

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISOR
ELECTION OF THE CHAIRMAN
OF THE BOARD OF SUPERVISORS**

The Board of Directors of the Company announces that Mr. Antony Leung has been recommended to replace Mr. Shan Weijian, the candidate for the independent non-executive director, as the independent non-executive director of the Ninth Session of the Board of Directors of the Company and Mr. Zhao Jun has been recommended to serve as the independent non-executive director of the Ninth Session of the Board of Directors of the Company. The Board of Directors agreed that the relevant resolutions shall be submitted to the Extraordinary General Meeting for consideration.

The Board of Supervisors of the Company announces that Mr. Jin Qingjun has been nominated as the external supervisor of the Ninth Session of the Board of Supervisors of the Company. The appointment of Mr. Jin as the external supervisor shall be submitted to the Extraordinary General Meeting for consideration. In addition, the Board of Supervisors of the Company has elected Mr. Liu Yuan as the Chairman of the Ninth Session of the Board of Supervisors of the Company. The qualification of Mr. Liu for serving as the Chairman of the Board of Supervisors shall be subject to approval by CBRC.

The Board of Directors has resolved to convene the Extraordinary General Meeting on 20 October 2014, to consider, among other things, the resolutions on the election of Directors and Supervisor. A circular containing, among other things, details of the proposed appointment of Directors and Supervisor and a notice of the Extraordinary General Meeting is expected to be despatched to the shareholders on 5 September 2014.

PROPOSED APPOINTMENT OF DIRECTORS

The Board of Directors (the “Board of Directors”) of China Merchants Bank Co., Ltd. (the “Company”) announces that Mr. Antony Leung has been recommended to replace Mr. Shan Weijian, the candidate for the independent non-executive director, as the independent non-executive director of the Ninth Session of the Board of Directors of the Company and Mr. Zhao Jun has been recommended to serve as the independent non-executive director of the Ninth Session of the Board of Directors of the Company. The Board of Directors agreed that the relevant resolutions shall be submitted to the 2014 Second Extraordinary General Meeting (the “Extraordinary General Meeting”) of the Company for consideration.

Biographical details of Mr. Antony Leung

Mr. Antony Leung, aged 62, graduated from the University of Hong Kong with a Bachelor of Social Sciences degree, and attended Harvard Business School’s Program for Management Development and Advanced Management Program. He is currently Group Chief Executive Officer of Nan Fung Group, Senior Advisor and Member of the International Advisory Board of Blackstone, and Chairman of Harvard Business School Association of Hong Kong. Prior to this, he was Senior Managing Director, Chairman of Greater China of Blackstone and a member of the firm’s Executive Committee. Before that he was Chairman of Asia for JP Morgan Chase, and prior to that he worked for Citi in various positions, including Country Corporate Officer for Hong Kong and China, Regional Treasurer for North Asia, Head of Investment Banking for North Asia, South West Asia and Head of Private Banking for Asia. The community services that Mr. Leung had engaged in included Financial Secretary, Non-Official Member of the Executive Council of Hong Kong SAR, Chairman of the Education Commission, Chairman of the University Grants Committee, Member of the Exchange Fund Advisory Committee, Member of the Preparatory Committee for the Hong Kong Special Administrative Region and Election Committee and Hong Kong Affairs Advisors to the Chinese Government, member of the board of Hong Kong Airport Authority and Director of the Hong Kong Futures Exchange. Past board membership of Mr. Leung included independent director of Industrial and Commercial Bank of China Limited, China Mobile Hong Kong Company Limited, American International Assurance (Hong Kong) Limited and China National Bluestar Group, international advisory board member of China Development Bank and European Advisory Group.

If Mr. Leung is appointed as the Company’s independent non-executive director, his qualification shall be subject to approval by China Banking Regulatory Commission (the “CBRC”), Shenzhen Office (the “CBRC Shenzhen Office”), and his appointment 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. If Mr. Leung is appointed as the Company’s independent non-executive director, his annual remuneration before tax will be RMB0.3 million. Save as disclosed above, Mr. Leung 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. Mr. Leung 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 (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

In addition, there is no other information in relation to Mr. Leung which is discloseable pursuant to the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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.

Biographical details of Mr. Zhao Jun

Mr. Zhao Jun, aged 52, obtained a Bachelor’s degree from the Department of Shipbuilding Engineering of Harbin Engineering University, a master’s degree from the Department of Ocean Engineering of Shanghai Jiao Tong University, a doctorate degree in Civil Engineering from the University of Houston and a master’s degree in financial management from the Yale School of Management. Mr. Zhao is currently a Managing Partner of DT Capital Partners. He ever served as Managing Director of ChinaVest, Ltd. and Chief Representative based in China. Prior to that, Mr. Zhao worked in a project management and business development capacity for US and European multinationals, mainly covering projects in China.

If Mr. Zhao is appointed as the Company’s independent non-executive director, his qualification shall be subject to approval by the CBRC Shenzhen Office, and his appointment 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. If Mr. Zhao is appointed as the Company’s independent non-executive director, his annual remuneration before tax will be RMB0.3 million. Save as disclosed above, Mr. Zhao 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. Mr. Zhao 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 SFO.

In addition, there is no other information in relation to Mr. Zhao 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.

PROPOSED APPOINTMENT OF SUPERVISOR

The Board of Supervisors (the “Board of Supervisors”) of the Company announces that Mr. Jin Qingjun has been nominated as the external supervisor of the Ninth Session of the Board of Supervisors of the Company. The appointment of Mr. Jin as the external supervisor shall be submitted to the Extraordinary General Meeting for consideration.

Biographical details of Mr. Jin Qingjun

Mr. Jin Qingjun, aged 57, graduated from the Graduate School of China University of Political Science and Law with a master’s degree in law in 1987. He was a legal counsel in Hong Kong and the UK and also worked at Jang Shinn Law Office (中信律師事務所) as a legal counsel from August 1987 to October 1993. He was an executive partner at Shu Jin Law Firm (信達律師事務所) from October 1993 to August 2002. Since September 2002, he has been the senior partner of King & Wood Mallesons, Beijing. He concurrently holds the positions of part-time professor at the School of Law, China University of Political Science and Law and the School of Law, Renmin University of China; co-tutor for students of master’s degree at the School of Law, Tsinghua University; arbitrator of Shenzhen Court of International Arbitration, Shanghai International Arbitration Center and Arbitration Foundation of Southern Africa; mediator of Shenzhen Securities and Futures Dispute Resolution Centre; and the PRC legal counsel of US Court of Appeals for the Washington D.C Circuit. Currently, he serves as an independent director of Guotai Junan Securities Co., Ltd., Gemdale Corporation (a company listed on the Shanghai Stock Exchange), Tianjin Changrong Print and Packing Equipment Co., Ltd. (a company listed on the Shenzhen Stock Exchange), Invesco Great Wall Fund Management Company Limited and New China Asset Management Co., Ltd. In 2012, he was titled one of the Top 10 PRC Lawyers of the Year and PRC Securities Lawyer of the Year.

If Mr. Jin is appointed as the Company’s external supervisor, his appointment shall be effective from the date of approval at the Extraordinary General Meeting until the expiry of the term of the Ninth Session of the Board of Supervisors. He will be entitled to a supervisor’s fee of RMB0.3 million (before tax) per annum in respect of his service as an external supervisor of the Company. Save as disclosed above, Mr. Jin 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. Mr. Jin 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 SFO.

In addition, there is no other information in relation to Mr. Jin 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.

ELECTION OF THE CHAIRMAN OF THE BOARD OF SUPERVISORS

The Board of Supervisors of the Company has elected Mr. Liu Yuan as the Chairman of the Ninth Session of the Board of Supervisors of the Company. The qualification of Mr. Liu Yuan for serving as the Chairman of the Board of Supervisors shall be subject to approval by CBRC, and the appointment of Mr. Liu Yuan as the Chairman of the Board of Supervisors shall be effective from the date of approval by CBRC until the expiry of the term of the Ninth Session of the Board of Supervisors.

EXTRAORDINARY GENERAL MEETING

The Board of Directors has resolved to convene the Extraordinary General Meeting on 20 October 2014, to consider, among other things, the resolutions on the election of Directors and Supervisor. A circular containing, among other things, details of the proposed appointment of Directors and Supervisor and a notice of the Extraordinary General Meeting is expected to be despatched to the shareholders on 5 September 2014.

By Order of the Board
CHINA MERCHANTS BANK CO., LTD.
Li Jianhong
Chairman

29 August 2014

As at the date of this announcement, the executive directors of the Company are Tian Huiyu, Zhang Guanghua and Li Hao; the non-executive directors of the Company are Li Jianhong, Ma Zehua, Li Yinquan, Fu Gangfeng, Sun Yueying, Fu Junyuan and Hong Xiaoyuan; and the independent non-executive directors of the Company are Xu Shanda, Wong Kwai Lam, Pan Chengwei, Pan Yingli, Guo Xuemeng and Xiao Yuhuai.