



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)

**Announcement in respect of the Resolutions
Passed at the 2007 Annual General Meeting**

According to the Notice of Annual General Meeting dated 13 May 2008, the Indicative Announcement dated 11 June 2008 and the Supplemental Notice of Annual General Meeting dated 12 June 2008, the 2007 Annual General Meeting (the "Meeting") of China Merchants Bank Co., Ltd. (the "Company") was held at the Conference Room, 5/F, China Merchants Bank Tower, No. 7088, Shennan Boulevard, Shenzhen, the PRC on 27 June 2008 and chaired by Qin Xiao, the Chairman of the Board of Directors.

The number of shares held by shareholders who are entitled to attend and vote at the Meeting amounted to 14,707,170,051. Shareholders and authorized proxies, holding 6,985,971,570 shares, representing 47.50% of the total number of issued shares of the Company carrying voting rights were present at the Meeting. Among those shareholders, holders of A shares and authorized proxies, holding 6,099,743,128 A shares, representing 50.64% of the total number of A shares of the Company were present at the Meeting; holders of H shares and authorized proxies, holding 886,228,442 H shares, representing 33.29% of the total number of H shares of the Company were present at the Meeting.

Some of the directors, supervisors and senior management attended the Meeting. The convening of the Meeting complied with the requirements of the Company Law of the People's Republic of China, and the Articles of Association of the Company.

The total number of shares of the Company entitling the holders thereof to attend and vote for or against or abstain from voting in respect of all special resolutions and all ordinary resolutions (excluding resolution No.11) at the Meeting was 6,985,971,570. The total number of shares of the Company entitling the holders thereof to attend and vote for or against or abstain from voting in respect of resolution No.11 at the Meeting was 4,392,093,734. As at the date of the Meeting, acting through China Merchants Steam Navigation Company Limited and its affiliates, China Merchants Group Limited and its affiliates were required to, and did, abstain from voting in relation to resolution No.11. In addition, there were no shares which entitle the shareholders of the Company to attend and vote only against any resolution at the Meeting. The Company was not aware of any parties indicating their intention to vote against any resolutions proposed at the Meeting.

Computershare Hong Kong Investor Services Limited, the Company's H share registrar, Jun He Law Office, the Company's PRC legal adviser, two representatives from the Company's shareholders and two supervisors were appointed as the scrutineers for the vote-calculating at the Meeting.

All resolutions were considered and passed at the Meeting by way of poll, and the voting results are as follows:

Ordinary Resolutions		For		Against		Abstained		Results
		Number of Shares	Ratio %	Number of Shares	Ratio %	Number of Shares	Ratio %	
1.	Consider and approve the work report of the Board of Directors for the year ended 31 December 2007;	6,729,826,418	96.3334	60,000	0.0009	256,085,152	3.6657	Passed
2.	Consider and approve the work report of the Board of Supervisors for the year ended 31 December 2007;	6,729,826,418	96.3334	60,000	0.0009	256,085,152	3.6657	Passed
3.	Consider and approve the audited financial report for the year ended 31 December 2007;	6,729,826,418	96.3334	60,000	0.0009	256,085,152	3.6657	Passed
4.	Consider and approve the final financial report for the year ended 31 December 2007;	6,729,826,418	96.3334	60,000	0.0009	256,085,152	3.6657	Passed
5.	Consider and approve the proposed profit appropriations plan (including the distribution of final dividend) for the year ended 31 December 2007;	6,787,672,886	97.1615	175,300	0.0025	198,123,384	2.8360	Passed
6.	Consider and approve the resolution to appoint the accounting firm for the year 2008 and 2009 and to fix their remuneration;	6,786,977,336	97.1515	346,538	0.0050	198,647,696	2.8345	Passed
7.	Consider and approve the duty performance and cross-evaluation reports of independent non-executive directors;	6,787,317,786	97.1564	61,900	0.0009	198,591,884	2.8427	Passed
8.	Consider and approve the assessment report on the duty performance of Directors for the year 2007;	6,787,318,186	97.1564	61,500	0.0009	198,591,884	2.8427	Passed
9.	Consider and approve the duty performance and cross-evaluation reports of external supervisors;	6,787,317,286	97.1564	61,500	0.0009	198,592,784	2.8427	Passed
10.	Consider and approve the related party transaction report for the year 2007;	6,788,978,186	97.1802	4,386,500	0.0628	192,606,884	2.7571	Passed
11.	Consider and approve the acquisition of a portion of the equity interest in CIGNA & CMC Life Insurance Company Limited;	4,071,045,472	92.6903	4,437,500	0.1010	316,610,762	7.2087	Passed

12.	Consider and approve the “Resolution regarding the acquisition of Wing Lung Bank Ltd by China Merchants Bank Co., Ltd.”, including the subsequent possible General Offer.	6,363,083,325	91.0837	201,231,399	2.8805	421,656,846	6.0358	Passed
Special Resolution								
13.	Consider and approve the “Resolution regarding the issuance of subordinated bonds in the domestic and/or overseas market by China Merchants Bank Co., Ltd.”:							
13.1	the Company be authorized to issue subordinated bond 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	6,299,325,078	90.1711	485,193,696	6.9453	201,452,796	2.8837	Passed
13.2	Proposal in relation to the issue of subordinated bond in the domestic market							
	13.2.1 Principal amount	6,298,432,178	90.1583	485,225,396	6.9457	202,313,996	2.8960	Passed
	13.2.2 Maturity	6,298,432,678	90.1583	485,224,896	6.9457	202,313,996	2.8960	Passed
	13.2.3 Interest rate	6,298,432,678	90.1583	485,224,896	6.9457	202,313,996	2.8960	Passed
	13.2.4 Target subscribers	6,298,432,178	90.1583	485,225,396	6.9457	202,313,996	2.8960	Passed
	13.2.5 Use of proceeds	6,298,432,678	90.1583	485,224,896	6.9457	202,313,996	2.8960	Passed
	13.2.6 Validity period of the resolution passed relating to the issue of subordinated bond in the domestic market	6,298,432,678	90.1583	485,224,896	6.9457	202,313,996	2.8960	Passed
	13.2.7 Authorization	6,298,448,828	90.1585	485,177,046	6.9450	202,345,696	2.8965	Passed
13.3	Matters in relation to the issue of subordinated bond in the overseas market	6,187,998,607	88.5775	485,208,246	6.9455	312,764,717	4.4770	Passed

As more than 50% of the valid votes from the shareholders (including authorized proxies) attending the Meeting were cast in favour of the ordinary resolutions, all such resolutions were duly passed as ordinary resolutions of the Company. As more than two thirds of the valid votes from the shareholders (including their authorized proxies) attending the Meeting were cast in favour of the special resolution, such resolution was duly passed as special resolution.

PAYMENT OF FINAL DIVIDENDS

The Board of Directors wishes to inform H shareholders that details of the payment of the final dividends are as follows:

The Company will pay a final dividend of RMB2.8 per every 10 shares (inclusive of applicable tax) for the year ended 31 December 2007 to holders of H shares whose names appeared on the H share register of members of the Company on 27 June 2008.

According to the Articles of Association of the Company, dividends will be denominated and declared in Renminbi (“RMB”). Dividends on domestic shares will be paid in RMB and dividends on H shares will be paid in Hong Kong dollars (“HKD”). The relevant exchange rate will be based on the average benchmark rate for RMB to HKD as announced by the People’s Bank of China one week (including the day of the Meeting) prior to the date of declaration of dividends by the Meeting.

The Company has appointed ICBC (Asia) Trustee Company Limited as the receiving agent in Hong Kong (“Receiving Agent”). The final dividends will be paid by the Receiving Agent to holders of H shares before 27 August 2008. Relevant cheques will be dispatched at the same time to holders of H shares entitled to receive such dividends by ordinary post and at their own risk.

By order of the Board of Directors
China Merchants Bank Co., Ltd.
LAN Qi SENG Sze Ka Mee Natalia
Joint Company Secretaries

27 June 2008

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 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.