



招商銀行

CHINA MERCHANTS BANK

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: A Share 600036, H Share 3968)

NOTICE OF 2009 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that China Merchants Bank Co., Ltd. (the “Company”) has decided to hold its 2009 first extraordinary general meeting (the “Meeting”) by way of physical meeting on Friday, 27 February 2009. Details of the Meeting are as follows:

I. CONVENING OF THE MEETING

(1) Time of the Meeting

9:00 a.m. on Friday, 27 February 2009. The Meeting is expected to be concluded within half a day.

(2) Venue of the Meeting

Conference Room, 5/F, China Merchants Bank Tower, No. 7088 Shennan Boulevard, Shenzhen, The People's Republic of China.

(3) Convenor

Board of Directors of the Company.

(4) Way of conducting the Meeting

By way of voting at physical meeting.

(5) Attendees

1. All shareholders of the “China Merchants Bank” (600036) whose names appear on the register of members, kept by China Securities Depository and Clearing Corporation Limited, Shanghai Office, as at the close of A Share trading session of the Shanghai Stock Exchange as at 3:00 p.m. on Friday, 23 January 2009 (hereinafter called “domestic shareholders”);
2. All shareholders of H shares of “China Merchants Bank” (3968) whose names appear on the register of members, kept by Computershare Hong Kong Investor Services Limited, as at Friday, 27 February 2009 (hereinafter called “shareholders of H Shares”);
3. the proxies authorized by the above shareholders;

4. the directors, supervisors, senior management of the Company; and
5. the intermediate agents engaged by the Company.

II. MATTERS TO BE CONSIDERED AND APPROVED AT THE MEETING

Resolution regarding “the use of the Company’s own website for sending or supplying Corporate Communication(s) to shareholders of H Shares who met the conditions” will be considered as an ordinary resolution in the Meeting:

THAT the Company may send or supply Corporate Communication(s) to its shareholders of H Shares in relation to whom the following conditions are met by making such Corporate Communication(s) available on the Company’s own website be and is hereby approved: (i) each holder of H Shares of the Company has been asked individually by the Company to agree that the Company may send or supply Corporate Communication(s) generally, or the Corporate Communication(s) in question, to him by means of the Company’s own website; and (ii) the Company has not received a response indicating objection from such holder of H Shares within the period of 28 days beginning with the date on which the Company’s request was sent. The shareholders of H Shares in relation to whom the aforesaid two conditions are met shall be taken to have agreed that the Company may send or supply Corporate Communication(s) to such shareholders by making such Corporate Communication(s) available on the Company’s own website.

“Corporate Communication(s)” means any document(s) issued or to be issued by the Company for the information or action of holders of any of the Company’s securities, including but not limited to: (a) the directors’ report, its annual accounts together with a copy of the auditor’s report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form.

III. REGISTRATION OF THE MEETING

(1) Domestic Shareholders

1. Registration of attendance

(1) Reply slip

Any shareholders intending to attend the Meeting in person or by proxies shall return the reply slip together with the requisite documents to the Company by courier, mail or fax on or before Friday, 6 February 2009.

(2) Registration of attendance

Any corporate domestic shareholders entitled to attend the Meeting shall produce for registration a copy of its business license with official seal, stock account card of entity shareholder, evidence of shareholding, a duly signed power of attorney and the ID card of the representative; an individual domestic shareholder shall produce for registration the stock account card, evidence of shareholding and his/her ID card.

2. *Time of registration*

The registration period for the domestic shareholders attending the Meeting shall be from Wednesday, 18 February 2009 to Friday, 20 February 2009.

3. *Requirements for proxies on registration and documents to be provided when voting*

- (1) Any shareholder entitled to attend and vote at the Meeting may appoint one or more persons as his/her proxy/proxies to attend and vote at the Meeting on his/her behalf. A proxy need not be a member of the Company.
- (2) A domestic shareholder shall appoint a proxy in writing. The domestic shareholder or his/her attorney duly appointed by a written authorisation shall sign the proxy form in writing. If the domestic shareholder is a legal person, the proxy form shall be signed by its legal representative with the official seal of the domestic shareholder. If the proxy form is signed by the attorney appointed by the domestic shareholder, the power of attorney authorising that attorney to sign or other authorisation document(s) shall be notarized.
- (3) To be valid, the proxy form, together with the power of attorney or other authorisation document(s) (if any) must be delivered to the Company not less than 24 hours before the time designated for holding the Meeting or any adjournment thereof (as the case may be).

(2) Shareholders of H Shares

1. *Closure of Register of Members of H Shares*

In order to determine the shareholders list of H shares who will be entitled to attend the Meeting, the Company will close its share register and suspend registration of transfer of shares from Saturday, 24 January 2009 to Friday, 27 February 2009 (both days inclusive).

In order to qualify to attend the Meeting, holders of H Shares of the Company whose transfers have not been registered should deposit the transfer documents accompanied by the relevant share certificates at the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Friday, 23 January 2009.

2. *Registration of attendance*

(1) *Reply slip*

Any shareholder of H Shares intending to attend the Meeting in person or by his/her proxy/proxies shall return the reply slip together with the requisite documents to the Company by courier, mail or fax on or before Friday, 6 February 2009.

(2) *Registration of attendance*

Any shareholder of H Shares entitled to attend the Meeting shall produce for registration his/her ID card. In case of corporate shareholder, its legal representative or the authorised representative appointed by resolutions of its board of directors or its governing body can attend the Meeting. Such authorised representative shall produce for registration a copy of the resolutions of the board of directors or the governing body appointing him/her.

3. *Requirements for proxies on registration and documents to be provided when voting*

- (1) Any shareholder of H Shares entitled to attend and vote at the Meeting may appoint one or more persons as his/her proxy/proxies to attend and vote at the Meeting on his/her behalf. A proxy needs not be a member of the Company.
- (2) A shareholder of H Shares shall appoint a proxy in writing. The shareholder of H Shares or his/her attorney duly appointed by a written authorisation shall sign the proxy form in writing. If the shareholder of H Shares is a legal person, the proxy form shall be signed by its legal representative with the common seal of the shareholder of H Shares. If the proxy form is signed by the attorney appointed by the shareholder of H Shares, the power of attorney authorising that attorney to sign or other authorisation document(s) shall be notarized.
- (3) To be valid, the proxy form, together with the power of attorney or other authorisation document(s) (if any) must be delivered by the shareholder of H Shares to the H Share Registrar of the Company not less than 24 hours before the time designated for holding the Meeting or any adjournment thereof (as the case may be). Completing and return of the proxy form will not preclude the shareholder of H Shares from attending and voting at the Meeting. The H Share Registrar of the Company is Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

IV. OTHER MATTERS

1. Contact details of the Company

Contact Address:	49/F, China Merchants Bank Tower, No. 7088 Shennan Boulevard, Shenzhen, The People's Republic of China
Postcode:	518040
Contact Person:	Chen Yuxiao, Feng Guannan, Li Lei
Contact Telephone:	(86 755) 83195882, 83195832, 83077266
Contact Fax:	(86 755) 83195109

2. The Meeting is expected to be concluded within half a day. All shareholders and proxies of the shareholders are responsible for their own transportation fee, accommodation and other related expenses.

3. As at the date of this notice, the executive directors of the Company are Ma Weihua, Zhang Guanghua and Li Hao; the non-executive directors of the Company are Qin Xiao, Wei Jiafu, Fu Yuning, Li Yinquan, Hong Xiaoyuan, Ding An Hua Edward, Sun Yueying, Wang Daxiong and Fu Junyuan; and the independent non-executive directors of the Company are Wu Jiesi, Yan Lan, Yi Xiqun, Chow Kwong Fai, Edward, Liu Yongzhang and Liu Hongxia.

Yours faithfully,
By order of the Board of Directors of
China Merchants Bank Co., Ltd.
Qin Xiao
Chairman

12 January 2009