
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Merchants Bank Co., Ltd.**, you should hand this supplemental circular together with the proxy form for the Annual General Meeting and the reply slips issued by the Company on 29 April 2014 to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

**THE SUPPLEMENTAL CIRCULAR
TO THE CIRCULAR TO SHAREHOLDERS DATED 29 APRIL 2014
THE "RESOLUTION ON APPOINTMENT OF
A CANDIDATE FOR NON-EXECUTIVE DIRECTOR"
AND
SUPPLEMENTAL NOTICE OF
THE 2013 ANNUAL GENERAL MEETING**

This supplemental circular should be read in conjunction with the circular of the Company dated 29 April 2014.

A notice of the Annual General Meeting to be held at the Conference Room, 5/F, China Merchants Bank Tower, 7088 Shennan Boulevard, Shenzhen, the PRC, at 9:00 a.m. on Monday, 30 June 2014 is set out in the First Circular. A supplemental notice of the Annual General Meeting dated 13 June 2014 is set out on pages 5 to 6 of this supplemental circular.

The additional resolution will be presented at the Annual General Meeting, the details of which are set out in the supplemental circular. Second proxy form for the Annual General Meeting which contains the additional resolutions to be proposed at the Annual General Meeting are enclosed herewith and also published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). The second proxy form for the Annual General Meeting enclosed herewith shall supersede the proxy form for the Annual General Meeting enclosed in the First Circular. Shareholders who intend to appoint a proxy to attend the Annual General Meeting shall complete the enclosed second proxy form(s) for the Annual General Meeting in accordance with the instructions printed thereon and return the same not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the second proxy form(s) for the Annual General Meeting will not preclude you from attending the Annual General Meeting and voting in person if you so wish.

13 June 2014

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DEFINITIONS

Unless the context requires otherwise, all terms and expressions in the supplemental circular and the First Circular shall have the same meanings. In addition, in this supplemental circular, unless the context requires otherwise, the following terms and expressions shall have the following meanings:

“Company” or “CMB”	China Merchants Bank Co., Ltd. (招商銀行股份有限公司), a joint stock limited company incorporated under the laws of the PRC, the H Shares of which are listed on the Hong Kong Stock Exchange and the A Shares of which are listed on the Shanghai Stock Exchange
“Annual General Meeting” or “2013 Annual General Meeting”	the 2013 Annual General Meeting to be convened by the Company at the Conference Room, 5/F, China Merchants Bank Tower, 7088 Shennan Boulevard, Shenzhen, the PRC at 9:00 a.m. on Monday, 30 June 2014 to consider and, if thought fit, approve, among other matters, the matters referred to in the First Circular and this supplemental circular
“First Circular”	the circular issued by the Company to its Shareholders on 29 April 2014
“Latest Practicable Date”	6 June 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining information for inclusion herein
“CBRC Shenzhen Office”	China Banking Regulatory Commission, Shenzhen office
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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: 03968)

Executive Directors:

Tian Huiyu
Zhang Guanghua
Li Hao

Registered address:

China Merchants Bank Tower
No. 7088 Shennan Boulevard
Shenzhen 518040 the PRC

Non-executive Directors:

Fu Yuning
Ma Zehua
Li Yinquan
Fu Gangfeng
Hong Xiaoyuan
Sun Yueying
Fu Junyuan

Principal place of business

in Hong Kong:
21st Floor, Bank of America Tower
12 Harcourt Road
Hong Kong

Independent Non-executive Directors:

Xu Shanda
Wong Kwai Lam
Pan Chengwei
Pan Yingli
Guo Xuemeng
Xiao Yuhuai

13 June 2014

To the Shareholders

Dear Sirs,

**THE SUPPLEMENTAL CIRCULAR
TO THE CIRCULAR TO SHAREHOLDERS DATED 29 APRIL 2014
THE “RESOLUTION ON APPOINTMENT OF
A CANDIDATE FOR NON-EXECUTIVE DIRECTOR”
AND
SUPPLEMENTAL NOTICE OF
THE 2013 ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the notice of the 2013 Annual General Meeting published by the Company on 29 April 2014. The 2013 Annual General Meeting will be held at the Conference Room, 5/F, China Merchants Bank Tower, 7088 Shennan Boulevard, Shenzhen, the PRC, at 9:00 a.m. on Monday, 30 June 2014. This supplemental circular should be read in conjunction with the First Circular.

LETTER FROM THE BOARD

Given that Mr. Xiong Xianliang, the Non-executive Director of the Company, had submitted a letter of resignation to the Board of Directors of the Company, Shenzhen Yan Qing Investment and Development Company Limited and Shenzhen Chu Yuan Investment and Development Company Limited, being shareholders holding in aggregate more than 3% of the total number of the issued shares carrying voting rights of the Company, submitted the “Resolution on Appointment of a Candidate for Non-executive Director” to the Board of Directors of the Company, proposing to appoint Mr. Li Jianhong as the candidate for the non-executive Director of the Ninth Session of the Board of Directors of the Company, and proposed the Board of Directors of the Company to table such resolution for consideration and approval at the Annual General Meeting.

Pursuant to the relevant requirements of the “Articles of Association of China Merchants Bank Co., Ltd.” and the “Rules of Procedures for Annual General Meetings of China Merchants Bank Co., Ltd.”, the Board of Directors of the Company shall table such resolution as an ordinary resolution (i.e. “Consider and approve the Resolution regarding the Election of Mr. Li Jianhong as the Non-executive Director”) for consideration and approval at the Annual General Meeting.

Other than the inclusion of the abovementioned additional resolution, the venue, date and time for convening the Annual General Meeting of the Company, and the date of its shareholding registration shall remain unchanged.

2. THE “RESOLUTION ON APPOINTMENT OF A CANDIDATE FOR NON-EXECUTIVE DIRECTOR”

Given that Mr. Xiong Xianliang, the Non-executive Director of the Company, had submitted a letter of resignation to the Board of Directors of the Company, Shenzhen Yan Qing Investment and Development Company Limited and Shenzhen Chu Yuan Investment and Development Company Limited, being shareholders holding in aggregate more than 3% of the total number of the issued shares carrying voting rights of the Company, proposed Mr. Li Jianhong to be the candidate for the non-executive Director of the Ninth Session of the Board of Directors of the Company in accordance with the requirements of the existing Articles of Association of the Company.

The biography of Mr. Li Jianhong is as follows:

Mr. Li Jianhong, aged 58, is the President and Director of China Merchants Group Limited. He is also serving as Chairman of China Merchants Holdings (International) Co., Ltd.(a company listed on the Hong Kong Stock Exchange), Chairman of China Merchants Energy Shipping Co., Ltd.(a company listed on the Shanghai Stock Exchange), Chairman of China International Marine Containers (Group) Ltd.(a company listed on the Hong Kong Stock Exchange and the Shenzhen Stock Exchange), and Chairman of China Merchants Huajian Highway Investment Co.,Ltd. Mr. Li is a Senior Economist with a MBA degree granted by University of East London, England and a master degree in Economy & Management granted by Jilin University. His previous positions at China Ocean Shipping (Group) Company (COSCO) include Managing Director of Nantong Shipyard, General Manager of COSCO Industry Company, Assistant President of COSCO, Chief Economist of COSCO, Executive Vice President of COSCO, Chairman of COSCO Corporation (Singapore) Limited, Chairman of Sino-Ocean Land Holdings Ltd., Chairman of COSCO Shipyard Group Co., Ltd., Chairman of Nantong COSCO KHI Ship Engineering Co., Ltd., Director of China COSCO Holdings Co.,

LETTER FROM THE BOARD

Ltd., Director of COSCO Pacific Limited, Director of COSCO International Holdings Limited, Executive Vice Chairman of the Chinese Society of Naval Architects and Marine Engineers, and Vice President of China Association of the National Shipbuilding Industry etc. Mr. Li was named as National Outstanding Young Entrepreneur in 1993, National Transport Model Worker in 1994, and National Model Worker in 1995.

Pursuant to the Articles of Association of the Company, the directors shall serve for a term of three years for each session. If Mr. Li is elected as the Company's Director, his qualification shall be subject to approval by CBRC Shenzhen Office, and his term shall be effective from the date of approval by the CBRC Shenzhen Office until the expiry of the term of the Ninth Session of the Board of Directors of the Company. If Mr. Li is elected as the 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.

3. RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or fraudulent; and there are no other matters the omission of which would make any statement in this supplemental circular misleading.

4. RECOMMENDATION

The Directors consider that the ordinary resolution (i.e. "Consider and approve the Resolution regarding the Election of Mr. Li Jianhong as the Non-executive Director") to be proposed at the Annual General Meeting is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the proposed resolution at the Annual General Meeting.

Yours faithfully,
By Order of the Board
CHINA MERCHANTS BANK CO., LTD.
Fu Yuning
Chairman



招商銀行

CHINA MERCHANTS BANK

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**SUPPLEMENTAL NOTICE OF
THE 2013 ANNUAL GENERAL MEETING**

REFERENCE IS MADE to the notice of the 2013 Annual General Meeting (the “Annual General Meeting” or the “Meeting”) issued by China Merchants Bank Co., Ltd. (the “Company”) on 29 April 2014, stating that the 2013 Annual General Meeting of the Company will be held at the Conference Room, 5/F, China Merchants Bank Tower, 7088 Shennan Boulevard, Shenzhen, the PRC, at 9:00 a.m. on Monday, 30 June 2014, for the purpose of considering and, if thought fit, passing the resolutions set out in the notice of the Annual General Meeting.

In addition, based on the calculation by the Company in accordance with the written replies received 20 days prior to the date of convening of the Annual General Meeting, the number of shares carrying voting rights represented by the shareholders who intend to attend the Meeting (including their proxies) would be less than one half of the total issued shares carrying voting rights of the Company. Pursuant to the requirements under Article 82 of the Articles of Association, the Company is required to make an indicative announcement as to matters regarding the convening of the Annual General Meeting.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held, save for the resolution set out in the notice of the Annual General Meeting issued on 29 April 2014, the following resolution will be considered and, if thought fit, passed as an ordinary resolution:

AS AN ADDITIONAL ORDINARY RESOLUTION

16. Consider and approve the Resolution regarding the Election of Mr. Li Jianhong as the Non-executive Director (*Note ii*)

Yours faithfully,

By Order of the Board

CHINA MERCHANTS BANK CO., LTD.

Fu Yuning

Chairman

13 June 2014

SUPPLEMENTAL NOTICE OF THE 2013 ANNUAL GENERAL MEETING

Notes:

- (i) Other than the additional resolution, there is no other change to the resolutions set out in the notice of the Annual General Meeting dated 29 April 2014. For details of the resolutions to be considered and approved at the Annual General Meeting and other relevant matters, please refer to the notice of the Annual General Meeting and the circular issued by the Company both dated 29 April 2014.
- (ii) For further details, please refer to the supplemental circular issued by the Company to the Shareholders dated 13 June 2014.
- (iii) The second proxy form
 - (1) The new proxy form for the 2013 Annual General Meeting (the “Second Proxy Form”), which supersedes the proxy form for the Annual General Meeting issued by the Company along with the notice of the Annual General Meeting on 29 April 2014 (the “Proxy Form”), has been prepared and is enclosed with this supplemental notice.
 - (2) Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return the same to the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be) (the “Closing Time”). Completion and return of the Second Proxy Form will not preclude the shareholders of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof.
 - (3) H shareholder who has not yet lodged the Proxy Form with the Company’s H Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint a proxy to attend the Annual General Meeting on his/her behalf. In this case, the Proxy Form should not be lodged with the Company’s H Share Registrar.
 - (4) H shareholder who has already lodged the Proxy Form with the Company’s H Share Registrar should note that:
 - (i) The Second Proxy Form lodged with the Company’s H Share Registrar before the Closing Time will revoke and supersede the Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the shareholder if correctly completed;
 - (ii) If no Second Proxy Form is lodged with the Company’s H Share Registrar, the Proxy Form will remain valid and effective to the fullest extent applicable if correctly completed. The proxy appointed under the Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Annual General Meeting including the resolution regarding the election of Mr. Li Jianhong as the Non-executive Director which was not set out in the Proxy Form.