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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 ANNUAL GENERAL MEETING
AND THE FIRST CLASS MEETING OF THE SHAREHOLDERS
OF H SHARES FOR 2017**

According to the Notice of the 2016 Annual General Meeting and the First Class Meeting of the Shareholders of H Shares for 2017 dated 10 April 2017 (the “**Meeting Notice**”) of China Merchants Bank Co., Ltd. (the “**Company**”), the 2016 Annual General Meeting (the “**2016 Annual General Meeting**”), the First Class Meeting of the Shareholders of A Shares for 2017 (the “**A Shareholders Class Meeting**”) and the First Class Meeting of the Shareholders of H Shares for 2017 (the “**H Shareholders Class Meeting**”, collectively, the “**Meeting**”) was held at the Conference Room, 5/F, China Merchants Bank Tower, No. 7088 Shennan Boulevard, Shenzhen, the People’s Republic of China (the “**PRC**”) at 9:00 a.m. on 26 May 2017. Mr. 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 19 April 2017 (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. 19 May 2017), 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.

Shareholders attending the 2016 Annual General Meeting and their shareholdings:

1.	Number of shareholders and proxies attending the 2016 Annual General Meeting	267
	Of which: Number of A shareholders and proxies	254
	Number of H shareholders and proxies	13
2.	Total number of voting shares held by shareholders and proxies attending the 2016 Annual General Meeting	16,024,788,810
	Of which: Total number of the shares held by A shareholders and proxies	13,720,006,117
	Total number of the shares held by H shareholders and proxies	2,304,782,693
3.	Percentage of the total number of voting shares of the Company held by shareholders and proxies attending the 2016 Annual General Meeting (%)	63.5404
	Of which: Percentage of the total number of voting shares of the Company held by A shareholders and proxies (%)	54.4016
	Percentage of the total number of voting shares of the Company held by H shareholders and proxies (%)	9.1388

Shareholders attending the H Shareholders Class Meeting and their shareholdings:

1.	Number of H shareholders and proxies attending the H Shareholders Class Meeting	13
2.	Total number of voting shares held by H shareholders and proxies attending the H Shareholders Class Meeting	2,304,235,833
3.	Percentage of the total number of H voting shares of the Company held by H shareholders and proxies attending the H Shareholders Class Meeting (%)	50.1914

15 out of the 16 existing directors of the Company attended the Meeting, while non-executive director Ms. Sun Yueying was unable to attend the Meeting due to business engagements; 7 out of the 9 existing supervisors of the Company attended the Meeting, while Mr. Wen Jianguo (shareholder supervisor) and Mr. Han Zirong (external supervisor) were unable to attend the Meeting due to business engagements; the Secretary 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..

China Ocean Shipping (Group) Company, a related shareholder of the Company and the parties acting in concert with it have abstained from voting on resolutions no. 15, 16 and 17 involving related shareholder at the 2016 Annual General Meeting and have abstained from voting on resolution no. 2 involving related shareholder at the H Shareholders Class Meeting. Save as disclosed above, no Shareholder is required to abstain from voting in respect of the resolutions proposed at the 2016 Annual General Meeting and the H Shareholders Class 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.

Representatives from the Company's shareholders and representatives from the supervisors, lawyers of JunHe LLP and Computershare Hong Kong Investor Services Limited, the Company's H share registrar, etc., were appointed as the scrutineers to monitor the vote taking process and count the votes at the Meeting.

The voting results of the 2016 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 2016	16,019,397,460	99.9664	418,778	0.0026	4,972,572	0.0310	Passed
2	Consider and approve the Work Report of the Board of Supervisors of the Company for the year 2016	16,019,397,460	99.9664	418,778	0.0026	4,972,572	0.0310	Passed
3	Consider and approve the Annual Report of the Company for the year 2016 (including the Audited Financial Report)	16,019,379,460	99.9662	418,778	0.0026	4,990,572	0.0312	Passed
4	Consider and approve the Audited Financial Statements of the Company for the year 2016	16,019,397,460	99.9664	418,778	0.0026	4,972,572	0.0310	Passed
5	Consider and approve the proposal regarding the Profit Appropriation Plan for the year 2016 (including the distribution of final dividend)	16,019,958,161	99.9699	19,577	0.0001	4,811,072	0.0300	Passed
6	Consider and approve the resolution regarding the Engagement of Accounting Firms and their Remuneration for the year 2017	15,876,242,305	99.0730	118,434,860	0.7391	30,111,645	0.1879	Passed
7	Consider and approve the Assessment Report on the Duty Performance of the Board of Directors and its Members for the year 2016	16,006,328,460	99.8848	418,778	0.0026	18,041,572	0.1126	Passed
8	Consider and approve the Assessment Report on the Duty Performance of the Board of Supervisors and its Members for the year 2016	16,006,328,460	99.8848	418,778	0.0026	18,041,572	0.1126	Passed
9	Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of Independent Directors for the year 2016	16,006,328,460	99.8848	418,778	0.0026	18,041,572	0.1126	Passed
10	Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of External Supervisors for the year 2016	16,006,328,460	99.8848	418,778	0.0026	18,041,572	0.1126	Passed
11	Consider and approve the evaluation report on duty performance of the members of senior management in 2016	16,006,328,460	99.8848	418,778	0.0026	18,041,572	0.1126	Passed
12	Consider and approve the Related Party Transaction Report for the year 2016	16,019,397,460	99.9664	418,778	0.0026	4,972,572	0.0310	Passed

No.	Resolutions	For		Against		Abstained		Passed or not
		Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	
	SPECIAL RESOLUTIONS							
13	Consider and approve the resolution regarding adjusting the statistical calibre of the issue mandate granted to the Board of Directors for the issuance of financial bonds	15,123,936,211	94.3784	856,880,027	5.3472	43,972,572	0.2744	Passed
14	Consider and approve each item of the resolutions regarding the non-public issuance of domestic preference shares of the Company							
14.01	Type and amount of the domestic preference shares for this issuance	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.02	Duration	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.03	Method of issuance	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.04	Issue Target	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.05	Nominal value and issue price	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.06	Lock-up period	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.07	Dividend distribution terms	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.08	Terms of conditional redemption	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.09	Terms of mandatory conversion	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.10	Restrictions on voting rights	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.11	Restoration of voting rights	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.12	Order of distribution of residual assets and basis of liquidation	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.13	Rating arrangement	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.14	Guarantee	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.15	Use of proceeds	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.16	Transferability	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.17	Compliance of latest regulatory requirements	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.18	Effective period of the resolutions regarding this issuance of domestic preference shares	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.19	Relationship between the domestic and offshore preference shares for this issuance	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed
14.20	Authorisation matters	16,017,361,146	99.9536	3,144,102	0.0196	4,283,562	0.0268	Passed

No.	Resolutions	For		Against		Abstained		Passed or not
		Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	
	SPECIAL RESOLUTIONS							
15	Consider and approve each item of the resolutions regarding the plan for the non-public issuance of offshore preference shares of the Company							
15.01	Type and amount of the offshore preference shares for this issuance	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.02	Duration	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.03	Method of issuance	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.04	Issue Target	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.05	Nominal value and issue price	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.06	Lock-up period	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.07	Dividend distribution terms	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.08	Terms of conditional redemption	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.09	Terms of mandatory conversion	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.10	Restrictions on voting rights	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.11	Restoration of voting rights	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.12	Order of distribution of residual assets and basis of liquidation	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.13	Rating arrangement	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.14	Guarantee	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.15	Use of proceeds	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.16	Transferability	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.17	Compliance of latest regulatory requirements	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.18	Effective period of the resolutions regarding this issuance of offshore preference shares	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.19	Relationship between the offshore and domestic preference shares for this issuance	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed
15.20	Authorisation matters	13,566,901,365	99.9445	3,254,602	0.0240	4,283,562	0.0315	Passed

No.	Resolutions	For		Against		Abstained		Passed or not
		Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	
ORDINARY RESOLUTIONS								
16	Consider and approve the resolution on the related party transaction regarding non-public issuance of offshore preference shares by the Company to COSCO SHIPPING Financial Holdings Co., Limited	13,568,533,189	99.9565	971,278	0.0072	4,935,062	0.0363	Passed
17	Consider and approve the resolution regarding the share subscription agreement in relation to the conditional subscription of offshore preference shares entered into between the Company and COSCO SHIPPING Financial Holdings Co., Limited	13,568,533,189	99.9565	971,278	0.0072	4,935,062	0.0363	Passed
18	Consider and approve the resolution regarding the dilution of current return by the non-public issuance of preference shares and the remedial measures	16,019,548,970	99.9673	304,778	0.0019	4,935,062	0.0308	Passed
19	Consider and approve the resolution regarding the capital management plan of the Company for 2017 to 2019	16,019,716,971	99.9684	136,777	0.0009	4,935,062	0.0307	Passed
20	Consider and approve the resolution regarding the shareholders' return plan of the Company for 2017 to 2019	16,019,568,171	99.9674	285,577	0.0018	4,935,062	0.0308	Passed
21	Consider and approve the resolution regarding the report on the use of the proceeds raised in previous issuance by the Company	16,019,814,970	99.9690	38,778	0.0002	4,935,062	0.0308	Passed
SPECIAL RESOLUTIONS								
22	Consider and approve the resolution regarding the general mandate to issue shares and/or deal with share options of the Company	14,754,666,036	92.0740	1,265,187,712	7.8952	4,935,062	0.0308	Passed
23	Consider and approve the resolution regarding the amendments to the "Articles of Association of China Merchants Bank Co., Ltd."	16,010,794,442	99.9127	8,755,806	0.0546	5,238,562	0.0327	Passed
24	Consider and approve the resolution regarding the "Rules of Procedures for Shareholders' General Meetings of China Merchants Bank Co., Ltd." and the "Rules of Procedures for Meetings of the Board of Directors of China Merchants Bank Co., Ltd."	16,019,826,171	99.9690	19,577	0.0001	4,943,062	0.0309	Passed

The voting results of the H Shareholders Class 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 (%)	
	SPECIAL RESOLUTIONS							
1	Consider and approve each item of the resolutions regarding the non-public issuance of domestic preference shares of the Company							
1.01	Type and amount of the domestic preference shares for this issuance	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.02	Duration	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.03	Method of issuance	2,298,733,686	99.7612	1,974,797	0.0857	3,527,350	0.1531	Passed
1.04	Issue Target	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.05	Nominal value and issue price	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.06	Lock-up period	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.07	Dividend distribution terms	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.08	Terms of conditional redemption	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.09	Terms of mandatory conversion	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.10	Restrictions on voting rights	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.11	Restoration of voting rights	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.12	Order of distribution of residual assets and basis of liquidation	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.13	Rating arrangement	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.14	Guarantee	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.15	Use of proceeds	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.16	Transferability	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.17	Compliance of latest regulatory requirements	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.18	Effective period of the resolutions regarding this issuance of domestic preference shares	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.19	Relationship between the domestic and offshore preference shares for this issuance	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
1.20	Authorisation matters	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed

No.	Resolutions	For		Against		Abstained		Passed or not
		Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	
	SPECIAL RESOLUTIONS							
2	Consider and approve each item of the resolutions regarding the non-public issuance of offshore preference shares of the Company							
2.01	Type and amount of the offshore preference shares for this issuance	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.02	Duration	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.03	Method of issuance	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.04	Issue Target	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.05	Nominal value and issue price	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.06	Lock-up period	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.07	Dividend distribution terms	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.08	Terms of conditional redemption	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.09	Terms of mandatory conversion	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.10	Restrictions on voting rights	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.11	Restoration of voting rights	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.12	Order of distribution of residual assets and basis of liquidation	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.13	Rating arrangement	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.14	Guarantee	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.15	Use of proceeds	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.16	Transferability	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.17	Compliance of latest regulatory requirements	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.18	Effective period of the resolutions regarding this issuance of offshore preference shares	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.19	Relationship between the offshore and domestic preference shares for this issuance	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed
2.20	Authorisation matters	2,297,101,862	99.6904	3,606,621	0.1565	3,527,350	0.1531	Passed

Among the above resolutions, resolutions no. 13, 14, 15, 22, 23 and 24 proposed at the 2016 Annual General Meeting and resolutions proposed at the H Shareholders Class Meeting were special resolutions, which have been approved by more than two-third of the votes from the shareholders (including proxies) attending the Meeting (among which, China Ocean Shipping (Group) Company, a related shareholder and the parties acting in concert with it have abstained from voting on resolution no. 15 involving related shareholder at the 2016 Annual General Meeting and have abstained from voting on resolution no. 2 involving related shareholder at the H Shareholders Class Meeting); the other resolutions were ordinary resolutions, which have been approved by more than half of the votes from the shareholders (including proxies) attending the Meeting (among which, for resolutions no. 16 and 17 proposed at the 2016 Annual General Meeting, related shareholders should abstain from the voting, China Ocean Shipping (Group) Company, the related shareholder, and its parties acting in concert, abstained from the voting).

ATTESTATION BY LAWYER

The Meeting were attested by JunHe LLP 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 Regulations for Convening of General Meetings of Listed Companies of the Company Law of the PRC 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

26 May 2017

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, Su Min, Zhang Jian and Wang Daxiong; and the independent non-executive directors of the Company are Leung Kam Chung, Antony, Wong Kwai Lam, Pan Chengwei, Pan Yingli, Zhao Jun and Wong See Hong.