

**Monthly Return of Equity Issuer on Movements in Securities**

For the month ended  
(dd/mm/yyyy) :

31/07/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Merchants Bank Co., Ltd. (the "Bank")

Date Submitted 01/08/2018

I. Movements in Authorised Share Capital

1. Ordinary Shares

|   |                           |                    |  |
|---|---------------------------|--------------------|--|
| (1) Stock code : <u>03968</u> Description : <u>H Shares</u>             |                           |                    |  |
|   | No. of ordinary<br>shares | Par value<br>(RMB) | Authorised share<br>capital<br>(See Remark 1)<br>(RMB) |
| Balance at close of preceding month                                     | <u>4,590,901,172</u>      | <u>1.00</u>        | <u>4,590,901,172</u>                                   |
| Increase/(decrease)   | <u>0</u>                  |                    | <u>0</u>   |
| Balance at close of the month   | <u>4,590,901,172</u>      | <u>1.00</u>        | <u>4,590,901,172</u>                                   |
| (2) Stock code : <u>600036</u> Description : <u>A Shares (Shanghai)</u> |                           |                    |  |
|   | No. of ordinary<br>shares | Par value<br>(RMB) | Authorised share<br>capital<br>(See Remark 1)<br>(RMB) |
| Balance at close of preceding month                                     | <u>20,628,944,429</u>     | <u>1.00</u>        | <u>20,628,944,429</u>                                  |
| Increase/(decrease)   | <u>0</u>                  |                    | <u>0</u>   |
| Balance at close of the month   | <u>20,628,944,429</u>     | <u>1.00</u>        | <u>20,628,944,429</u>                                  |

## 2. Preference Shares

| (1) Stock code : <b>04614</b>       | Description :                     | U.S. \$1,000,000,000 4.40% Non-Cumulative Perpetual Offshore Preference Shares ("Offshore Preference Shares") |  |
|-------------------------------------|-----------------------------------|---|--|
|                                     | No. of Offshore Preference Shares | Par value (RMB)   | Authorised share capital (See Remark 2) (U.S.\$) |
| Balance at close of preceding month | <b>50,000,000</b>                 | <b>100</b>  | <b>1,000,000,000</b>                             |
| Increase/(decrease)                 | <b>0</b>                          | <b>0</b>  | <b>0</b>   |
| Balance at close of the month       | <b>50,000,000</b>                 | <b>100</b>  | <b>1,000,000,000</b>                             |

| (2) Stock code : <b>36028</b>       | Description :            | RMB27,500,000,000 (dividend yield of 4.81%, Non-Cumulative) Domestic Preference Shares ("Domestic Preference Shares") |   |
|-------------------------------------|--------------------------|---|---|
|                                     | No. of preference shares | Par value (RMB)   | Authorised share capital (See Remark 3) (RMB) |
| Balance at close of preceding month | <b>275,000,000</b>       | <b>100</b>  | <b>27,500,000,000</b>                         |
| Increase/(decrease)                 | <b>0</b>                 | <b>0</b>  | <b>0</b>                                      |
| Balance at close of the month       | <b>275,000,000</b>       | <b>100</b>  | <b>27,500,000,000</b>                         |

## 3. Other Classes of Shares

| (1) Stock code : <b>N/A</b>         | Description : | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
|-------------------------------------|---------------|--------------------------------|----------------------------|---|
| Balance at close of preceding month |               |                                |                            |   |
| Increase/(decrease)                 |               |                                |                            |   |
| Balance at close of the month       |               |                                |                            |   |

Total authorised share capital at the end of the month (Total registered share capital and Preference Shares) (RMB)

**59,352,045,601**  
(See Remark 4)

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |                       | No. of preference shares           |                                |                                |
|---------------------------------------|------------------------|-----------------------|------------------------------------|--------------------------------|--------------------------------|
|                                       | (1) H Shares           | (2) A Shares          | (1) USD Offshore Preference Shares | (2) Domestic Preference Shares | No. of other classes of shares |
| Balance at close of preceding month   | <u>4,590,901,172</u>   | <u>20,628,944,429</u> | <u>50,000,000</u>                  | <u>275,000,000</u>             | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>0</u>               | <u>0</u>              | <u>0</u>                           | <u>0</u>                       | <u>N/A</u>                     |
| Balance at close of the month         | <u>4,590,901,172</u>   | <u>20,628,944,429</u> | <u>50,000,000</u>                  | <u>275,000,000</u>             | <u>N/A</u>                     |

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |                            |            | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|----------------------------|------------|--|---|
|  | Granted                   | Exercised | Cancelled                  | Lapsed     |  |   |
| 1. N/A<br>_____<br>_____<br>_____<br>( / / )<br>_____<br>shares<br>(Note 1)                              |                           |           |                            |            |  |   |
| 2. N/A<br>_____<br>_____<br>_____<br>( / / )<br>_____<br>shares<br>(Note 1)                              |                           |           |                            |            |  |   |
| 3. N/A<br>_____<br>_____<br>_____<br>( / / )<br>_____<br>shares<br>(Note 1)                              |                           |           |                            |            |  |   |
|  |                           |           | Total A. (Ordinary shares) |            | <u>Nil</u>   |   |
|  |                           |           | (Preference shares)        |            | <u>Nil</u>   |   |
|  |                           |           | (Other class)              |            | <u>Nil</u>   |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |                            | <u>Nil</u> |  |   |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)  | Currency<br>of nominal<br>value | Nominal value<br>at close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|---------------------------------|--|----------------------------------|---|---|---|
| 1. N/A  |                                 |  |                                  |   |   |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |  |                                  |   |   |   |
| 2. N/A  |                                 |  |                                  |   |   |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |  |                                  |   |   |   |
| 3. N/A  |                                 |  |                                  |   |   |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |  |                                  |   |   |   |
| 4. N/A  |                                 |  |                                  |   |   |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |  |                                  |   |   |   |
| Total B.  |                                 |  |                                  |   | (Ordinary shares)   | <u>Nil</u>  |
|   |                                 |  |                                  |   | (Preference shares)   | <u>Nil</u>  |
|   |                                 |  |                                  |   | (Other class)   | <u>Nil</u>  |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description  | Currency of amount outstanding   | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--|------------------------------------|----------------------------|------------------------------|--|---|
| 1. Offshore Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the Offshore Preference Shares | U.S.\$   | 1,000,000,000                      | Nil                        | 1,000,000,000                | Nil  | 368,812,915 H Shares (See Remark 5)   |
| Stock code (if listed)   | 04614  |                                    |                            |                              |  |   |
| Class of shares issuable (Note 1)  | H Shares   |                                    |                            |                              |  |   |
| Subscription price   | The initial conversion price is HK\$21.06 per H Share, subject to adjustment |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)   | (26/05/2017)   |                                    |                            |                              |  |   |
| 2. Domestic Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the Domestic Preference Shares | RMB  | 27,500,000,000                     | Nil                        | 27,500,000,000               | Nil  | 1,445,846,477 A Shares (See Remark 6)   |
| Stock code (if listed)   | 360028   |                                    |                            |                              |  |   |
| Class of shares issuable (Note 1)  | A Shares   |                                    |                            |                              |  |   |
| Subscription price   | The initial conversion price is RMB19.02 per share, subject to adjustment    |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)   | (26/05/2017)   |                                    |                            |                              |  |   |
| 3. N/A   |  |                                    |                            |                              |  |   |
| Stock code (if listed)   |  |                                    |                            |                              |  |   |
| Class of shares issuable (Note 1)  |  |                                    |                            |                              |  |   |
| Subscription price   |  |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)   | ( / / )  |                                    |                            |                              |  |   |
| 4. N/A   |  |                                    |                            |                              |  |   |
| Stock code (if listed)   |  |                                    |                            |                              |  |   |
| Class of shares issuable (Note 1)  |  |                                    |                            |                              |  |   |
| Subscription price   |  |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)   | ( / / )  |                                    |                            |                              |  |   |
|  |  |                                    |                            | Total C. (Ordinary shares)   | Nil  |   |
|  |  |                                    |                            | (Preference shares)          | Nil  |   |
|  |  |                                    |                            | (Other class)                | Nil  |   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. N/A<br><br><br><br>( / / )<br>shares (Note 1)  |  |   |
| 2. N/A<br><br><br><br>( / / )<br>shares (Note 1)  |  |   |
| 3. N/A<br><br><br><br>( / / )<br>shares (Note 1)  |  |   |
| Total D. (Ordinary shares)  | <b>Nil</b>   |   |
| (Preference shares)   | <b>Nil</b>   |   |
| (Other class)   | <b>Nil</b>   |   |

## Other Movements in Issued Share Capital

| Type of Issue |              |                  |                      | No. of new shares of issuer issued during the month pursuant thereto  | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |            |
|---------------|--------------|------------------|----------------------|---|---|------------|
| 1.            | Rights issue | At price : _____ | State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>  | <u>N/A</u> |
| 2.            | Open offer   | At price : _____ | State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>  | <u>N/A</u> |
| 3.            | Placing      | At price : _____ | State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>  | <u>N/A</u> |
| 4.            | Bonus issue  |                  |                      | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>  | <u>N/A</u> |

| Type of Issue |                      |                                 |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|----------------------|---------------------------------|---|--|---|
| 5.            | Scrip dividend       | At price : State currency _____ | Class of shares _____<br>issuable ( <i>Note 1</i> )<br>Issue and allotment date : ( dd / mm / yyyy )<br>EGM approval date: ( dd / mm / yyyy ) | <u>N/A</u>   | <u>N/A</u>  |
| 6.            | Repurchase of shares |                                 | Class of shares _____<br>repurchased ( <i>Note 1</i> )<br>Cancellation date : ( dd / mm / yyyy )<br>EGM approval date: ( dd / mm / yyyy )     | <u>N/A</u>   | <u>N/A</u>  |
| 7.            | Redemption of shares |                                 | Class of shares _____<br>redeemed ( <i>Note 1</i> )<br>Redemption date : ( dd / mm / yyyy )<br>EGM approval date: ( dd / mm / yyyy )          | <u>N/A</u>   | <u>N/A</u>  |
| 8.            | Consideration issue  | At price : State currency _____ | Class of shares _____<br>issuable ( <i>Note 1</i> )<br>Issue and allotment date : ( dd / mm / yyyy )<br>EGM approval date: ( dd / mm / yyyy ) | <u>N/A</u>   | <u>N/A</u>  |



| Type of Issue              |                  |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|------------------|---|--|---|
| 9. Capital reorganisation  |                  |   |  |   |
|                            |                  | Class of shares issuable (Note 1) _____         |  |   |
|                            |                  | Issue and allotment date : (dd/mm/yyyy) ( / / ) |  |   |
|                            |                  | EGM approval date: (dd/mm/yyyy) ( / / )         |  |   |
|                            |                  |   | <u>N/A</u>   | <u>N/A</u>  |
| 10. Other (Please specify) | At price : _____ | State currency _____                            |  |   |
|                            |                  | Class of shares issuable (Note 1) _____         |  |   |
|                            |                  | Issue and allotment date : (dd/mm/yyyy) ( / / ) |  |   |
|                            |                  | EGM approval date: (dd/mm/yyyy) ( / / )         |  |   |
|                            |                  |   | <u>N/A</u>   | <u>N/A</u>  |
|                            |                  | Total E. (Ordinary shares)                      | <u>Nil</u>   |   |
|                            |                  | (Preference shares)                             | <u>Nil</u>   |   |
|                            |                  | (Other class)                                   | <u>Nil</u>   |   |

|   |     |            |
|---|-----|------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | <b>Nil</b> |
|   | (2) | <b>Nil</b> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | <b>Nil</b> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | <b>Nil</b> |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |            |

Remarks (if any):

1. As the Bank is incorporated in the People's Republic of China, the concept of "authorised share capital" is not applicable. The information shown as "authorised share capital" in section I above refers to the "registered share capital" of the Bank.
2. Calculated by multiplying the total number of the Offshore Preference Shares issued by the issuance price of each Offshore Preference Share, being U.S.\$20 each.
3. Calculated in accordance with the number of Domestic Preference Shares and the number of proceeds raised from the issuance of each share, which is RMB100 for each Domestic Preference Shares issued.
4. Calculated based on the aggregate of ordinary share capital and the total proceeds raised from the issuance of the Domestic Preference Shares and all Offshore Preference Shares, which is converted into Renminbi at the CNY Central Parity Rate between U.S. dollars and Renminbi of RMB6.6322 to U.S.\$1.00 as published by the China Foreign Exchange Trading Centre on 25 October 2017.
5. The initial conversion price of the Offshore Preference Shares is equal to the average trading price of H Shares of the Bank for the 20 trading days prior to the announcement date of the Board resolution approving the proposed issuance of the Offshore Preference Shares (24 March 2017), namely HK\$21.06 per H Share. The number of H Shares issuable upon full conversion of the Offshore Preference Shares is calculated by dividing the total offer size of Offshore Preference Shares (as converted into Hong Kong dollars at the fixed exchange rate of US\$1.00 to HK\$7.7672) by the initial conversion price of HK\$21.06 per H Share, rounded down to the nearest whole number of H Shares.
6. The initial conversion price is equal to the average trading price of the A Shares of the Company for the 20 trading days preceding 24 March 2017, i.e. RMB19.02 per A Share. The number of A Shares issuable upon full conversion of the Domestic Preference Shares is calculated by dividing the total offer size of Domestic Preference Shares by the initial conversion price of RMB19.02 per A Share, rounded down to the nearest whole number of A Shares.

Submitted by:                     **Wang Liang**                    

Title:                     **Joint Company Secretary**                      
(Director, Secretary or other duly authorised officer)

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Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*