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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 REGARDING RESOLUTIONS PASSED AT
THE 2015 ANNUAL GENERAL MEETING
AND
CHANGE OF SESSION OF THE BOARD OF DIRECTORS AND THE
BOARD OF SUPERVISORS**

According to the Notice of the 2015 Annual General Meeting dated 13 May 2016 (the "**Meeting Notice**") of China Merchants Bank Co., Ltd. (the "**Company**"), the 2015 Annual General Meeting (the "**2015 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 People's Republic of China ("**PRC**") at 9:00 a.m. on 28 June 2016. Li Jianhong, the Chairman of the Board of Directors of the Company, presided over and acted as the chairman of the Meeting.

For details about the resolutions considered at the Meeting, please refer to the Meeting Notice and the Circular of the Company dated 13 May 2016 (the "**Circular**"), which could be downloaded from the Company's website (www.cmbchina.com) and the website of The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") (www.hkex.com.hk). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those adopted in the Circular.

As at the shareholding record date of the Meeting (i.e. 21 June 2016), the Company had a total of 25,219,845,601 shares in issue, including 20,628,944,429 A shares and 4,590,901,172 H shares, which were shares entitling the holders to attend and vote on the resolutions proposed at the Meeting.

Representatives from the Company's shareholders and representatives from the supervisors, lawyers of Beijing Jun He Law Offices Shenzhen Office and Computershare Hong Kong Investor Services Limited, the Company's H share registrar, were appointed as the scrutineers to monitor the vote taking process and

count the votes at the Meeting.

Shareholders attending the 2015 Annual General Meeting and their shareholdings:

1. Number of shareholders and proxies attending the 2015 Annual General Meeting	132
Of which: Number of A shareholders and proxies	117
Number of H shareholders and proxies	15
2. Total number of voting shares held by shareholders and proxies attending the 2015 Annual General Meeting	14,973,595,641
Of which: Total number of the shares held by A shareholders and proxies	12,797,943,927
Total number of the shares held by H shareholders and proxies	2,175,651,714
3. Percentage of the total number of voting shares of the Company held by shareholders and proxies attending the 2015 Annual General Meeting (%)	59.3723
Of which: Percentage of the total number of voting shares of the Company held by A shareholders and proxies(%)	50.7456
Percentage of the total number of voting shares of the Company held by H shareholders and proxies(%)	8.6267

14 out of the 16 existing directors of the Company attended the Meeting, while non-executive directors Mr. Ma Zehua and Mr. Li Yinquan were unable to attend the Meeting due to business engagements; 6 out of the 9 existing supervisors of the Company attended the Meeting, while Mr. Liu Zhengxi (shareholder supervisor) , Mr. Dong Xiande (external supervisor) and Mr. Xiong Kai (employee Supervisor) were unable to attend the Meeting due to business engagements; the Secretary of the office of the Board of Directors also attended the Meeting, with certain senior management members attending the Meeting in non-voting capacity.

The convening of the Meeting and voting procedures were in compliance with the requirements of the Company Law of the PRC, the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Hong Kong Listing Rules**”) and

the Articles of Association of China Merchants Bank Co., Ltd..

No H Shareholder is required to abstain from voting in respect of the resolutions proposed at the 2015 Annual General Meeting in accordance with the Hong Kong Listing Rules. The Company is not aware of any parties who have indicated their intention to vote against any resolutions proposed at the Meeting. There are no shareholders who are entitled to attend the Meeting but required to abstain from voting at the Meeting in favour of any resolution in accordance with Rule 13.40 of the Hong Kong Listing Rules.

The voting results of the 2015 Annual General Meeting on all resolutions are as follows:

No.	Resolutions	For		Against		Abstained		Passed or not
		Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	
ORDINARY RESOLUTIONS								
1.	Consider and approve the Work Report of the Board of Directors of the Company for the year 2015	14,970,397,089	99.9786	62,252	0.0004	3,136,300	0.0210	Passed
2.	Consider and approve the Work Report of the Board of Supervisors of the Company for the year 2015	14,970,397,089	99.9786	62,252	0.0004	3,136,300	0.0210	Passed
3.	Consider and approve the Annual Report of the Company for the year 2015 (including the Audited Financial Report)	14,970,397,089	99.9786	62,252	0.0004	3,136,300	0.0210	Passed
4.	Consider and approve the Audited Financial Statements of the Company for the year 2015	14,970,397,089	99.9786	62,252	0.0004	3,136,300	0.0210	Passed
5.	Consider and approve the proposal regarding the Profit Appropriation Plan for the year 2015 (including the distribution of final dividend)	14,970,550,384	99.9797	74,457	0.0005	2,970,800	0.0198	Passed
6.	Consider and approve the resolution regarding the Engagement of Accounting Firms and their Remuneration for the year 2016	14,966,756,089	99.9543	3,651,752	0.0244	3,187,800	0.0213	Passed

7.	Consider and approve the Assessment Report on the Duty Performance of Directors for the year 2015	14,970,397,089	99.9786	62,252	0.0004	3,136,300	0.0210	Passed
8.	Consider and approve the Assessment Report on the Duty Performance of Supervisors for the year 2015	14,970,384,884	99.9786	62,252	0.0004	3,148,505	0.0210	Passed
9.	Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of Independent Directors for the year 2015	14,970,384,884	99.9786	62,252	0.0004	3,148,505	0.0210	Passed
10.	Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of External Supervisors for the year 2015	14,970,384,884	99.9786	62,252	0.0004	3,148,505	0.0210	Passed
11.	Consider and approve the Related Party Transaction Report for the year 2015	14,970,123,884	99.9768	262,252	0.0018	3,209,505	0.0214	Passed
	SPECIAL RESOLUTION							
12.	Consider and approve the Resolution regarding the general mandate to issue new shares and/or deal with share options of China Merchants Bank Co., Ltd.	13,879,147,209	92.6908	1,091,245,632	7.2878	3,202,800	0.0214	Passed
	ORDINARY RESOLUTIONS							
13.00	Resolutions regarding the election of members of the Tenth Session of the Board of Directors of China Merchants Bank							
13.01	Consider and approve the re-appointment of Mr. Li Jianhong as non-executive Director of the Company	14,877,416,805	99.3577	87,717,236	0.5858	8,461,600	0.0565	Passed

13.02	Consider and approve the appointment of Mr. Xu Lirong as non-executive Director of the Company	14,880,829,965	99.3805	87,773,892	0.5862	4,991,784	0.0333	Passed
13.03	Consider and approve the re-appointment of Mr. Li Xiaopeng as non-executive Director of the Company	14,880,895,493	99.3809	87,708,364	0.5858	4,991,784	0.0333	Passed
13.04	Consider and approve the re-appointment of Ms. Sun Yueying as non-executive Director of the Company	14,820,180,901	98.9754	148,422,956	0.9912	4,991,784	0.0334	Passed
13.05	Consider and approve the re-appointment of Mr. Fu Gangfeng as non-executive Director of the Company	14,819,995,401	98.9742	148,608,456	0.9925	4,991,784	0.0333	Passed
13.06	Consider and approve the re-appointment of Mr. Hong Xiaoyuan as non-executive Director of the Company	14,880,895,493	99.3809	87,708,364	0.5858	4,991,784	0.0333	Passed
13.07	Consider and approve the re-appointment of Ms. Su Min as non-executive Director of the Company	14,881,080,993	99.3821	87,522,864	0.5845	4,991,784	0.0334	Passed
13.08	Consider and approve the appointment of Mr. Zhang Jian as non-executive Director of the Company	14,880,895,493	99.3809	87,708,364	0.5858	4,991,784	0.0333	Passed
13.09	Consider and approve the appointment of Mr. Wang Daxiong as non-executive Director of the Company	14,881,135,130	99.3825	87,468,727	0.5842	4,991,784	0.0333	Passed
13.10	Consider and approve the appointment of Mr. Zhang Feng as non-executive Director of the Company	14,880,694,630	99.3796	87,759,227	0.5861	5,141,784	0.0343	Passed

13.11	Consider and approve the re-appointment of Mr. Tian Huiyu as executive Director of the Company	14,945,315,825	99.8111	25,194,237	0.1683	3,085,579	0.0206	Passed
13.12	Consider and approve the re-appointment of Mr. Li Hao as executive Director of the Company	14,930,137,626	99.7098	40,372,436	0.2696	3,085,579	0.0206	Passed
13.13	Consider and approve the re-appointment of Mr. Leung Kam Chung, Antony as independent non-executive Director of the Company	14,967,325,447	99.9581	3,172,470	0.0212	3,097,724	0.0207	Passed
13.14	Consider and approve the re-appointment of Mr. Wong Kwai Lam as independent non-executive Director of the Company	14,963,933,447	99.9355	6,564,470	0.0438	3,097,724	0.0207	Passed
13.15	Consider and approve the re-appointment of Mr. Pan Chengwei as independent non-executive Director of the Company	14,967,325,447	99.9581	3,172,470	0.0212	3,097,724	0.0207	Passed
13.16	Consider and approve the re-appointment of Ms. Pan Yingli as independent non-executive Director of the Company	14,967,360,084	99.9584	2,987,833	0.0200	3,247,724	0.0216	Passed
13.17	Consider and approve the re-appointment of Mr. Zhao Jun as independent non-executive Director of the Company	14,967,175,447	99.9571	3,172,470	0.0212	3,247,724	0.0217	Passed
13.18	Consider and approve the appointment of Mr. Wong See Hong as independent non-executive Director of the Company	14,970,099,302	99.9766	248,615	0.0017	3,247,724	0.0217	Passed
14.00	Resolutions regarding the election of Shareholder Supervisors and External Supervisors of the Tenth Session of the Board of Supervisors of China Merchants Bank							

14.01	Consider and approve the re-appointment of Mr. Fu Junyuan as Shareholder Supervisor of the Company	14,967,321,447	99.9581	3,172,470	0.0212	3,101,724	0.0207	Passed
14.02	Consider and approve the appointment of Mr. Wu Heng as Shareholder Supervisor of the Company	14,967,321,447	99.9581	3,172,470	0.0212	3,101,724	0.0207	Passed
14.03	Consider and approve the appointment of Mr. Wen Jianguo as Shareholder Supervisor of the Company	14,967,321,447	99.9581	3,172,470	0.0212	3,101,724	0.0207	Passed
14.04	Consider and approve the re-appointment of Mr. Jin Qingjun as External Supervisor of the Company	14,910,799,789	99.5806	59,694,128	0.3987	3,101,724	0.0207	Passed
14.05	Consider and approve the appointment of Mr. Ding Huiping as External Supervisor of the Company	14,967,321,447	99.9581	3,172,470	0.0212	3,101,724	0.0207	Passed
14.06	Consider and approve the appointment of Mr. Han Zirong as External Supervisor of the Company	14,966,571,436	99.9531	3,172,470	0.0212	3,851,735	0.0257	Passed
SPECIAL RESOLUTION								
15.	Consider and approve the resolution regarding the amendments to the Articles of Association of China Merchants Bank Co., Ltd.	14,967,480,571	99.9592	3,079,270	0.0206	3,035,800	0.0202	Passed

Among the above resolutions proposed at the 2015 Annual General Meeting, resolutions no. 12 and 15 were special resolutions, which have been approved by more than two-third of the votes from the shareholders (including proxies) attending the Meeting. The other resolutions were ordinary resolutions, which have been approved by more than 50% of the votes from the shareholders (including proxies) attending the Meeting.

CHANGE OF SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY

A total of 18 members of the Tenth Session of the Board of Directors of the Company were reviewed and approved at the Meeting, which are listed as follows:

Ten shareholder Directors: Li Jianhong, Xu Lirong, Li Xiaopeng, Sun Yueying, Fu Gangfeng, Hong Xiaoyuan, Su Min, Zhang Jian, Wang Daxiong and Zhang Feng

Two executive Directors: Tian Huiyu and Li Hao

Six independent non-executive Directors: Leung Kam Chung, Antony, Wong Kwai Lam, Pan Chengwei, Pan Yingli, Zhao Jun and Wong See Hong.

The Tenth Session of the Board of Directors will serve for a term of three years, with the qualifications for directorship of Xu Lirong, Zhang Jian, Wang Daxiong, Zhang Feng and Wong See Hong subject to the approval of the China Banking Regulatory Commission (the “CBRC”). Their terms of office shall commence from the date of such approval, upon which the Company will make further announcement(s). The terms of the other re-appointed directors shall commence from the date of approval of the Shareholders at the Meeting.

Pursuant to the Articles of Association of the Company, independent non-executive directors shall account for more than one-third (inclusive) of the Board of Directors of the Company. Therefore, Ms. Guo Xuemeng will hold her position of independent non-executive director till the qualification for directorship of the newly appointed independent non-executive director is approved by the CBRC.

Mr. Ma Zehua and Mr. Li Yinquan will retire from the positions of non-executive Directors of the Company upon conclusion of the Meeting due to expiration of their terms of office. Mr. Ma Zehua and Mr. Li Yinquan have confirmed that there was no disagreement between them and the Board of Directors of the Company, nor were there any other matters relating to their retirements that need to be brought to the attention of the Shareholders. The Company would like to express its sincere gratitude to Mr. Ma Zehua and Mr. Li Yinquan for their important contributions to the Board of Directors of the Company during their terms of office.

CHANGE OF SESSION OF THE BOARD OF SUPERVISORS OF THE COMPANY

A total of 9 members of shareholder Supervisors, external Supervisors and employee Supervisors (legally elected through employees' democratic election) of the Tenth Session of the Board of Supervisors of the Company were reviewed and approved at the Meeting, which are listed as follows:

Three shareholder Supervisors: Fu Junyuan, Wu Heng and Wen Jianguo

Three external Supervisors: Jin Qingjun, Ding Huiping and Han Zirong

Three employee Supervisors: Liu Yuan, Xu Lizhong and Huang Dan.

The Tenth Session of the Board of Supervisors will serve for a term of three years, commencing from 28 June 2016.

Mr. Zhu Genlin, Mr. Liu Zhengxi, Mr. Dong Xiande, Mr. Pan Ji and Mr. Xiong Kai will retire from the positions of Supervisors of the Company upon the conclusion of the Meeting. Mr. Zhu Genlin, Mr. Liu Zhengxi, Mr. Dong Xiande, Mr. Pan Ji and Mr. Xiong Kai have confirmed that there was no disagreement between them and the Board of Supervisors of the Company, nor were there any other matters relating to their retirements that need to be brought to the attention of the Shareholders. The Company would like to express its sincere gratitude to Mr. Zhu Genlin, Mr. Liu Zhengxi, Mr. Dong Xiande, Mr. Pan Ji and Mr. Xiong Kai for their important contributions to the Board of Supervisors of the Company during their terms of office.

ATTESTATION BY LAWYER

The Meeting were attested by Beijing Jun He Law Offices Shenzhen Office which issued a written 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, administrative regulations and rules such as the Company Law and the Rules of General Meeting and the Articles of Association. The voting results of the Meeting were lawful and valid.

By Order of the Board of Directors
China Merchants Bank Co., Ltd.
Li Jianhong
Chairman

28 June 2016

As at the date of this announcement, the executive directors of the Company are Tian Huiyu and Li Hao; the non-executive directors of the Company are Li Jianhong, Li Xiaopeng, Sun Yueying, Fu Gangfeng, Hong Xiaoyuan and Su Min; and the independent non-executive directors of the Company are Leung Kam Chung, Antony, Wong Kwai Lam, Pan Chengwei, Pan Yingli, Guo Xuemeng and Zhao Jun.