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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 SHAREHOLDER RECEIVING THE NOTICE OF TERMINATION OF THE REVIEW FROM CSRC**

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.

On 29 February 2016, China Merchants Bank Co., Ltd. (the “Company” or “China Merchants Bank”) published the Indicative Announcement Regarding Important Notice from a Shareholder, the Indicative Announcement Regarding Disclosure of Acquisition Report (Summary) by Shareholder(s) and the Summary of Acquisition Report respectively, which are available on the website of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk) and the Company’s website at [www.cmbchina.com](http://www.cmbchina.com). China Merchants Steam Navigation Co., Ltd. (“CMSN”), a shareholder of the Company, had submitted its application to China Securities Regulatory Commission (“CSRC”) for a waiver of the general offer obligation, and had received the CSRC Notice of Acceptance of Application for Administrative Permission (No. 160420) on 4 March 2016.

In September 2016, in order to implement the overall strategy of the CPC Central Committee and the State Council regarding further deepening the reform of state-owned enterprises, and in accordance with the relevant work arrangement of the SASAC, Sinotrans & CSC Holdings Corporation Limited (“Sinotrans & CSC”) and its subsidiary Wuhan Changjiang Shipping Company proposed to transfer at nil consideration its 22,207,847 shares of China Merchants Bank in aggregate, representing 0.09% of the total share capital of China Merchants Bank, to Guoxin Investment Co., Ltd., a subsidiary of China Reform Holdings Corporation Ltd.. Upon completion of the share transfer at nil consideration, the percentage of the shares of China Merchants Bank held by CMSN and the parties acting in concert with it in the share capital of China Merchants Bank, in aggregate, will remain at 29.97%, which therefore will no longer trigger the relevant general offer obligation (please refer to the Company’s Indicative Announcement Regarding the Share Transfer Agreement at Nil Consideration Entered into Among Relevant Parties dated 20 September 2016 for details). As such, CMSN had lodged its application to the CSRC for terminating the review of materials relating to the relevant general offer obligation.

On 24 October 2016, the Company received a notice from CMSN, stating that CMSN has received the CSRC Notice on Termination of the Review of Application for Administrative Permission (No. [2016]482), pursuant to which CSRC has resolved to terminate the review of the application for administrative permission.

The subsequent relevant procedures will be handled by the relevant parties in accordance with the applicable laws and regulations. The Company will procure the obligor(s) of information disclosure to fulfill its (their) obligation of information disclosure in a timely manner in accordance with the requirements of relevant laws and regulations.

By Order of the Board of Directors  
**China Merchants Bank Co., Ltd.**

24 October 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.*