry of the term of the Ninth Session of the Board of Directors of the Company. If Mr. Li is appointed as the Company's non-executive Director, he will not receive any director's remuneration. Save as disclosed above, Mr. Li has not held any director or supervisor position in any other listed public companies, nor has any other major appointment or qualification during the last three years. Save as disclosed above, Mr. Li does not have any relationship with any other Directors, Supervisors or senior management or substantial shareholders of the Company, nor does he have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In addition, there is no other information in relation to Mr. Li which is discloseable pursuant to the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, nor is he involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

For: 16                  Against: 0                  Abstained: 0

By Order of the Board  
**China Merchants Bank Co., Ltd.**  
**Xu Shiqing   Seng Sze Ka Mee Natalia**  
*Joint Company Secretaries*

10 July 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, Hong Xiaoyuan, Sun Yueying and Fu Junyuan; and the independent non-executive directors of the Company are Xu Shanda, Wong Kwai Lam, Pan Chengwei, Pan Yingli, Guo Xuemeng and Xiao Yuhuai.*