

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*



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)**

**NOTICE OF 2022 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Board of Directors of China Merchants Bank Co., Ltd. (hereinafter referred to as the “**Company**” or “**China Merchants Bank**”) has decided to hold its Annual General Meeting for 2022 (the “**Meeting**”) on Tuesday, 27 June 2023. The details of the Meeting are provided as follows:

**I. CONVENING OF THE MEETING**

**(1) Time of the Physical Meeting**

The Meeting will commence at 9:30 a.m. on Tuesday, 27 June 2023.

**(2) Venue of the Physical Meeting**

The Meeting will be held at the Conference Room, 5/F, China Merchants Bank Tower, No. 7088 Shennan Boulevard, Futian District, Shenzhen, Guangdong, the PRC.

**(3) Convenor**

The Meeting will be convened by the Board of Directors of the Company.

**(4) Way of Conducting the Meeting**

The Meeting will be conducted by way of physical voting and online voting (among which, online voting is for the shareholders of A Shares only).

**(5) Attendees**

1. All shareholders of A Shares of “China Merchants Bank” (600036) whose names appear on the register of members, kept by China Securities Depository and Clearing Corporation Limited, Shanghai Branch, as at the close of A Share trading session on the Shanghai Stock Exchange on the afternoon of Monday, 19 June 2023 (hereinafter referred to as “**Shareholders of A Shares**”);
2. All H Shareholders of “China Merchants Bank” (03968) whose names appear on the register of members of H Shares, kept by Computershare Hong Kong Investor Services Limited on Monday, 19 June 2023 (hereinafter referred to as “**H Shareholders**”);
3. The proxies appointed by the above shareholders;
4. The directors, supervisors and senior management of the Company; and
5. The intermediate agents engaged by the Company and the guests invited by the Board of Directors of the Company.

**II. MATTERS TO BE CONSIDERED AND APPROVED AT THE MEETING**

The following resolutions will be considered and approved at the Meeting:

**ORDINARY RESOLUTIONS**

1. **Work Report of the Board of Directors for the year 2022;**
2. **Work Report of the Board of Supervisors for the year 2022;**
3. **Annual Report for the year 2022 (including the Audited Financial Report);**
4. **Audited Financial Statements for the year 2022;**
5. **Proposal regarding the Profit Appropriation Plan for the year 2022 (including the distribution of final dividend) (note 1);**
6. **Resolution regarding the Engagement of Accounting Firms for the year 2023 (note 2);**
7. **Related Party Transaction Report for the year 2022;**
8. **Capital Management Plan for 2023-2027 (note 3);**

- 9. Proposal regarding Election of Mr. Huang Jian as a Non-executive Director of the Twelfth Session of the Board of Directors of China Merchants Bank (note 3); and**
- 10. Proposal regarding Election of Mr. Zhu Jiangtao as an Executive Director of the Twelfth Session of the Board of Directors of China Merchants Bank (note 3).**

The following reports will be delivered at the Meeting:

1. The evaluation report on duty performance of the Directors for the year 2022;
2. The evaluation report on duty performance of the Supervisors for the year 2022;
3. Independent Directors' annual work and cross-appraisal report for the year 2022;
4. External Supervisors' annual work and cross-appraisal report for the year 2022;
5. The evaluation report on duty performance of the senior management members for the year 2022; and
6. The evaluation report on the conduct of the substantial shareholders for the year 2022.

*Notes:*

1. The Company proposes to declare a cash dividend not less than 30% of the net profit attributable to the ordinary shareholders of the Company of RMB132.775 billion (as shown in the audited consolidated financial statements of the Company for the year 2022 prepared under the PRC GAAP). Details of the Profit Appropriation Plan are set out below:
  - (1) 10% of the audited net profit of RMB128.484 billion of the Company for the year 2022, equivalent to RMB12.848 billion, will be appropriated to the statutory surplus reserve in accordance with the relevant requirements of the "Company Law of the People's Republic of China".
  - (2) 1.5% of the amount of the increased balance of the Company's assets that bearing risks and losses at the end of the period, equivalent to RMB15.025 billion, will be appropriated to the general reserve in accordance with the relevant requirements of the "Administrative Measures for the Provision of Reserves of Financial Enterprises" (金融企業準備金計提管理辦法) promulgated by the Ministry of Finance.
  - (3) The risk reserve for mutual fund custody business of RMB264 million is accrued at 2.5% of the Company's custodian fee income of mutual funds by the end of 2022.
  - (4) Based on the total share capital of A Shares and H Shares on the record date for implementation of the profit appropriation, the Company will pay a cash dividend of RMB1.738 (tax included) for every share to all registered shareholders of the Company. The cash dividend will be denominated and declared in RMB, payable in RMB for the Shareholders of A Shares and in HKD for the H Shareholders. The actual appropriation amount in HKD will be calculated based on the average RMB/HKD benchmark rates to be released by the People's Bank of China for the week before the date of the general meeting (including the day of the general meeting). The retained profit will be carried forward to the next year.
  - (5) The Company did not transfer any capital reserve into share capital in 2022.

2. The Company proposes to engage Deloitte Touche Tohmatsu Certified Public Accountants LLP (Special General Partnership) as the domestic accounting firm of the Company and its domestic subsidiaries for 2023 and Deloitte Touche Tohmatsu as well as other relevant overseas members of Deloitte Touche Tohmatsu Certified Public Accountants LLP (Special General Partnership) as the international accounting firms of the Company and its overseas subsidiaries for 2023. The terms of office of the above engagements shall be one year.

The audit fees shall not exceed RMB37.22 million, which are the aggregate of the audit fees of each of the subsidiaries of the Group within the accounting consolidation scope of the financial statements of the Company and the Group. If there are new entities to be included into the scope of consolidation or changes in the actual audit demands of existing entities during the year, and in consideration of the impact of exchange rate fluctuations, the final actual payment amount may be slightly different from such amount.

3. For details, please refer to the circular of the Company dated 2 June 2023 (the “Circular”).

### **III. REGISTRATION OF THE MEETING**

#### **Registration Matters for H Shareholders**

##### ***1. Closure of Register of Members of H Shares***

###### *Closure of register of members for the Meeting of 2022*

In order to determine the H Shareholders who will be entitled to attend the Meeting, the register of members of the Company will be closed from Monday, 19 June 2023 to Tuesday, 27 June 2023 (both days inclusive), during which period no transfer of shares will be registered.

In order to be qualified to attend the Meeting, the holders of H Shares of the Company whose transfer documents have not been registered must lodge the transfer documents accompanied by share certificates with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Friday, 16 June 2023. H Shareholders whose names are recorded in the register of members of the Company on Monday, 19 June 2023 are entitled to attend the Meeting.

###### *Closure of register of members for payment of final dividend for the year 2022*

In order to determine the H Shareholders entitled to receive the final dividend for the year ended 31 December 2022, the register of members of the Company will be closed from Friday, 7 July 2023 to Wednesday, 12 July 2023 (both days inclusive), during which period no transfer of shares will be registered.

In order to be qualified to receive the final dividend, holders of H Shares of the Company who have not had their transfer documents registered must lodge the transfer documents accompanied by share certificates with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Thursday, 6 July 2023. H Shareholders whose names are recorded in the register of members of the Company on Wednesday, 12 July 2023 are entitled to receive the final dividend for the year 2022.

## **2. *Registration of Attendance***

A qualified H share holder or shareholder proxy entitled to attend the Meeting shall produce his/her ID card for registration. In case of corporate shareholder, its legal representative or other authorised representative appointed by resolutions of its board of directors or its governing body can attend the Meeting. Such authorised representative shall produce for registration a copy of the resolutions of the board of directors or the governing body appointing him/her.

## **3. *Requirements for Proxies on Registration and Documents to be Provided when Voting***

- (1) Any shareholder of H Shares entitled to participate in and vote at the Meeting may appoint one or more persons as his/her proxy/proxies to participate in and vote at the Meeting on his/her behalf. A proxy may not necessarily be a shareholder of the Company.
- (2) A shareholder of H Shares shall appoint a proxy in writing. The shareholder of H Shares or his/her attorney duly authorised in writing shall sign the proxy form. If the shareholder of H Shares is a domestic legal entity, the proxy form must be under its company seal and signed by its legal representative; if the shareholder of H Shares is an overseas legal entity, the proxy form must be either under its company seal or signed by its director(s) or the attorney(s) duly authorised by its board of directors. If the proxy form is signed by the attorney duly authorised by the shareholder of H Shares, the power of attorney authorising that person to sign or other authorisation document(s) shall be notarised.
- (3) The proxy form, together with the power of attorney or other authorisation document(s) (if any) must be delivered by the shareholder of H Shares to the H Share Registrar of the Company no later than 24 hours before the time designated for holding the Meeting (i.e. not later than 9:30 a.m. on Monday, 26 June 2023) or any adjournment thereof (as the case may be). The H Share Registrar of the Company is Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and Tel: +852 2862 8555 (9:00 to 18:00 on weekdays).
- (4) Completion and return of the proxy form shall not preclude an H Share Shareholder from attending and voting in person at the Meeting with the documents listed in the above Item 2 "Registration of Attendance". If an H Share Shareholder attends and votes in person at the meeting after he/she appointed a proxy, the appointment shall be deemed to have been terminated and the proxy form held by his/her proxy shall be deemed to be invalid.

#### **IV. OTHER MATTERS**

1. All shareholders and proxies of the shareholders attending the Meeting shall take care of their own transportation fee, accommodation and other related expenses.
2. As at the date of this notice, the Executive Director of the Company is Wang Liang; the Non-executive Directors of the Company are Miao Jianmin, Hu Jianhua, Sun Yunfei, Zhou Song, Hong Xiaoyuan, Zhang Jian and Chen Dong; and the Independent Non-executive Directors of the Company are Wong See Hong, Li Menggang, Liu Qiao, Tian Hongqi, Li Chaoxian and Shi Yongdong.

By order of the Board of Directors of  
**China Merchants Bank Co., Ltd.**  
**Miao Jianmin**  
*Chairman*

2 June 2023