
NOTICE OF 2007 ANNUAL GENERAL MEETING



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)

NOTICE OF 2007 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that China Merchants Bank Co., Ltd. (the “Company”) has decided to hold its annual general meeting of Shareholders for the year 2007 (the “Meeting”) by way of physical meeting on 27 June 2008 (Friday). The details of the Meeting are as follows:

I. CONVENING OF THE MEETING

(1) Time of the Meeting

The Meeting will commence at 9:00 a.m. on 27 June 2008 (Friday). The Meeting is expected to be concluded within half a day.

(2) Venue of the Meeting

The Meeting will be held at the Conference Room, 5/F, China Merchants Bank Tower, 7088 Shennan Boulevard, Shenzhen, the People's Republic of China.

(3) Convenor

The Meeting will be convened by the Board of Directors of the Company.

(4) Way of conducting the Meeting

The Meeting will be conducted 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 27 May 2008 (Tuesday) (hereinafter called “domestic shareholders”);

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2. all shareholders of H shares of “China Merchants Bank” (3968) whose names appear on the register of members of H Share, kept by Computershare Hong Kong Investor Services Limited, as at 27 June 2008 (Friday) (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 and the guests invited by the Board of Directors.

II. MATTERS TO BE CONSIDERED AND APPROVED AT THE MEETING

The following resolutions will be considered and approved in the Meeting:

As ordinary resolutions

1. Consider and approve the work report of the Board of Directors for the year ended 31 December 2007;
2. Consider and approve the work report of the Board of Supervisors for the year ended 31 December 2007;
3. Consider and approve the audited financial report for the year ended 31 December 2007;
4. Consider and approve the final financial report for the year ended 31 December 2007;
5. Consider and approve the proposed profit appropriations plan (including the distribution of final dividend) for the year ended 31 December 2007;
6. Consider and approve the resolution to appoint the accounting firm for the year 2008 and 2009 and to fix their remuneration;
7. Consider and approve the duty performance and cross-evaluation reports of independent non-executive directors;
8. Consider and approve the assessment report on the duty performance of Directors for the year 2007;
9. Consider and approve the duty performance and cross-evaluation reports of external supervisors;
10. Consider and approve the related party transaction report for the year 2007;

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11. Consider and approve the proposal for the acquisition of a portion of the equity interest in CIGNA & CMC Life Insurance Company Limited.

Note: Except resolution no. 3 above, all other 10 resolutions will be uploaded on the website of Shanghai Stock Exchange (www.sse.com.cn) 5 working days immediately preceding the holding of the meeting.

III. REGISTRATION OF THE MEETING

(1) Registration of Domestic Shareholders

1. Registration

(1) Reply slip

Any domestic 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 6 June 2008 (Friday).

(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.

The registration period for the domestic shareholders attending the Meeting shall be from 18 June 2008 (Wednesday) to 20 June 2008 (Friday).

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

- (1) Any domestic 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 needs 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.

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- (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 and receive the final dividend for the year ended 31 December 2007, the Company will close its share register and suspend registration of transfer of shares from 28 May 2008 (Wednesday) to 27 June 2008 (Friday) (both days inclusive).

In order to qualify to attend the Meeting and receive the final dividend, holders of H Shares of the Company whose transfer 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 Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 27 May 2008 (Tuesday).

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 6 June 2008 (Friday).

(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.

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- (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 must be either under the common seal of the shareholders of H Shares or its directors or the duly authorized attorney(s). 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, 18/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

IV. PROCEDURES TO DEMAND A POLL BY MEMBERS

According to the Articles of Association of the Company, the resolutions will be determined on a show of hands unless a poll is demanded before or after any vote on a show of hands. A poll may be demanded by (i) the chairman of the Meeting; or (ii) at least two shareholders entitled to vote, present in person or by proxy; or (iii) one or more shareholders present in person or by proxy representing more than 10% of all shares carrying the voting rights at the Meeting.

V. 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, Lu Lan, Feng Guannan
Contact Telephone:	(86 755) 83195882, 83195829, 83195832
Contact Fax:	(86 755) 83195109

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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.

By order of the Board of Directors of
China Merchants Bank Co., Ltd.

Chairman

Qin Xiao

13 May 2008

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.