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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)

**ANNOUNCEMENT ON THE RESOLUTIONS PASSED AT THE 1ST
MEETING OF THE NINTH SESSION OF THE BOARD OF DIRECTORS
AND
CHANGE OF COMPANY SECRETARY**

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange").

Notice on the 1st Meeting of the Ninth Session of the Board of Directors (the "Board") of China Merchants Bank Co., Ltd. (the "Company" or "China Merchants Bank") was issued on 21 May 2013. The meeting was convened at China Merchants Bank Tower in Shenzhen on 31 May 2013. Mr. Fu Yuning chaired the meeting. 17 out of 17 directors eligible for voting voted at the meeting. 17 votes were validly cast. 8 supervisors of the Company were present at the meeting. The convening of the meeting is in compliance with the relevant provisions of the Company Law and the Articles of Association of the Company.

The following resolutions were considered and approved at the meeting:

- I. The "Resolution on the Election of Chairman of the Ninth Session of the Board of China Merchants Bank". Mr. Fu Yuning was elected as the Chairman of the Ninth Session of the Board of China Merchants Bank.

Voted in favour: 17 votes

Voted against: 0 vote

Abstained from voting: 0 vote

- II. The "Resolution on the Election of Vice Chairmen of the Ninth Session of the Board of China Merchants Bank". Messrs. Wei Jiafu and Zhang Guanghua were elected as Vice Chairmen of the Ninth Session of the Board of China Merchants Bank. The qualification of Mr. Zhang Guanghua for serving as Vice Chairman is subject to approval by the supervisory organ(s) of the banking industry in China.

Voted in favour: 17 votes

Voted against: 0 vote

Abstained from voting: 0 vote

III. The “Resolution on the Composition of the Members of Each of the Specialized Committees under the Ninth Session of the Board of China Merchants Bank”.

The composition of the members of each of the specialized committees under the Ninth Session of the Board is as follows:

1. Strategy Committee of the Board

Chairperson: Fu Yuning; Members: Wei Jiafu, Wang Daxiong, Fu Junyuan, Tian Huiyu (subject to approval on his director qualification by the supervisory organ(s) of the banking industry in China);

2. Nomination Committee of the Board

Chairperson: Shan Weijian (subject to approval on his director qualification by the supervisory organ(s) of the banking industry in China); Members: Fu Yuning, Tian Huiyu (subject to approval on his director qualification by the supervisory organ(s) of the banking industry in China), Pan Chengwei and Pan Yingli;

3. Remuneration and Appraisal Committee of the Board

Chairperson: Xu Shanda (subject to approval on his director qualification by the supervisory organ(s) of the banking industry in China); Members: Li Yinquan, Fu Junyuan, Wong Kwai Lam and Pan Yingli;

4. Risk and Capital Management Committee of the Board

Chairperson: Hong Xiaoyuan; Members: Sun Yueying, Wang Daxiong, Zhang Guanghua and Shan Weijian (subject to approval on his director qualification by the supervisory organ(s) of the banking industry in China);

5. Audit Committee of the Board

Chairperson: Guo Xuemeng; Members: Sun Yueying, Fu Gangfeng, Xu Shanda (subject to approval on his director qualification by the supervisory organ(s) of the banking industry in China) and Pan Chengwei;

6. Related-Party Transactions Control Committee of the Board

Chairperson: Pan Chengwei; Members: Xiong Xianliang, Li Hao, Wong Kwai Lam and Guo Xuemeng.

Pursuant to relevant regulatory requirements, before the approvals of the qualification of the newly appointed independent directors are obtained, Mr. Yi Xiqun and Ms. Yan Lan, both being independent directors of the Eighth Session of the Board, will continue to perform the duties of independent directors in the Board and the specialized committees thereunder.

Voted in favour: 17 votes

Voted against: 0 vote

Abstained from voting: 0 vote

IV. The “Resolution on the Appointment of the President of China Merchant Bank”.

The Board has appointed Mr. Tian Huiyu as the President of China Merchant Bank. Mr. Tian Huiyu’s appointment is subject to approval on his president qualification by the supervisory organ(s) of the banking industry in China.

Voted in favour: 17 votes Voted against: 0 vote Abstained from voting: 0 vote

V. The “Resolution on the Appointment of the Senior Executive Vice President of China Merchant Bank”.

The Board has appointed Mr. Li Hao as the Senior Executive Vice President of China Merchant Bank.

Voted in favour: 17 votes Voted against: 0 vote Abstained from voting: 0 vote

VI. The “Resolution on the Appointment of the Executive Vice Presidents of China Merchant Bank”.

The Board has appointed Mr. Tang Zhihong, Ms. Yin Fenglan, Mr. Ding Wei, Mr. Zhu Qi, Mr. Tang Xiaoqing and Mr. Wang Qingbin as the Executive Vice Presidents of China Merchant Bank.

Voted in favour: 17 votes Voted against: 0 vote Abstained from voting: 0 vote

VII. The “Resolution on the Appointment of the Chief Financial Officer of China Merchant Bank”.

The Board has appointed Mr. Li Hao as the Chief Financial Officer of China Merchant Bank.

Voted in favour: 17 votes Voted against: 0 vote Abstained from voting: 0 vote

VIII. The “Resolution on the Appointment of the Authorised Representatives of H Shares of China Merchant Bank”.

The Board has appointed Messrs. Tian Huiyu and Li Hao as the authorised representatives of H Shares of China Merchant Bank. Before Mr. Tian Huiyu obtains the approval on his director qualification from the supervisory organ(s) of the banking industry in China, his duty as the authorised representative of H Shares of the Company will temporarily be performed by Ms. Seng Sze Ka Mee, Natalia, the Company Secretary of the Company.

Voted in favour: 17 votes Voted against: 0 vote Abstained from voting: 0 vote

IX. The “Resolution on the Appointment of Secretary of the Board of China Merchants Bank”.

Due to the completion of his term of service, Mr. Lan Qi will leave the office of the Secretary of the Board. There is no disagreement between Mr. Lan Qi and the Board, nor are there any matters in relation to his leaving the office of the Secretary of Board of the Company that need to be brought to the attention of our shareholders.

The Board has appointed Mr. Xu Shiqing as the Secretary of the Board. The qualification of Mr. Xu Shiqing for serving as Secretary of the Board is subject to approval by the supervisory organ(s) of the banking industry in China. As at the date of this announcement, Mr. Xu Shiqing has not yet obtained the qualification for serving as the Secretary of Board from the Shanghai Stock Exchange. However, he has promised to attend trainings for the Secretary of Board held by the Shanghai Stock Exchange and obtain the relevant qualification as soon as possible.

Voted in favour: 17 votes Voted against: 0 vote Abstained from voting: 0 vote

X. The “Resolution on the Appointment of Company Secretaries of China Merchants Bank”.

Due to the completion of his term of service, Mr. Lan Qi will leave the office of the Company Secretary of the Company. There is no disagreement between Mr. Lan Qi and the Board, nor are there any matters in relation to his leaving the office of the Secretary of Board of the Company that need to be brought to the attention of our shareholders.

The Board has appointed Mr. Xu Shiqing and Ms. Seng Sze Ka Mee, Natalia as Company Secretaries of the Company. The term of Mr. Xu Shiqing duly performing his responsibilities as Company Secretary of the Company will commence from the date when his qualification for serving as our Company Secretary is approved or waived by the Hong Kong Stock Exchange.

Voted in favour: 17 votes Voted against: 0 vote Abstained from voting: 0 vote

XI. The “Resolution on the Commendation on Mr. Ma Weihua”.

As proposed by Chairman Fu Yuning, the Board would like to extend its commendation to Mr. Ma Weihua. Mr. Ma, as the second President of China Merchants Bank, joined the Company in January 1999. During his tenure of nearly 15 years, the Company set numerous new records in efficiency, quality, scale and coordinated development, which owed much to the effort that Mr. Ma led and united the management team and employees of the Company with high professional dedication and pragmatism to make innovation and dedication constantly. In recent years, under the leadership of Mr. Ma, the Company has conscientiously implemented the decisions and requirements of the Board, actively promoted the strategic transformation, and proactively adapted to market changes, thereby creating differentiated competitive advantages in the retail banking and other segments. Meanwhile, the Company has built up a talent pool, accumulated excellent corporate culture, and laid a solid foundation for better business management. As a result, the Company has won extensive recognitions from all walks of life and become a relatively well-known brand name at home and abroad with high awareness and strong influence. Amidst the rapid and healthy development of the Company over the past decade and more, Mr. Ma showed his charisma in leadership. Based on his sensitivity and thorough comprehension of the changes in operating environment, he brought up a series of figuratively vivid and highly concise business concepts, including “We are here just for you”, “Change as situation does”, “Three rationalities”, “Top Five Relationships” and “Management Reform”, and promoted the consensus and the effective implementation of these concepts throughout the Company. He devoted to promote and introduce the Company to various social sectors including business sector, educational sector and political sector, so as to significantly improve the brand awareness and brand recognition of the Company. As a professional manager, Mr. Ma has been committed to making every effort in leading the way and showed remarkable professional ethics. In conclusion, Mr. Ma has made valuable contributions which are irreplaceable in the reform and development of the Company and received high reputation from various domestic and foreign institutions within or outside the industry. The Board fully recognizes and highly appreciates the contributions by Mr. Ma to the Company during his tenure as the President of the Company. Upon Mr. Ma’s leaving the office of the President of the Company, the Board determined to honor him as the “Lifetime Honorary Staff of China Merchant Bank” and award him with a silver disk as souvenir, so as to express the sincere gratitude of the Company.

Voted in favour: 17 votes Voted against: 0 vote Abstained from voting: 0 vote

XII. The “Resolution on the Commendation on Mr. Lan Qi”.

The Board is of the view that since his appointment as the Secretary and Office Head of the Board of the Company in March 2004, Mr. Lan Qi, under the leadership of the Board and our management team, has played a pioneering role in improving and regulating our corporate governance and enhancing our information disclosure and investor relations management. As a result of these efforts, we received extensive recognitions from regulatory authorities, investors, media and our peers, which contributed significantly to the effective improvement in our image and influence in domestic and overseas capital markets. Mr. Lan Qi has been diligent, dedicated and meticulous at work. He has played an important part in communications between the Company and investors, regulatory institutions and media, and among the Board, our senior management and the Board of Supervisors. With his remarkable achievements, Mr. Lan Qi received numerous awards from domestic and overseas capital markets, was awarded the “Gold Medal Board Secretary” by the “New Wealth” for eight consecutive years, and is one of the 22 candidates to-date enlisted in the “Hall of Fame for New Wealth Gold Medal Board Secretaries”. The Board would like to extend its full recognition and sincere gratitude to Mr. Lan Qi for his valuable contributions to the work of the Board. Upon Mr. Lan Qi’s leaving the office of the Secretary of the Board, the Board determined to award him with a silver disk as souvenir, so as to express the sincere gratitude of the Company.

Voted in favour: 17 votes

Voted against: 0 vote

Abstained from voting: 0 vote

CHANGE OF COMPANY SECRETARY

The Board of the Company hereby announces that due to the completion of his term of service, Mr. Lan Qi will leave the office of the Secretary of the Board and Company Secretary of the Company with effect from the end of the 2012 Annual General Meeting of the Company.

After having made all reasonable enquiries, to the best of the knowledge and belief of the Directors, there is no disagreement between Mr. Lan Qi and the Board as to his leaving the office of the Secretary of the Board and Company Secretary of the Company, nor are there any matters that need to be brought to the attention of the shareholders of the Company.

Currently, the Company Secretary of the Company is served by Ms. Seng Sze Ka Mee, Natalia. Mr. Xu Shiqing and Ms. Seng Sze Ka Mee, Natalia will serve as Joint Company Secretaries of the Company after Mr. Xu Shiqing’s qualification for serving as our Company Secretary is approved or waived by the Hong Kong Stock Exchange. The Company will make further announcement in this respect.

By Order of the Board
China Merchants Bank Co., Ltd.
Fu Yuning
Chairman

31 May 2013

As at the date of this announcement, the executive directors of the Company are Zhang Guanghua and Li Hao; the non-executive directors of the Company are Fu Yuning, Wei Jiafu, Li Yinquan, Fu Gangfeng, Hong Xiaoyuan, Xiong Xianliang, Sun Yueying, Wang Daxiong and Fu Junyuan; and the independent non-executive directors of the Company are Yi Xiqun, Wong Kwai Lam, Yan Lan, Pan Chengwei, Pan Yingli and Guo Xuemeng.