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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)

(H Share Stock Code: 03968)

(Preference Share Stock Code: 04614)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A meeting of the board of directors (the “**Board of Directors**”) of China Merchants Bank Co., Ltd. (the “**Company**”) was convened on 3 May 2018, at which, the “Resolution in relation to the amendments to the Articles of Association of China Merchants Bank Co., Ltd.” was considered and unanimously approved. The Board of Directors agreed to propose the Articles of Association of China Merchants Bank Co., Ltd. (2018 Second Revision) (including the Rules of Procedures for Shareholders’ General Meetings, the Rules of Procedures for Meetings of the Board of Directors and the Rules of Procedures for Meetings of the Board of Supervisors) to the 2017 Annual General Meeting for consideration. The resolution must be approved by more than two-thirds of the voting rights held by the shareholders (including proxies) with voting rights attending the General Meeting. The Articles of Association of China Merchants Bank Co., Ltd. (2018 Second Revision) is subject to the approval by China Banking and Insurance Regulatory Commission upon the consideration and approval at the General Meeting.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with the requirements of the Constitution of the Communist Party of China, Company Law of the People’s Republic of China, Interim Measures for the Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》), the Guidance of the General Office of the CBRC on Strengthening the Protecting of the Banking Consumer Rights and Addressing the Current Concerns of People (《中國銀監會辦公廳關於加強銀行業消費者權益保護解決當前群眾關切問題的指導意見》) and other relevant documents, the Company has proposed certain amendments to the Articles of Association and the Rules of Procedures taking into account

its actual situation. Details of the resolution in relation to the amendments to the Articles of Association and Rules of Procedures will be set out in the circular to be dispatched to the H shares holders of the Company as soon as practicable.

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

3 May 2018

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, 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.