

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 2020 ANNUAL GENERAL MEETING**

According to the notice of the 2020 annual general meeting dated 26 May 2021 (the “**Notice of the AGM**”) issued by China Merchants Bank Co., Ltd. (the “**Company**”), the 2020 annual general meeting of the Company (the “**2020 Annual General Meeting**” or the “**Meeting**”) was held at the Conference Room, 5/F, China Merchants Bank Tower, No. 7088 Shennan Boulevard, Futian District, Shenzhen, Guangdong, the PRC at 9:30 a.m. on Friday, 25 June 2021. Mr. Miao Jianmin, the Chairman of the Board of Directors of the Company, presided over and acted as the chairman of the Meeting.

For details about the resolutions considered at the Meeting, please refer to the Notice of the AGM and the circular dated 26 May 2021 (the “**Circular**”), both of which can 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.

As at the shareholding registration date of the Meeting (i.e. 18 June 2021), the Company had a total of 25,219,845,601 Ordinary Shares in issue, including 20,628,944,429 A Shares and 4,590,901,172 H Shares, which were the Shares entitling the holders to attend and vote on the resolutions proposed at the Meeting.

Shareholders and proxies attending the 2020 Annual General Meeting and their shareholdings:

| | |
|--|----------------|
| 1. Number of Shareholders and proxies attending the Meeting | 951 |
| Of which: Number of A Shareholders and proxies | 947 |
| Number of H Shareholders and proxies | 4 |
| 2. Total number of voting Shares held by Shareholders and proxies attending the Meeting | 17,548,576,411 |
| Of which: Total number of Shares held by A Shareholders and proxies | 14,183,752,032 |
| Total number of Shares held by H Shareholders and proxies | 3,364,824,379 |
| 3. Percentage of the total number of voting Shares of the Company held by Shareholders and proxies attending the Meeting (%) | 69.5824 |
| Of which: Percentage of the total number of voting Shares of the Company held by A Shareholders and proxies (%) | 56.2404 |
| Percentage of the total number of voting Shares of the Company held by H Shareholders and proxies (%) | 13.3420 |

16 out of the 16 existing Directors of the Company attended the Meeting; 8 out of the 8 existing supervisors of the Company attended the Meeting; Mr. Wang Liang who performs the duties of the Secretary of the Board of Directors also attended the Meeting, with certain senior management members attending the Meeting.

The convening and voting procedures of the Meeting were in compliance with the relevant requirements of the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") and the Articles of Association of China Merchants Bank Co., Ltd. (the "**Articles of Association**").

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 and other parties were appointed as the scrutineers to monitor the on-site vote taking process and count the votes at the Meeting; SSE Infonet Co., Ltd. consolidated and calculated the voting results for the resolutions voted by means of on-site voting and online voting.

The voting results of the 2020 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. | Work Report of the Board of Directors for the year 2020 | 17,513,014,511 | 99.7974 | 3,663,394 | 0.0209 | 31,898,506 | 0.1817 | Passed |
| 2. | Work Report of the Board of Supervisors for the year 2020 | 17,486,526,391 | 99.6464 | 3,664,094 | 0.0209 | 58,385,926 | 0.3327 | Passed |
| 3. | Annual Report for the year 2020 (including the Audited Financial Report) | 17,486,527,509 | 99.6464 | 3,662,976 | 0.0209 | 58,385,926 | 0.3327 | Passed |
| 4. | Audited Financial Statements for the year 2020 | 17,481,787,663 | 99.6194 | 8,402,822 | 0.0479 | 58,385,926 | 0.3327 | Passed |
| 5. | Proposal regarding the Profit Appropriation Plan for the year 2020 (including the distribution of final dividend) | 17,509,675,133 | 99.7783 | 7,383,207 | 0.0421 | 31,518,071 | 0.1796 | Passed |
| 6. | Resolution regarding the Engagement of Accounting Firms for the year 2021 | 17,298,198,974 | 98.5732 | 218,859,366 | 1.2472 | 31,518,071 | 0.1796 | Passed |
| 7. | Related Party Transaction Report for the year 2020 | 17,486,062,335 | 99.6438 | 4,123,976 | 0.0235 | 58,390,100 | 0.3327 | Passed |
| 8. | Resolution regarding the Election of Mr. Li Chaoxian as an Independent Non-executive Director of the Company | 17,435,014,952 | 99.3529 | 82,028,514 | 0.4674 | 31,532,945 | 0.1797 | Passed |

| | | | | | | | | |
|-----|---|----------------|---------|---------------|---------|-------------|--------|--------|
| 9. | Resolution regarding the Election of Mr. Shi Yongdong as an Independent Non-executive Director of the Company | 17,435,352,752 | 99.3548 | 81,690,514 | 0.4655 | 31,533,145 | 0.1797 | Passed |
| 10. | Resolution regarding the Election of Mr. Guo Xikun as a Shareholder Supervisor of the Company | 17,501,063,111 | 99.7292 | 14,986,355 | 0.0854 | 32,526,945 | 0.1854 | Passed |
| 11. | Medium-term Capital Management Plan for 2021-2023 | 17,516,894,266 | 99.8195 | 156,074 | 0.0009 | 31,526,071 | 0.1796 | Passed |
| 12. | Resolution regarding the Redemption of Capital Bonds | 17,516,892,666 | 99.8195 | 157,674 | 0.0009 | 31,526,071 | 0.1796 | Passed |
| | SPECIAL RESOLUTIONS | | | | | | | |
| 13. | Proposal regarding the Authorisation to Issue Capital Bonds | 17,499,227,693 | 99.7188 | 618,674 | 0.0035 | 48,730,044 | 0.2777 | Passed |
| 14. | Proposal regarding the General Mandate to Issue Shares and/or Deal with Share Options | 14,986,206,645 | 85.3984 | 2,459,800,525 | 14.0171 | 102,569,241 | 0.5845 | Passed |

Among the above resolutions, resolutions no. 13 and 14 were special resolutions, which have been approved by more than two-thirds 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.

The biographies and other information of the Directors and Supervisors elected at the Meeting have been disclosed in the Circular.

INFORMATION ON THE CHANGE OF DIRECTORS AND SUPERVISOR

The qualifications of Mr. Li Chaoxian and Mr. Shi Yongdong for serving as Independent Directors shall be submitted to China Banking and Insurance Regulatory Commission (“CBIRC”) for review, and their appointments shall be effective from the date of approval by the CBIRC until the date of expiry of the eleventh session of the Board of Directors. The Company will publish a separate announcement then.

Before the qualifications of Mr. Li Chaoxian and Mr. Shi Yongdong for serving as Independent Directors are approved, Mr. Leung Kam Chung, Antony and Mr. Zhao Jun will continue to perform their duties as Independent Directors and in special committees under the Board of Directors in accordance with the provisions of relevant laws, regulations and requirements of the Articles of Association.

The term of office of Mr. Guo Xikun as a Shareholder Supervisor of the Company is effective from the date of passing the election at the Meeting until the date of expiry of the eleventh session of the Board of Supervisors.

ATTESTATION BY LAWYER

The Meeting was attested by Liu Yongzhao and Cai Qiying appointed by JunHe LLP who 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 Company Law of the People's Republic of China and the Rules for the Shareholder's Meetings of Listed Companies and the Articles of Association. The voting results of the Meeting were lawful and valid.

**The Board of Directors of
China Merchants Bank Co., Ltd.**

25 June 2021

As at the date of this announcement, the executive directors of the Company are Tian Huiyu and Wang Liang; the non-executive directors of the Company are Miao Jianmin, Fu Gangfeng, Zhou Song, Hong Xiaoyuan, Zhang Jian, Su Min, Wang Daxiong and Luo Sheng; and the independent non-executive directors of the Company are Leung Kam Chung, Antony, Zhao Jun, Wong See Hong, Li Menggang, Liu Qiao and Tian Hongqi.