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**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: 3968)**

**Announcement in respect of the Resolutions  
Passed at the 2008 Annual General Meeting**

According to the Notice of 2008 Annual General Meeting dated 30 April 2009 and the subsequent Indicative Announcement of China Merchants Bank Co., Ltd. (the "Company"), the 2008 Annual General Meeting (the "Meeting") of the Company was held at the Conference Room, 5/F, China Merchants Bank Tower, No. 7088, Shennan Boulevard, Shenzhen, the PRC on 19 June 2009 and chaired by Qin Xiao, the Chairman of the Board of Directors.

The number of shares held by shareholders who were entitled to attend and vote at the Meeting amounted to 14,707,195,295. 116 shareholders and authorized proxies, holding 6,678,733,679 shares, representing 45.41% of the total number of issued shares of the Company carrying voting rights were present at the Meeting. Among those shareholders, 75 holders of A shares and authorized proxies, holding 5,692,422,066 A shares, representing 47.26% of the total number of A shares of the Company were present at the Meeting; 41 holders of H shares and authorized proxies, holding 986,311,613 H shares, representing 37.05% 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, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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 at the Meeting was 14,707,195,295. None of the shareholders of the Company was required to abstain from voting on the resolutions tabled at the Meeting. In addition, there were no shares which entitle the shareholders of the Company to attend and vote only against any resolutions 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 2008	6,675,948,261	99.958294	2,000	0.000030	2,783,418	0.041676	Passed
2.	Consider and approve the work report of the Board of Supervisors for the year ended 31 December 2008	6,675,946,361	99.958266	2,000	0.000030	2,785,318	0.041704	Passed
3.	Consider and approve the work plan report of the Board of Supervisors for the year 2009	6,667,365,343	99.829783	6,681,918	0.100048	4,686,418	0.070169	Passed
4.	Consider and approve the audited financial report for the year ended 31 December 2008	6,502,929,567	97.367703	2,000	0.000030	175,802,112	2.632267	Passed
5.	Consider and approve the final financial report for the year ended 31 December 2008	6,502,929,567	97.367703	2,000	0.000030	175,802,112	2.632267	Passed
6.	Consider and approve the duty performance and cross-evaluation reports of independent non-executive directors for the year 2008	6,672,806,417	99.911252	3,141,044	0.047031	2,786,218	0.041717	Passed
7.	Consider and approve the assessment report on the duty performance of Directors for the year 2008	6,672,809,817	99.911303	3,139,544	0.047008	2,784,318	0.041689	Passed
8.	Consider and approve the duty performance and cross-evaluation reports of external supervisors for the year 2008	6,672,806,417	99.911252	3,141,944	0.047044	2,785,318	0.041704	Passed
9.	Consider and approve the related party transaction report for the year 2008	6,677,981,961	99.988745	2,000	0.000030	749,718	0.011225	Passed
Special Resolutions								
10.	Consider and approve the proposed profit appropriations plan (including issue of bonus shares and the distribution of final dividend) for the year ended 31 December 2008	6,677,972,935	99.988609	204,244	0.003058	556,500	0.008333	Passed
11.	Consider and approve the resolution on issue of financial bonds	6,675,660,879	99.953991	2,989,800	0.044766	83,000	0.001243	Passed
12.	Consider and approve the resolution on issue of capital bonds	6,675,658,979	99.953963	2,990,300	0.044773	84,400	0.001264	Passed
13.	Consider and approve the resolution on amendments to the Articles of Association of the Company	6,631,889,035	99.298600	43,667,744	0.653833	3,176,900	0.047567	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 authorized proxies) attending the Meeting were cast in favour of the special resolutions, all such resolutions were duly passed as special resolutions.

## **BONUS SHARES ISSUE AND DIVIDENDS PAYMENT**

The Company will issue separate announcement(s) regarding (1) the date of despatch of the certificates for the Bonus H Shares and the date of the commencement of dealings in the Bonus H Shares; and (2) the details of the payment of the final dividends and the date of despatch of the cheques for the final dividends to holders of H shares.

## **ATTESTATION BY LAWYER(S)**

The Meeting was attested by Jun He Law Office, Shenzhen Branch which issued a legal opinion, certifying that the convening and procedures of the Meeting of the Company, the qualifications of the attendees and the voting procedures were in compliance with the relevant laws and regulations and the Articles of Association of the Company. The resolutions passed at the Meeting were lawful and valid.

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

19 June 2009

*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 Yuning, 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.*