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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)

(H Share Stock Code: 03968)

(Preference Share Stock Code: 04614)

NOTICE OF 2017 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Board of Directors of China Merchants Bank Co., Ltd. (hereinafter referred to as the “Company” or “China Merchants Bank”) has decided to hold its Annual General Meeting for 2017 (the “Meeting”) on Wednesday, 27 June 2018. The details of the Meeting are provided as follows:

I. CONVENING OF THE MEETING

(1) Time of the Meeting

The Meeting will commence at 9:00 a.m. on Wednesday, 27 June 2018.

(2) Venue of the Physical Meeting

The Meeting will be held at the Conference Room, 5/F, China Merchants Bank Tower, 7088 Shennan Boulevard, Shenzhen, the PRC.

(3) Convenor

The Meeting will be convened by the Board of Directors of the Company.

(4) Way of Conducting the Meeting

The Meeting will be conducted by way of physical voting and online voting (among which, online voting is for the Shareholders of A Shares only).

(5) Attendees

1. All shareholders of the “China Merchants Bank” (600036) whose names appear on the register of members, kept by China Securities Depository and Clearing Corporation Limited, Shanghai Office, as at the close of A Share trading session on the Shanghai Stock Exchange on the afternoon of Wednesday, 20 June 2018 (hereinafter referred to as “Shareholders of A Shares”);

2. All shareholders of H shares of “China Merchants Bank” (03968) whose names appear on the register of members of H Shares, kept by Computershare Hong Kong Investor Services Limited, on Wednesday, 20 June 2018 (hereinafter referred to as “Shareholders of H Shares”);
3. The proxies authorised by the above shareholders;
4. The directors, supervisors and senior management of the Company;
5. The intermediate agents engaged by the Company and the guests invited by the Board of Directors of the Company.

II. MATTERS TO BE CONSIDERED AND APPROVED AT THE MEETING

The following resolutions will be considered and approved at the Meeting:

ORDINARY RESOLUTIONS

1. **Consider and approve the Work Report of the Board of Directors of the Company for the year 2017;**
2. **Consider and approve the Work Report of the Board of Supervisors of the Company for the year 2017;**
3. **Consider and approve the Annual Report of the Company for the year 2017 (including the Audited Financial Report);**
4. **Consider and approve the Audited Financial Statements of the Company for the year 2017;**
5. **Consider and approve the proposal regarding the Profit Appropriation Plan for the year 2017 (including the distribution of final dividend) (note 1);**
6. **Consider and approve the resolution regarding the Engagement of Accounting Firms and their Remuneration for the year 2018 (note 2);**
7. **Consider and approve the Assessment Report on the Duty Performance of the Board of Directors and its Members for the year 2017;**
8. **Consider and approve the Assessment Report on the Duty Performance of the Board of Supervisors and its Members for the year 2017;**
9. **Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of Independent Directors for the year 2017;**
10. **Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of External Supervisors for the year 2017;**

11. **Consider and approve the Assessment Report on the Duty Performance of the Senior Management and its Members for the year 2017;**
12. **Consider and approve the Related Party Transaction Report for the year 2017;**
13. **Consider and approve the Addition of Mr. Zhou Song as a Non-executive Director of the Company (note 3);**

SPECIAL RESOLUTIONS

14. **Consider and approve the proposal regarding the amendments to the Articles of Association of China Merchants Bank Co., Ltd. (note 3);**
15. **Consider and approve the proposal regarding the Issuance of Capital Bonds (Note 3); and**
16. **Consider and approve the proposal regarding the General Mandate to issue Shares and/or deal with Share Options (note 3).**

The special resolutions set out above must be approved by more than two-thirds of the voting rights held by the Shareholders (including proxies) with voting rights attending the 2017 Annual General Meeting.

Notes:

1. to declare a cash dividend not less than 30% of the net profit attributable to the shareholders of the parent company of RMB70.150 billion (as shown in the audited consolidated financial statements of the Company for 2017 prepared under the PRC GAAP). Details of the Profit Appropriation Plan are set out below:
 - (1) 10% of the audited net profit of the Company for 2017 of RMB64.510 billion, equivalent to RMB6.451 billion, will be appropriated to the statutory surplus reserve in accordance with the relevant requirements of the “Company Law of the People’s Republic of China”.
 - (2) 1.5% of the total amount of the Company’s increased risk-bearing assets, equivalent to RMB2.760 billion, will be appropriated to the general reserve in accordance with the relevant requirements of the “Administrative Measures for the Provision of Reserves of Financial Enterprises” (金融企業準備金計提管理辦法) promulgated by the Ministry of Finance.
 - (3) Based on the total share capital of A Shares and H Shares on the record date for implementation of the profit appropriation, the Company will pay a cash dividend of RMB0.84 (tax included) for every share to all registered shareholders of the Company. The cash dividend will be denominated and declared in RMB, payable in RMB for the shareholders of A Shares and in HKD for the shareholders of H Shares. The actual appropriation amount in HKD will be calculated based on the average RMB/HKD benchmark rates to be released by the People’s Bank of China for the week before the date of the general meeting (including the day of the general meeting). The retained profit will be carried forward to the next year.
 - (4) The Company did not transfer any capital reserve into share capital in 2017.
2. Upon consideration and approval by the 21st meeting of the Tenth Session of the Board of Directors of the Company, it was agreed that Deloitte Touche Tohmatsu Certified Public Accountants LLP (Special General Partnership) be engaged as the domestic accounting firm of the Company and its tier-1 subsidiaries in China for 2018 and Deloitte Touche Tohmatsu Certified Public Accountants, the relevant

overseas member of Deloitte Touche Tohmatsu Certified Public Accountants LLP (Special General Partnership), be engaged as the international accounting firm of the Company and its overseas tier-1 subsidiaries for 2018. The term of office of the above engagements shall be one year and the audit fees (including but not limited to all miscellaneous costs such as travelling expenses, accommodation expenses and communication expenses) of the Company and its tier-1 subsidiaries mentioned above shall not exceed RMB10.49 million.

3. For details, please refer to the circular of the Company dated 11 May 2018.

III. REGISTRATION OF THE MEETING

(I) Time and Mode of Reply by Shareholders Who Intend to Attend

Any shareholders of H Shares intending to attend the Meeting in person or by proxies shall return the reply slip to the Company by mail or fax on or before Thursday, 7 June 2018.

(II) Registration Matters for Shareholders of H Shares

1. Closure of Register of Members of H Shares

Closure of register of members for the 2017 Annual General Meeting

In order to determine the shareholders of H shares who will be entitled to attend the Meeting, the Company will suspend registration of transfer of shares from Monday, 28 May 2018 to Wednesday, 27 June 2018 (both days inclusive).

In order to qualify to attend the Meeting, holders of H shares of the Company whose transfer documents have not been registered must deposit the transfer documents accompanied by relevant share certificates to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Friday, 25 May 2018. Shareholders of H Shares whose names are recorded in the register of members of the Company on Wednesday, 20 June 2018 are entitled to attend the Meeting.

Closure of register of members for payment of final dividend of 2017

In order to determine the shareholders of H shares entitled to receive the final dividend for the year ended 31 December 2017, the Company will suspend registration of transfer of shares from Friday, 6 July 2018 to Wednesday, 11 July 2018 (both days inclusive).

In order to qualify to receive the final dividend, holders of H shares of the Company who have not had their transfer documents registered must deposit the transfer documents accompanied by relevant share certificates to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Thursday, 5 July 2018. Shareholders of H Shares whose names are recorded in the register of members of the Company on Wednesday, 11 July 2018 are entitled to receive the final dividend for the year 2017.

2. *Registration of Attendance*

A qualified H share holder or shareholder proxy entitled to attend the Meeting shall produce his/her ID card for registration. In case of corporate shareholder, its legal representative or other authorised representative appointed by resolutions of its board of directors or its governing body can attend the Meeting. Such authorised representative shall produce for registration a copy of the resolutions of the board of directors or the governing body appointing him/her.

3. *Requirements for Proxies on Registration and Documents to be Provided when Voting*

- (1) Any shareholder of H shares entitled to participate in and vote at the Meeting may appoint one or more persons as his/her proxy/proxies to participate in and vote at the Meeting on his/her behalf. A proxy may not necessarily be a shareholder of the Company.
- (2) A shareholder of H shares shall appoint a proxy in writing. The shareholder of H shares or his/her proxy duly appointed by a written authorisation shall sign the proxy form in writing. If the shareholder of H shares is a legal person, the proxy form must be either under the common seal of the shareholders of H shares or signed by its director(s) or the duly authorised proxy(proxyes). If the proxy form is signed by the proxy appointed by the shareholder of H shares, the power of attorney authorising that proxy to sign or other authorisation document(s) shall be notarized.
- (3) The proxy form, together with the power of attorney or other authorisation document(s) (if any) must be delivered by the shareholder of H shares to the H Share Registrar of the Company no later than 24 hours before the time designated for holding the Meeting (i.e. not later than 9:00 a.m. on Tuesday, 26 June, 2018) or any adjournment thereof (as the case may be). The H Share Registrar of the Company is Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

- (4) Completion and return of the proxy forms shall not preclude an H Share shareholder from attending and voting in person at the Meeting with the documents listed in the above Item 2 “Registration of Attendance”. If an H Share Shareholder attends and votes in person at the meeting after he/she delegated a proxy, the delegation shall be deemed to have been terminated and the proxy form held by his/her proxy shall be deemed to be invalid.

IV. OTHER MATTERS

1. Contact Details of the Company

Address: 49/F, China Merchants Bank Tower, No.7088 Shennan Boulevard, Shenzhen, the PRC
Postcode: 518040
Contact person: Yang Zhixian, Gao Xiaoyu
Tel: (86 755) 8319 5829, 8319 5833
Fax: (86 755) 8319 5109

2. All shareholders and proxies of the shareholders attending the Meeting shall take care of their own transportation fee, accommodation and other related expenses.
3. As at the date of this notice, the executive directors of the Company are Tian Huiyu and Li Hao; the non-executive directors of the Company are Li Jianhong, Fu Gangfeng, Sun Yueying, 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.
4. Time and dates in this notice are Hong Kong time and dates.

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

11 May 2018

As at the date of this notice, the executive directors of the Company are Tian Huiyu and Li Hao; the non-executive directors of the Company are Li Jianhong, Fu Gangfeng, Sun Yueying, 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.