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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)**

**ANNOUNCEMENT IN RELATION TO THE APPROVAL FROM CSRC  
CONCERNING THE ISSUANCE OF  
OFFSHORE PREFERENCE SHARES**

Reference is made to the circular of China Merchants Bank Co., Ltd. (the “**Company**”) dated 19 April 2017 (the “**Circular**”) and the announcements of the Company dated 26 May 2017 and 11 August 2017 (the “**Announcements**”), respectively. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements and the Circular.

On 17 October 2017, the Company received the “Approval concerning the Issuance of Offshore Preference Shares by China Merchants Bank Co., Ltd.” (Zheng Jian Xu Ke [2017] No.1838) issued by the China Securities Regulatory Commission (the “**CSRC**”), which the CSRC approved the Company’s issuance of up to 75 million Preference Shares in the offshore markets, with each Offshore Preference Share having a par value of RMB100. The Company may complete the issuance in multiple series, and the intervals between any two series shall not be less than 3 months, with each series having an issuance size of not less than 25% of the total approved quota. The unused quota will lose effect automatically upon the expiry of the validity period of the approval. The Offshore Preference Shares may be listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) after the completion of the issuance. Furthermore, the mandatory conversion of the Preference Shares issued offshore into ordinary shares upon the occurrence of any trigger events was also approved by the CSRC and any ordinary shares so converted may be listed on the Stock Exchange.

The Board will deal with the relevant matters in respect of the issuance of the Offshore Preference Shares in accordance with the requirements of the relevant laws and regulations, the requirements set out in the relevant approvals from the regulatory authorities including the CSRC and the authorisations granted by the shareholders’ general meeting of the Company.

By order of the Board  
**China Merchants Bank Co., Ltd.**  
**Wang Liang Seng Sze Ka Mee Natalia**  
*Joint Company Secretaries*

17 October 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.*