



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: 3968)

SUPPLEMENTARY NOTICE OF 2007 ANNUAL GENERAL MEETING

Reference is made to the Notice of Annual General Meeting published by China Merchants Bank Co., Ltd. (the "Company") on 13 May 2008, the annual general meeting of the Company for the year 2007 (the "AGM") will be held at 9:00 a.m on 27 June 2008 (Friday) at the Conference Room, 5/F, China Merchants Bank Tower, No. 7088 Shennan Boulevard, Shenzhen, the People's Republic of China ("PRC").

The board of directors of the Company (the "Board") has received a written request from China Merchants Steam Navigation Co., Ltd., which currently holds approximately 12.11% of the issued share capital of the Company, suggesting that it being a shareholder of the Company holding more than 3% of the shares carrying the voting right, shall have the right of making a provisional proposal in accordance with the Articles of Association of the Company, to require the Board to submit additional resolutions to the forthcoming AGM for consideration and approval by the shareholders of the Company.

The Board considers that the additional resolutions proposed by China Merchants Steam Navigation Co., Ltd. fall within the duties of the general meeting of the Company and the format and procedure for the proposed submission to the AGM is in accordance with the "Companies Law of PRC", "Regulations of the General Meeting of Listed Companies" and "the Articles and Association of China Merchants Bank Co., Ltd.". As such, the Board agrees to submit the additional resolutions to the forthcoming AGM for consideration and approval by the shareholders of the Company.

SUPPLEMENTARY NOTICE OF 2007 ANNUAL GENERAL MEETING

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the AGM will be held to consider, and if thinks fit, to approve the following new resolutions being proposed in addition to those described in the Notice of AGM dated 13 May 2008 issued by the Company previously as ordinary and special resolutions of the Company:

As Ordinary Resolution

To consider and, if thought fit, approve the following resolution as ordinary resolution:

1. **“THAT:**

- (1) the proposals for the acquisition of 53.12% shareholdings in Wing Lung Bank, Limited, including the subsequent possible General Offer (the “Acquisition”) (details of which are described in the announcement of the Company on 2 June 2008 and the circular issued by the Company on 12 June 2008); and
- (2) the Board of the Company and its authorized person be authorized to do all such things in relation to the Acquisition in accordance with the requirements of PRC and Hong Kong regulatory authorities, including but not limited to, reporting, executing, implementing and amending all necessary agreements, application for approval and/or to do all such things for the purpose of effecting or otherwise in connection with the Acquisition or any matter incidental thereto.”

As Special Resolution

To consider and, if thought fit, approve the following resolution as special resolution:

2. **“THAT:**

- (1) the Company be authorized to issue subordinated bond in the PRC in the principal amount of not more than RMB30 billion (or the equivalent amount of foreign currencies) in the domestic and/or overseas markets to replenish the capital base of the Company. In the event that the subordinated bond is issued in both domestic and overseas market, the aggregate principal value for the issue of the subordinated bond in the overseas market shall not exceed RMB10 billion;

SUPPLEMENTARY NOTICE OF 2007 ANNUAL GENERAL MEETING

- (2) Proposal in relation to the issue of subordinated bond in the domestic market:
- (i) Principal amount: not exceeding RMB30 billion
 - (ii) Maturity: 5 years or more
 - (iii) Interest rate: to be determined by the Board of the Company and its authorized person (authorised by the AGM) according to the market interest rate, the mode of issue and the actual market conditions at the time of issue
 - (iv) Target subscribers: institutional investors in the PRC's inter-bank bond market
 - (v) Use of proceeds from fund raising: to replenish the capital base of the Company
 - (vi) Validity period of the resolution passed relating to the issue of subordinated bond in the domestic market: for a period from the approval date of AGM to 31 December 2009
 - (vii) Authorization: submit proposal to the AGM to authorise the Board of the Company and its authorized person to do or cease to do all such things relating to the issue of the subordinated bond in domestic markets (including but not limited to determine and finalise the terms and conditions of the issue of subordinated bonds) and to make amendments to such issue proposal as permitted by the relevant regulatory authorities. Such authorization shall be valid for a period from the approval date of AGM to 31 December 2009.

SUPPLEMENTARY NOTICE OF 2007 ANNUAL GENERAL MEETING

- (3) For the issue of subordinated bond in the overseas market, proposal will be submitted to the Board of the Company and its authorized person to determine and enact the issue proposal and to do or cease to do all such things relating to such issue based on the actual need of the Company and the overseas market conditions. Such authorization shall be valid for a period from the approval date of AGM to 31 December 2009.”

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

12 June 2008

Notes:

1. A circular, which includes, among other things, the details of the terms of the Acquisition, the General Offer and the issue of the subordinated bond, is despatched to the shareholders of the Company on the same date of this supplementary notice.
2. Enclosed herewith this supplementary notice is the supplementary proxy form in respect of the abovementioned resolutions.
3. Save for the addition of the new resolutions mentioned above, all the other aspects of the AGM shall remain unchanged. As for the details with respect of the other resolutions to be approved on the AGM, the qualifying procedures to attend the meeting, the registration procedures, appointment of proxy and other related matters, please refer to the Notice of AGM dated 13 May 2008 of the Company.

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 Yunning, 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.