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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)

(Stock code: 03968)

**ANNOUNCEMENT IN RELATION TO THE APPROVAL FROM
CBRC CONCERNING THE ISSUANCES OF
PREFERENCE SHARES AND THE AMENDMENTS TO THE
ARTICLES OF ASSOCIATION**

Reference is made to the circular dated 19 April 2017 (the “**Circular**”) and announcement dated 26 May 2017 (the “**Announcement**”) of China Merchants Bank Co., Ltd. (the “**Company**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement and the Circular.

At the 2016 AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting held respectively on 26 May 2017, the resolutions in relation to, among other matters, the issuances of Preference Shares were considered and approved. Meanwhile, at the 2016 AGM, the resolution in relation to the proposed amendments to the Articles of Association was also considered and approved.

The Company recently received the “Approval from CBRC concerning the Non-public Issuance of Preference Shares and Amendments to the Articles of Association by China Merchants Bank” (Yin Jian Fu [2017] No. 249) issued by the China Banking Regulatory Commission (the “**CBRC**”), pursuant to which, the Company’s non-public issuances of up to RMB35 billion (or the equivalent in foreign currencies) Preference Shares in the domestic and foreign markets (of which, the issuance for Domestic Preference Shares shall not exceed the amount of RMB27.5 billion and the issuance for the Offshore Preference Shares shall not exceed the amount (or the equivalent in foreign currencies) of RMB7.5 billion) were approved. The issuances will be treated as Additional Tier 1 Capital of the Company in accordance with relevant requirements. Meanwhile, the CBRC also approved the Company’s amendments to the Articles of Association of China Merchants Bank Co., Ltd. (applicable upon the issuance of the Preference Shares).

The amended Articles of Association of the Company will become effective on the date of the completion of the first offering of the Preference Shares. Prior to the completion of the first offering of the Preference Shares, the existing Articles of Association of the Company will continue to be effective. Upon completion of the first offering of the Preference Shares, the Company shall make available the full text of the amended Articles of Association on the websites of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) and the Company (www.cmbchina.com), respectively.

The Company will proceed with the remaining application procedures with the relevant regulatory authorities and fulfil its information disclosure obligations in accordance with relevant laws and regulations.

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

11 August 2017

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, Li Xiaopeng, Sun Yueying, Fu Gangfeng, 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.