

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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)**

**ANNOUNCEMENT ON EXTEMPORE MOTIONS FOR  
INCLUSION OF ADDITIONAL RESOLUTIONS FOR APPROVAL AT  
THE 2017 ANNUAL GENERAL MEETING**

On 11 May 2018, China Merchants Bank Co., Ltd. (the “**Company**” or “**China Merchants Bank**”) issued the notice regarding the convening of the annual general meeting for 2017 (the “**General Meeting**”). The board of directors (the “**Board**”) of the Company considered and approved the “Resolution in relation to the Addition of Mr. Li Menggang as an Independent Non-executive Director” and the “Resolution in relation to the Addition of Mr. Liu Qiao as an Independent Non-executive Director” on 24 May 2018.

Pursuant to relevant provisions of laws and regulations including the Company Law of the People’s Republic of China and the articles of association of the Company, China Merchants Finance Investment Holdings Co., Ltd. and China Ocean Shipping Company Limited, being shareholders each holding more than 3% of the total issued shares with voting rights in the Company, proposed the “Extempore Motion Regarding the Addition of Mr. Li Menggang as an Independent Non-executive Director” and the “Extempore Motion Regarding the Addition of Mr. Liu Qiao as an Independent Non-executive Director” respectively on 28 May 2018 as entrusted by the Board of the Company and submitted these proposals in writing to the Board of the Company and proposed the Board of the Company to table such proposals for consideration and approval at the General Meeting, the details of which are as follows:

“Extempore Motion Regarding the Addition of Mr. Li Menggang as an Independent Non-executive Director”

Due to expiry of his tenure, Wong Kwai Lam, an independent non-executive director, has submitted a letter of resignation to the Board of China Merchants Bank. In order to ensure the sustained and solid corporate governance structure, protect the interests of the small and medium shareholders, welcome social supervision and comply with regulatory requirements, it is proposed to submit the proposal regarding the addition of Mr. Li Menggang (please refer to the announcement of the Company dated 24 May 2018 for biographical details and related information) as an independent non-executive director of the tenth session of the Board of China Merchants Bank to succeed Mr. Wong Kwai Lam with a term until the expiration of the tenth session of the Board to the General Meeting, as nominated by the nomination committee of the Board and considered and approved by the Board.

The qualification of Mr. Li Menggang 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 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 Menggang as the independent non-executive director is approved.

“Extempore Motion Regarding the Addition of Mr. Liu Qiao as an Independent Non-executive Director”

Due to expiry of her tenure, Pan Yingli, an independent non-executive director, has submitted a letter of resignation to the Board of China Merchants Bank. In order to ensure the sustained and solid corporate governance structure, protect the interests of the small and medium shareholders, welcome social supervision and comply with regulatory requirements, it is proposed to submit the proposal regarding the addition of Mr. Liu Qiao (please refer to the announcement of the Company dated 24 May 2018 for biographical details and related information) as an independent non-executive director of the tenth session of the Board of China Merchants Bank to succeed Ms. Pan Yingli with a term until the expiration of the tenth session of the Board to the General Meeting, as nominated by the nomination committee of the Board and considered and approved by the Board.

The qualification of Mr. Liu Qiao as the independent non-executive director shall be subject to review by the CBIRC upon the consideration and approval at the 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 Qiao as the independent non-executive director is approved.

A supplemental notice of the General Meeting (the “**Supplemental Notice**”) containing, among others, the resolutions, i.e. “Consider and approve the resolution in relation to the addition of Mr. Li Menggang as an independent non-executive director” and “Consider and approve the resolution in relation to the addition of Mr. Liu Qiao as an independent non-executive director” together with the second proxy form applicable for use at the General Meeting (the “**Second Proxy Form**”) are expected to be dispatched to the H Share shareholders of the Company on 11 June 2018.

H Share shareholders are requested to complete and return the Second Proxy Form in accordance with the instructions printed thereon to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding the General Meeting. Special arrangements about the completion and return of the Second Proxy Form are also set out in the Supplemental Notice. H Share shareholders who intend to appoint proxies to attend the General Meeting are requested to pay particular attention to the special arrangements set out therein.

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

29 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.*