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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 2016 FIRST EXTRAORDINARY GENERAL MEETING

According to the Notice of the 2016 First Extraordinary General Meeting dated 19 September 2016 (the “**Meeting Notice**”) of China Merchants Bank Co., Ltd. (the “**Company**”), the 2016 First Extraordinary General Meeting (the “**2016 First Extraordinary 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 4 November 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 (the “**Circular**”) issued by the Company on 19 September 2016, 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. 28 October 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 2016 First Extraordinary General Meeting and their shareholdings:

1.	Number of shareholders and proxies attending the 2016 First Extraordinary General Meeting	159
	Of which: Number of A shareholders and proxies	145
	Number of H shareholders and proxies	14
2.	Total number of voting shares held by shareholders and proxies attending the 2016 First Extraordinary General Meeting	13,122,047,012
	Of which: Total number of the shares held by A shareholders and proxies	10,897,379,716
	Total number of the shares held by H shareholders and proxies	2,224,667,296
3.	Percentage of the total number of voting shares of the Company held by shareholders and proxies attending the 2016 First Extraordinary General Meeting (%)	52.0306
	Of which: Percentage of the total number of voting shares of the Company held by A shareholders and proxies (%)	43.2095
	Percentage of the total number of voting shares of the Company held by H shareholders and proxies (%)	8.8211

11 out of the 14 existing directors of the Company attended the Meeting, while Mr. Li Xiaopeng (non-executive director), Mr. Li Hao (executive director) and Mr. Wong Kwai Lam (independent non-executive director) 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. Fu Junyuan (shareholder supervisor), Mr. Jin Qingjun (external supervisor) and Mrs. Huang Dan (employee supervisor) were unable to attend the Meeting due to business engagements; 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 applicable laws and regulations including 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 Implementation Rules for Online Voting at Shareholders’ General Meetings of Listed Companies of Shanghai Stock Exchange as well as 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 2016 First Extraordinary 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 2016 First Extraordinary General Meeting on all resolutions are as follows:

No.	Ordinary resolutions	For		Against		Abstained		Passed or not
		Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	
1.	Consider and approve the Resolution on Grant of the H Share Appreciation Rights;	12,526,562,678	95.4620	587,953,510	4.4807	7,530,824	0.0573	Passed
2.	Consider and approve the Resolution on Adjustment to the Remuneration of Independent Directors; and	13,114,210,853	99.9403	298,335	0.0023	7,537,824	0.0574	Passed
3.	Consider and approve the Resolution on Adjustment to the Remuneration of External Supervisors.	13,114,191,230	99.9401	317,958	0.0024	7,537,824	0.0575	Passed

All the above resolutions were ordinary resolutions, which have been approved by more than 50% of the votes from the shareholders (including proxies) attending the Meeting.

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 of the People's Republic of China and the Rules of General Meeting of Listed Companies and the Articles of Association of China Merchants Bank Co., Ltd.. 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

4 November 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.