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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 REGARDING THE RESOLUTION PASSED  
AT THE TWENTY-THIRD MEETING OF  
THE EIGHTH SESSION OF THE BOARD OF DIRECTORS**

This announcement is made pursuant to the requirements of Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The 23rd Meeting of the Eighth Session of the Board of Directors of China Merchants Bank Co., Ltd. (the "Company") was held by way of written resolution on 7 December 2011. 17 out of 17 eligible Directors voted 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 "Resolution on the Change of Member of the Nomination Committee and the Remuneration and Appraisal Committee under the Board of Directors" (《關於董事會提名委員會及薪酬與考核委員會成員變更的議案》) was considered and passed at the meeting, pursuant to which Ms. Pan Yingli has been agreed to be appointed as a member of the Nomination Committee and the Remuneration and Appraisal Committee under the Board of Directors. There was no change in other members of the Nomination Committee and the Remuneration and Appraisal Committee under the Board of Directors.

Voting results: voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

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

7 December 2011

*As at the date of this announcement, the executive directors of the Company are Ma Weihua, Zhang Guanghua and Li Hao; the non-executive directors of the Company are Fu Yuning, Wei Jiafu, Li Yinquan, Fu Gangfeng, Hong Xiaoyuan, Sun Yueying, Wang Daxiong and Fu Junyuan; and the independent non-executive directors of the Company are Yi Xiqun, Wong Kwai Lam, Yan Lan, Chow Kwong Fai, Edward, Pan Yingli and Liu Hongxia.*