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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 APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

A meeting of the board of directors (the “**Board of Directors**”) of China Merchants Bank Co., Ltd. (the “**Company**” or “**China Merchants Bank**”), convened on 24 May 2018, considered and approved:

### **I. THE “RESOLUTION IN RELATION TO THE ADDITION OF MR. LI MENGANG AS INDEPENDENT NON-EXECUTIVE DIRECTOR” WITH THE FOLLOWING MATTERS RESOLVED:**

1. The addition of Mr. Li Menggang (“**Mr. Li**”) as an independent non-executive director of the tenth session of the Board of Directors of the Company was agreed, and the term shall be until the expiry of the tenth session of the Board of Directors;
2. In accordance with Articles 82 of the Articles of Association of China Merchants Bank Co., Ltd. (the “**Articles of Association of the Company**”), the qualifying shareholders (being the shareholders individually or jointly holding more than 3% of the total issued voting shares of the Company) may submit interim proposals of the shareholders’ general meeting in writing to the Company 15 working days before convening the shareholders’ general meeting. The Board of Directors agreed to engage the shareholder China Merchants Finance Investment Holdings Co., Ltd., which holds more than 3% of the shares of the Company, as the qualifying shareholder to submit this resolution to the 2017 annual general meeting for consideration and approval by way of interim proposal. The qualification of Mr. Li as the independent non-executive director shall be subject to review by China Banking and Insurance Regulatory Commission (the “**CBIRC**”) upon the consideration and approval at the shareholders’ general meeting. Mr. Wong Kwai Lam will continue to perform his duties as the independent non-executive director in accordance with relevant laws, regulations and the Articles of Association of the Company, until the qualification of Mr. Li as the independent non-executive director is approved.

## II. THE “RESOLUTION IN RELATION TO THE ADDITION OF MR. LIU QIAO AS INDEPENDENT NON-EXECUTIVE DIRECTOR” WITH THE FOLLOWING MATTERS RESOLVED:

1. The addition of Mr. Liu Qiao (“**Mr. Liu**”) as an independent non-executive director of the tenth session of the Board of Directors of the Company was agreed, and the term shall be until the expiry of the tenth session of the Board of Directors;
2. In accordance with Articles 82 of the Articles of Association of the Company, the qualifying shareholders (being the shareholders individually or jointly holding more than 3% of the total issued voting shares of the Company) may submit interim proposals of the shareholders’ general meeting in writing to the Company 15 working days before convening the shareholders’ general meeting. The Board of Directors agreed to engage the shareholder China Ocean Shipping Company Limited, which holds more than 3% of the shares of the Company, as the qualifying shareholder to submit this resolution to the 2017 annual general meeting for consideration and approval by way of interim proposal. The qualification of Mr. Liu as the independent non-executive director shall be subject to review by the CBIRC upon the consideration and approval at the shareholders’ general meeting. Ms. Pan Yingli will continue to perform her duties as the independent non-executive director in accordance with relevant laws, regulations and the Articles of Association of the Company, until the qualification of Mr. Liu as the independent non-executive director is approved.

## THE BIOGRAPHIES AND RELATED INFORMATION OF THE CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

The biography of Mr. Li is as follows:

Mr. Li Menggang, aged 51, obtained a Ph.D. in economics and a double post-doctoral degree in transportation and communication engineering and theoretical economics from Beijing Jiaotong University. He has been serving as a professor, doctoral supervisor of the School of Economics and Management of Beijing Jiaotong University, head of China Center for Industrial Security Research, dean of the National Academy of Economic Security, a special economic analyst of Xinhua News Agency, the chairman of the professional committee of the logistics informatization and industrial security system of the Institute of Electrical and Electronics Engineers since November 2008. He is currently an independent director of Daqin Railway Co., Ltd. (a company listed on the Shanghai Stock Exchange) and Hunan Copote Science & Technology Co., Ltd. (a company listed on the Shanghai Stock Exchange). He served as an independent director of Sichuan Golden Summit (Group) Joint-stock Co., Ltd. (a company listed on the Shanghai Stock Exchange) and an independent non-executive director of Yuxing InfoTech Investment Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”)).

The biography of Mr. Liu is as follows:

Mr. Liu Qiao, aged 48, obtained a bachelor of science degree in economics and mathematics from Renmin University of China, a master’s degree in international finance and economics from the Institute of Finance of People’s Bank of China and a Ph.D. in economics from University of California, Los Angeles in the United States and is a distinguished professor (特聘教授) of Changjiang Scholars Program. He has been serving as the professor of finance and economics, doctoral supervisor and dean at the Guanghua School of Management of Peking University; a member of the 17th Session of the Public Offering Review Committee of the China Securities Regulatory Commission and the expert panel of the Shenzhen Stock Exchange; an advisor of

the post-doctoral stations of the China Securities Regulatory Commission, the Shenzhen Stock Exchange, the China Financial Futures Exchange and China Minsheng Banking Corp., Ltd. etc.; an independent non-executive director of ZH International Holdings Limited (a company listed on the Hong Kong Stock Exchange) and CSC Financial Co., Ltd. (a company listed on the Hong Kong Stock Exchange) and an independent director of Beijing Capital Co., Ltd. (a company listed on the Shanghai Stock Exchange). Mr. Liu served as an assistant professor at School of Economics and Finance of the University of Hong Kong, a consultant of the Asia-Pacific Corporate Finance & Strategy Practice of McKinsey & Company and an assistant professor and associate professor (with tenure) at the Faculty of Business and Economics of the University of Hong Kong.

If Mr. Li and Mr. Liu are appointed as the Company's independent non-executive directors, their director's fee before tax will be RMB500,000 per year respectively. Save as disclosed above, Mr. Li and Mr. Liu do not hold any director or supervisor positions in any other listed public companies, nor have any other major appointment or qualification during the last three years. Mr. Li and Mr. Liu do not have any relationship with any directors, supervisors or senior management or substantial shareholders of the Company.

As at the date hereof, Mr. Li and Mr. Liu do not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In addition, there is no other information in relation to the proposed appointment of Mr. Li and Mr. Liu as the Company's independent non-executive directors which is discloseable pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are they involved in any of the matters required to be disclosed pursuant to the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

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

24 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.*