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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)

**THE RESOLUTIONS PASSED AT THE FIRST MEETING OF
THE TENTH SESSION OF THE BOARD OF DIRECTORS
AND
CHANGE OF COMPANY SECRETARY**

According to the Notice of the First Meeting of the Tenth Session of the Board of Directors dated 20 June 2016 of China Merchants Bank Co., Ltd. (the “Company” or “China Merchants Bank”), the meeting was held at the Conference Room, 5/F, China Merchants Bank Tower, Shenzhen on 28 June 2016. Mr. Li Jianhong presided over the meeting. 14 directors were entitled to attend the meeting and 13 directors were present at the meeting. Due to business engagement, Leung Kam Chung, Antony, an independent non-executive director, was absent from the meeting and appointed Pan Chengwei, an independent non-executive director, to attend the meeting and vote on his behalf. The total number of valid votes was 14. 9 supervisors of the Company attended the meeting in non-voting capacity, which was in compliance with the relevant requirements of the Company Law and the Articles of Association.

The following resolutions were considered and approved:

I. Considered and approved the “Resolution regarding the Election of the Chairman of the Tenth Session of the Board of China Merchants Bank”. Mr. Li Jianhong was elected as the Chairman of the Tenth Session of the Board of Directors of China Merchants Bank, until the expiry of the term of the Tenth Session of the Board of Directors.

Voted in favour: 14 Voted against: 0 Abstained from voting: 0

II. Considered and approved the “Resolution regarding the Election of the Vice Chairmen of the Tenth Session of the Board of China Merchants Bank”. Mr. Xu Lirong and Mr. Li Xiaopeng were elected as the Vice Chairmen of the Tenth Session of the Board of China Merchants Bank, until the expiry of the term of the Tenth Session of the Board of Directors. The qualification of Mr. Xu Lirong for serving as the Vice Chairman of the Company is subject to approval by China Banking Regulatory Commission (“CBRC”). The term of office of Mr. Xu Lirong will be commenced from the date of approval by CBRC.

Voted in favour: 14 Voted against: 0 Abstained from voting: 0

III. Considered and approved the “Resolution regarding the Composition of the Members of Each of the Specialized Committees under the Tenth Session of the Board of Directors of China Merchants Bank”.

The composition of the members of each of the specialized committees under the Tenth Session of the Board of Directors is as follows:

I. Strategy Committee of the Board of Directors

Chairperson: Li Jianhong; Members: Xu Lirong, Li Xiaopeng, Tian Huiyu and Zhang Feng.

II. Nomination Committee of the Board of Directors

Chairperson: Pan Chengwei; Members: Li Jianhong, Tian Huiyu, Pan Yingli and Zhao Jun.

III. Remuneration and Appraisal Committee of the Board of Directors

Chairperson: Wong Kwai Lam; Members: Sun Yueying, Hong Xiaoyuan, Leung Kam Chung, Antony and Pan Yingli.

IV. Risk and Capital Management Committee of the Board of Directors

Chairperson: Hong Xiaoyuan; Members: Sun Yueying, Li Hao, Su Min, Zhang Jian, Zhang Feng and Leung Kam Chung, Antony.

V. Audit Committee of the Board of Directors

Chairperson: Wong See Hong; Members: Fu Gangfeng, Wang Daxiong, Wong Kwai Lam and Pan Chengwei.

VI. Related-Party Transactions Control Committee of the Board of Directors

Chairperson: Pan Chengwei; Members: Li Hao, Su Min, Zhao Jun and Wong See Hong.

Amongst the above members, the formal assumption of office of the five members including Xu Lirong, Zhang Jian, Wang Daxiong, Zhang Feng and Wong See Hong is subject to approval on their qualifications for directorship by the CBRC. Pursuant to relevant regulatory requirements, before the approval of the qualification of the newly appointed independent non-executive director is obtained, Ms. Guo Xuemeng, independent non-executive director of the Ninth Session of the Board of Directors, will continue to perform her duties of independent non-executive director in the Board of Directors and the specialized committees thereunder.

Voted in favour: 14

Voted against: 0

Abstained from voting: 0

IV. Considered and approved the “Resolution regarding the Appointment of the President of China Merchants Bank”.

The Board of Directors has appointed Mr. Tian Huiyu as the President of China Merchants Bank, until the expiry of the term of the Tenth Session of the Board of Directors.

Voted in favour: 14 Voted against: 0 Abstained from voting: 0

V. Considered and approved the “Resolution regarding the Appointment of the Senior Executive Vice President of China Merchants Bank”.

The Board of Directors has appointed Mr. Li Hao as the Senior Executive Vice President of China Merchants Bank, until the expiry of the term of the Tenth Session of the Board of Directors.

Voted in favour: 14 Voted against: 0 Abstained from voting: 0

VI. Considered and approved the “Resolution regarding the appointment of the Executive Vice Presidents of China Merchants Bank”.

The Board of Directors has appointed Mr. Tang Zhihong, Mr. Ding Wei, Mr. Zhu Qi, Mr. Liu Jianjun, Mr. Wang Liang, Mr. Zhao Ju as the Executive Vice Presidents of China Merchants Bank, until the expiry of the term of the Tenth Session of the Board of Directors.

Mr. Wang Qingbin was not re-appointed as Executive Vice President by reason of age. The Company would like to express its sincere gratitude to Mr. Wang Qingbin for his important contributions to the Company during his term of office.

Voted in favour: 14 Voted against: 0 Abstained from voting: 0

VII. Considered and approved the “Resolution regarding the Appointment of the Chief Financial Officer of China Merchants Bank”.

The Board of Directors has appointed Mr. Li Hao to act concurrently as the Chief Financial Officer of China Merchants Bank, until the expiry of the term of the Tenth Session of the Board of Directors.

Voted in favour: 14 Voted against: 0 Abstained from voting: 0

VIII. Considered and approved the “Resolution regarding the Appointment of the Authorised Representatives of H Shares of China Merchants Bank”.

The Board of Directors has appointed directors, namely, Mr. Tian Huiyu and Mr. Li Hao, as the authorised representatives of H Shares of the Company, until the expiry of the term of the Tenth Session of the Board of Directors.

Voted in favour: 14 Voted against: 0 Abstained from voting: 0

IX. Considered and approved the “Resolution regarding the Appointment of Secretary of the Board of Directors of China Merchants Bank”.

The Board of Directors has appointed Mr. Wang Liang to act concurrently as the Secretary of the Board of Directors of the Company. Pursuant to the relevant requirements of CBRC and the Shanghai Stock Exchange, Mr. Wang Liang will officially assume the office after obtaining the approval from CBRC of his qualification and the Certificate for Qualification Training of Secretary of the Board of Directors from the Shanghai Stock Exchange, until the expiry of the Term of the tenth Session of the Board of Directors. Prior to this, Mr. Wang Liang has been authorised to act as the Secretary of the Board of Directors.

Due to the change in his work commitments, Mr. Xu Shiqing will not be re-appointed as the Secretary of the Board of Directors of the Company. There is no disagreement between Mr. Xu Shiqing and the Board of Directors of the Company, nor are there any matters in relation to his leaving the office of the Secretary of the Board of Directors that need to be brought to the attention of our shareholders. The Company would like to express its sincere gratitude to Mr. Xu Shiqing for his important contribution to the Company during his term of office.

Voted in favour: 14 Voted against: 0 Abstained from voting: 0

X. Considered and approved the “Resolution regarding the Appointment of Company Secretaries of China Merchants Bank”.

The Board of Directors has appointed Mr. Wang Liang and Mrs. Seng Sze Ka Mee, Natalia as the Company Secretaries of the Company. The term of Mr. Wang Liang to perform his responsibilities as the Company Secretary of the Company will commence from the date when his qualification for serving as our Company Secretary is approved or waived by the Hong Kong Stock Exchange until the expiry of the term of the Tenth Session of the Board of Directors.

Due to the change in his work commitments, Mr. Xu Shiqing will not be re-appointed as the Company Secretary of the Company. There is no disagreement between Mr. Xu Shiqing and the Board of Directors of the Company, nor are there any matters in relation to his leaving the office of the Company Secretary that need to be brought to the attention of our shareholders.

Voted in favour: 14 Voted against: 0 Abstained from voting: 0

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

28 June 2016

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 and Su Min; and the independent non-executive directors of the Company are Leung Kam Chung, Antony, Wong Kwai Lam, Pan Chengwei, Pan Yingli, Guo Xuemeng and Zhao Jun.