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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: 03968)**

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2011 first extraordinary general meeting (the “**Extraordinary General Meeting**”) of **China Merchants Bank Co., Ltd.** (the “**Company**”) will be held at the Conference Room, 5/F, China Merchants Bank Tower, 7088 Shennan Boulevard, the PRC, at 2:10 p.m. on Friday, 9 September 2011, for the purpose of considering and, if thought fit, passing the following resolutions:

### **AS SPECIAL RESOLUTIONS**

1. To consider and approve the resolutions regarding the Rights Issue of A Shares and H Shares by China Merchants Bank Co., Ltd.:
  - 1.1 **Class and Par Value of the Shares to be issued** (*Note i*)
  - 1.2 **Ratio and Number of the Shares to be issued** (*Note ii*)
  - 1.3 **Subscription Price** (*Note iii*)
  - 1.4 **Target Subscribers** (*Note iv*)
  - 1.5 **Use of Proceeds** (*Note v*)
  - 1.6 **Authorisation to the Board** (*Note vi*)
  - 1.7 **Validity of these Special Resolutions** (*Note vii*)

### **AS ORDINARY RESOLUTIONS**

2. To consider and approve the “Proposal in relation to Undistributed Profits prior to the Completion of the Rights Issue of China Merchants Bank Co., Ltd. (關於招商銀行股份有限公司本次 A 股和 H 股配股前公司滾存的未分配利潤的處置議案)”
3. To consider and approve the “Proposal regarding the Use of Proceeds to be raised from the Rights Issue of A Shares and H Shares by China Merchants Bank Co., Ltd. (關於招商銀行股份有限公司本次 A 股和 H 股配股募集資金運用的議案)”
4. To consider and approve the “Proposal regarding the report on the Use of Proceeds from the Previous Fund Raising by China Merchants Bank Co., Ltd. (關於招商銀行股份有限公司前次募集資金使用情況報告的議案)”

5. To consider and approve the “Proposal regarding the Mid-term Capital Management Plan of China Merchants Bank (2011 Revised)”

By Order of the Board  
**CHINA MERCHANTS BANK CO., LTD.**  
**Fu Yuning**  
Chairman

25 July 2011

*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 Fu Yuning, Wei Jiafu, Li Yinquan, Fu Gangfeng, Hong Xiaoyuan, Sun Yueying, Wang Daxiong and Fu Junyuan; and the independent non-executive directors of the Company are Yi Xiqun, Wong Kwai Lam, Yan Lan, Chow Kwong Fai, Edward, Liu Yongzhang and Liu Hongxia.*

Notes:

- (i) For further details, please refer to the circular issued by the Company to the Shareholders dated 25 July 2011 (the “**Circular**”). Class and par value of the Shares to be issued will be the A Shares (as defined in the Circular) and the H Shares (as defined in the Circular) of RMB1.00 each.
- (ii) For further details, please refer to the Circular. Ratio and number of the Shares to be issued will be up to 2.2 Shares for every ten (10) existing Shares in issue as at the record date for the Rights Issue (the “**Record Date**”) to be determined by the board of directors of the Company (the “**Board**”) (or its authorised delegates).
- (iii) For further details, please refer to the Circular. The Subscription Price is to be determined based on a discount to market price having regard to the trading prices of the A Shares and the H Shares on the secondary markets before the publication of the Rights Issue announcement, provided that the Subscription Price will not be lower than the most recent audited net asset value per Share of the Company before the Rights Issue as determined by a domestic auditor in accordance with the PRC GAAP (on the basis of the total number of Shares in issue as at 31 December 2010). The final Subscription Price shall be determined by the Board (or its authorized delegates) pursuant to the authorization of the shareholders’ meeting in consultation with the sponsor(s)/lead underwriter(s) on the Price Determination Date. The Subscription Price for the A Rights Shares and the H Rights Shares (after adjustment in the exchange rates) shall be the same. The latest audited net asset value per Share as stated in the audited consolidated financial statements of the Company as at 31 December 2010 prepared under PRC GAAP (on the basis of the total number of Shares in issue as at 31 December 2010) amounted to RMB6.21.
- (iv) For further details, please refer to the Circular. Target subscriber will be Qualifying Shareholders (as defined in the circular) (but excluding the Excluded Shareholders (as defined in the Circular)) whose names appear on the register of members of the Company on the Record Date.
- (v) For further details, please refer to the Circular. The proceeds after deduction of the related issuing expenses will be used to replenish the Company’s capital, improve its capital adequacy ratio to support the continuing and healthy development.
- (vi) The Board shall be authorized, which shall, in turn, authorize any of the two directors, namely, Mr. Fu Yuning, Mr. Ma Weihua, Mr. Li Yinquan, Ms. Sun Yueying, Mr. Wang Daxiong, Mr. Li Hao and Mr. Hong Xiaoyuan, to, within the framework and principles of the resolutions regarding the Rights Issue passed at the general meeting and during the effective period of such resolutions, in their sole and absolute discretion, deal with all the matters in relation to the Rights Issue (comprising both the A Share Rights Issue (as defined in the Circular) and the H Share Rights Issue (as defined in the Circular)). The terms and scope of authorisation shall include, but not limited to:
  - (1) deal with the relevant regulatory departments, organizations and stock exchanges within and outside the PRC in relation to the Rights Issue in respect of examination, registration, filing, approval and consent procedures;

- (2) formulate, revise and implement the detailed proposal of the Rights Issue in accordance with the actual situation, including but not limited to, the detailed terms of the timetable of the issue, the basis of the issue, the number of the Rights Shares to be issued, the size of the fund raising, subscription price of the issue, the detailed application procedure, the special accounts for the proceeds, etc. and other related matters regarding the rights issue; and determine the timetable of the issue in accordance with the progress of the approval process of the China Banking Regulatory Commission, the China Securities Regulatory Commission and The Stock Exchange of Hong Kong Limited and the market conditions;
  - (3) execute, implement, amend, supplement, complete, submit and issue all the documents to be submitted to the relevant regulatory departments, organisations, stock exchanges, organs and individuals within and outside the PRC and all the agreements and other documents relating to the Rights Issue, including but not limited to, announcements, circulars, listing documents, underwriting agreements, provisional allotment letters, excess share application forms, etc and to make relevant information disclosure according to applicable laws and regulations;
  - (4) attend to the relevant regulatory authorities in the PRC for reporting matters relevant to the Rights Issue, and to make appropriate adjustment(s) to the detailed plan for Rights Issue in accordance with the replies (if any) from the relevant regulatory authorities in the PRC;
  - (5) upon completion of this Rights Issue, complete the formalities regarding the listing of the Rights Shares on the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited;
  - (6) approve and execute all related documents relevant to the listing of the Rights Shares, and to make appropriate information disclosure;
  - (7) amend the relevant provisions of the articles of association of the Company and complete registration at the administrative authority for industry and commerce; and
  - (8) subject to the relevant laws and regulations, complete other matters which deemed necessary, appropriate or proper for the Rights Issue.
- (vii) The special resolutions 1.1 to 1.7 in relation to the Rights Issue shall be valid for 12 months from the date of the approval by the Shareholders.
- (viii) Each of the special resolutions must be passed separately by two-thirds of the voting rights held by the Shareholders (including their proxies) attending the Extraordinary General Meeting.
- (ix) The H Shareholders whose names appear on the register of H Shareholders of the Company after 4:30 p.m. on Tuesday, 9 August 2011 are entitled to attend the Extraordinary General Meeting with their passports or other identity papers.
- (x) The register of H Shareholders will be closed from Wednesday, 10 August 2011 to Friday, 9 September 2011, both days inclusive, so as to determine the H Shareholders who are entitled to attend the meeting. Holders of H Shares who wish to attend the Extraordinary General Meeting of the Company must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on Tuesday, 9 August 2011 for completion of the registration of the relevant transfer in accordance with the articles of association of the Company.
- (xi) Each Shareholder who has the right to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxy(ies), whether such proxy(ies) is(are) shareholder(s) or not, to attend and vote on his/her/its/belief at the Extraordinary General Meeting.
- (xii) A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll in respect of the Shares actually held.

- (xiii) The instrument appointing a proxy must be in writing under the hand of the appointor or his/her attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified. To be valid, the notarially certified power of attorney, or other documents of authorisation, and the form of proxy must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for the Extraordinary General Meeting or any adjournment thereof.
- (xiv) Shareholders intending to attend the Extraordinary General Meeting should return the reply slip (which will be despatched to the Shareholders together with this notice) to the Secretarial Office to the Board of the Company on or before Friday, 19 August 2011 by hand, post or fax. Failure to return the reply slip will not affect a Shareholder's right to attend the Extraordinary General Meeting or any adjournment thereof in person.
- (xv) The meeting is expected to last half a day. Shareholders and their proxies attending the meeting shall be responsible for their own travelling, accommodation and other expenses.
- (xvi) The address of the Secretarial Office to the Board of the Company:

49th Floor, China Merchants Bank Tower  
No.7088 Shennan Boulevard  
Shenzhen  
The People's Republic of China  
Postcode: 518040  
Contact Person(s): Feng Guannan, Pi Lei  
Contact Telephone: (86 755) 83195832, 83195829  
Contact Fax: (86 755) 83195109