

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 REGARDING RESOLUTIONS PASSED
AT THE 2017 ANNUAL GENERAL MEETING**

According to the notice of the 2017 annual general meeting dated 11 May 2018 (the “**Notice of the Annual General Meeting**”) and the supplemental notice (the “**Supplemental Notice**”) of the 2017 annual general meeting dated 11 June 2018 of China Merchants Bank Co., Ltd. (the “**Company**”), the 2017 annual general meeting (the “**2017 Annual General Meeting**”, the “**Meeting**”) of the Company was held at the Conference Room, 5/F, China Merchants Bank Tower, No. 7088 Shennan Boulevard, Shenzhen, the People’s Republic of China at 9:00 a.m. on 27 June 2018. Mr. Li Jianhong, the Chairman of the Board of Directors of the Company, was not able to attend the Meeting due to business engagement. Mr. Fu Gangfeng, director of the Company, was elected by the Board of Directors of the Company to preside over and act as the chairman of the Meeting.

For details about the resolutions considered at the Meeting, please refer to the Notice of the Annual General Meeting, Supplemental Notice, the circular (the “**Circular**”) dated 11 May 2018 and the supplemental circular (the “**Supplemental Circular**”) dated 11 June 2018, which could be downloaded from the Company’s website (www.cmbchina.com) and the website of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) (www.hkex.com.hk). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those adopted in the Circular and the Supplemental Circular.

As at the shareholding record date of the Meeting (i.e. 20 June 2018), the Company had a total of 25,219,845,601 Shares in issue, including 20,628,944,429 A Shares and 4,590,901,172 H Shares, which were Shares entitling the holders to attend and vote on the resolutions proposed at the Meeting.

Shareholders and proxies attending the 2017 Annual General Meeting and their shareholdings:

1.	Number of Shareholders and proxies attending the Meeting	348
	Of which: Number of A Shareholders and proxies	333
	Number of H Shareholders and proxies	15
2.	Total number of voting Shares held by Shareholders and proxies attending the Meeting	16,137,949,175
	Of which: Total number of Shares held by A Shareholders and proxies	13,537,271,485
	Total number of Shares held by H Shareholders and proxies	2,600,677,690
3.	Percentage of the total number of voting Shares of the Company held by Shareholders and proxies attending the Meeting (%)	63.9891
	Of which: Percentage of the total number of voting Shares of the Company held by A Shareholders and proxies (%)	53.6771
	Percentage of the total number of voting Shares of the Company held by H Shareholders and proxies (%)	10.3120

14 out of the 15 existing directors of the Company attended the Meeting, and Mr. Li Jianhong, the Chairman of the Board of Directors of the Company, was not able to attend the Meeting due to business engagement; 9 out of the 9 existing supervisors of the Company attended the Meeting; the Secretary of the Board of Directors also attended the Meeting, with certain senior management members attending the Meeting.

The convening of the Meeting and voting procedures were in compliance with the relevant requirements of the laws and regulations such as the Company Law of the PRC, the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Hong Kong Listing Rules**”). etc., and the Articles of Association of China Merchants Bank Co., Ltd.

Pursuant to the Hong Kong Listing Rules, no Shareholder of the Company is required to abstain from voting in respect of the resolutions proposed at the Meeting. The Company is not aware of any parties who have indicated their intentions to vote against any resolutions proposed at the Meeting. There are no Shareholders who are entitled to attend the Meeting but required to abstain from voting at the Meeting in favour of any resolution in accordance with Rule 13.40 of the Hong Kong Listing Rules.

Representatives from the Company’s Shareholders, representatives from the supervisors, lawyers of JunHe LLP and Computershare Hong Kong Investor Services Limited, the Company’s H Share registrar were appointed as the scrutineers to monitor the vote taking process and count the votes at the Meeting.

The voting results of the 2017 Annual General Meeting on all resolutions are as follows:

No.	Resolutions	For		Against		Abstained		Passed or not
		Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	
ORDINARY RESOLUTIONS								
1.	Consider and approve the Work Report of the Board of Directors of the Company for the year 2017	16,130,713,965	99.9552	261,550	0.0016	6,973,660	0.0432	Passed
2.	Consider and approve the Work Report of the Board of Supervisors of the Company for the year 2017	16,091,149,053	99.7100	260,450	0.0016	46,539,672	0.2884	Passed
3.	Consider and approve the Annual Report of the Company for the year 2017 (including the Audited Financial Report)	16,091,148,953	99.7100	260,450	0.0016	46,539,772	0.2884	Passed
4.	Consider and approve the Audited Financial Statements of the Company for the year 2017	16,091,147,315	99.7100	260,450	0.0016	46,541,410	0.2884	Passed
5.	Consider and approve the proposal regarding the Profit Appropriation Plan for the year 2017 (including the distribution of final dividend)	16,096,531,458	99.7434	77,977	0.0005	41,339,740	0.2561	Passed
6.	Consider and approve the resolution regarding the Engagement of Accounting Firms and their Remuneration for the year 2018	16,086,534,343	99.6814	9,961,749	0.0617	41,453,083	0.2569	Passed
7.	Consider and approve the Assessment Report on the Duty Performance of the Board of Directors and its Members for the year 2017	16,091,045,815	99.7094	261,550	0.0016	46,641,810	0.2890	Passed
8.	Consider and approve the Assessment Report on the Duty Performance of the Board of Supervisors and its Members for the year 2017	16,091,045,815	99.7094	261,550	0.0016	46,641,810	0.2890	Passed
9.	Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of Independent Directors for the year 2017	16,091,045,715	99.7094	261,650	0.0016	46,641,810	0.2890	Passed
10.	Consider and approve the Assessment Report on the Duty Performance and Cross-evaluation of External Supervisors for the year 2017	16,090,935,749	99.7087	261,550	0.0016	46,751,876	0.2897	Passed
11.	Consider and approve the Assessment Report on the Duty Performance of the Senior Management and its Members for the year 2017	16,091,045,815	99.7094	261,550	0.0016	46,641,810	0.2890	Passed
12.	Consider and approve the Related Party Transaction Report for the year 2017	16,036,196,819	99.3695	278,550	0.0017	101,473,806	0.6288	Passed
13.	Consider and approve the Addition of Mr. Zhou Song as a Non-executive Director of the Company	15,981,858,678	99.0328	110,467,314	0.6845	45,623,183	0.2827	Passed

No.	Resolutions	For		Against		Abstained		Passed or not
		Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	
SPECIAL RESOLUTIONS								
14.	Consider and approve the proposal regarding the amendments to the Articles of Association of China Merchants Bank Co., Ltd.	14,623,886,885	90.6180	1,468,778,079	9.1014	45,284,211	0.2806	Passed
15.	Consider and approve the proposal regarding the Issuance of Capital Bonds	16,032,146,109	99.3444	64,233,821	0.3980	41,569,245	0.2576	Passed
16.	Consider and approve the proposal regarding the General Mandate to issue Shares and/or deal with Share Options	14,653,587,387	90.8020	1,438,074,895	8.9111	46,286,893	0.2869	Passed
ORDINARY RESOLUTIONS								
17.	Consider and approve the proposal in relation to the addition of Mr. Li Menggang as an independent non-executive Director	16,066,090,678	99.5547	30,271,814	0.1876	41,586,683	0.2577	Passed
18.	Consider and approve the proposal in relation to the addition of Mr. Liu Qiao as an independent non-executive Director	16,060,959,349	99.5229	35,279,153	0.2186	41,710,673	0.2585	Passed

Among the above resolutions, resolutions no. 14, 15 and 16 were special resolutions, which have been approved by more than two-third of the votes from the Shareholders who possess the right to vote (including proxies) attending the Meeting. The other resolutions were ordinary resolutions, which have been approved by more than half of the votes from the Shareholders who possess the right to vote (including proxies) attending the Meeting.

CHANGES OF DIRECTORS

In accordance with the Articles of Association of the Company, the qualification of Mr. Zhou Song as a Non-executive Director of the Company and Mr. Li Menggang and Mr. Liu Qiao as Independent Non-executive Directors of the Company shall be subject to approval by China Banking and Insurance Regulatory Commission (the “**CBIRC**”) and their appointments shall be effective from the date of approval by the CBIRC, upon which the Company will make further announcements.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The revised Articles of Association of China Merchants Bank Co., Ltd. (2018 Second Revision) is subject to approval by CBIRC and become effective from the date of approval by CBIRC, upon which the Company will make a further announcement.

ATTESTATION BY LAWYER

The Meeting were attested by JunHe LLP which issued a written legal opinion, certifying that the convening and procedures of the Meeting of the Company, the qualifications of the attendees and the voting procedures were in compliance with the relevant laws, administrative regulations and rules such as the Regulations for Convening of General Meetings of Listed Companies of the Company Law of the PRC and the Articles of Association of China Merchants Bank Co., Ltd.. The voting results of the Meeting were lawful and valid.

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

27 June 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.