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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)

(H Share Stock Code: 03968)

(Preference Share Stock Code: 04614)

CHANGE OF JOINT COMPANY SECRETARY

RESIGNATION OF JOINT COMPANY SECRETARY

The board of directors (the “**Board**”) of China Merchants Bank Co., Ltd. (the “**Company**”) announces that, due to change in work arrangement, Mrs. Seng Sze Ka Mee Natalia (沈施加美) (“**Mrs. Seng**”) has resigned as the joint company secretary of the Company (“**Joint Company Secretary**”) under Rules 3.28 and 8.17 of The Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 1 January 2020.

Mrs. Seng has confirmed that she has no disagreement with the Board and there is no any matter in respect of her resignation as a Joint Company Secretary which needs to be brought to the attention of the Stock Exchange and/or the shareholders of the Company. The Board would like to take this opportunity to express its gratitude to Mrs. Seng for her contributions to the Company during her tenure of office.

APPOINTMENT OF JOINT COMPANY SECRETARY

The Board is pleased to announce that it has resolved to appoint Ms. Ho Wing Tze Wendy (何詠紫) (“**Ms. Ho**”) as the Joint Company Secretary in place of Mrs. Seng with effect from 1 January 2020.

Biographical details of Ms. Ho are set out as follows:

Ms. Ho Wing Tze Wendy (FCIS FCS(PE)), is an Executive Director of Corporate Services of Tricor Services Limited. Ms. Ho has over 20 years of experience in the corporate secretarial and compliance service field. Ms. Ho is currently acting as the company secretary or joint company secretary of a few listed companies on the Stock Exchange.

Ms. Ho is a Chartered Secretary, a Chartered Governance Professional and a Fellow of both The Hong Kong Institute of Chartered Secretaries (HKICS) and The Chartered Governance Institute (CGI) (formerly The Institute of Chartered Secretaries and Administrators (ICSA)) in the United Kingdom.

Ms. Ho is a holder of the Practitioner’s Endorsement from HKICS. Ms. Ho is also a member of the Education Committee of HKICS. Ms. Ho holds a Master Degree of Business Administration.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Ms. Ho that need to be brought to the attention of the shareholders of the Company or any information that needs to be disclosed pursuant to the requirements of the Listing Rules.

The Board would like to take this opportunity to express a warm welcome to Ms. Ho for taking up the appointment.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

On 19 November 2019, the Stock Exchange approved the Company's waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules for the period from 1 January 2020 to 23 April 2022 (the "**Waiver Period**"), on the condition that Ms. Ho will assist Mr. Liu Jianjun ("**Mr. Liu**", the current Joint Company Secretary) during the Waiver Period. If and when Ms. Ho ceases to provide assistance to Mr. Liu in terms of company secretarial responsibilities, the waiver will be revoked immediately. The Company will notify the Stock Exchange when the Waiver Period expires to re-visit the situation. The Stock Exchange expects that after the end of the Waiver Period, the Company will be able to demonstrate that Mr. Liu satisfies the requirements under Rule 3.28 of the Listing Rules, having had the benefit of Ms. Ho's assistance such that a further waiver will not be necessary.

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

3 December 2019

As at the date of this announcement, the executive directors of the Company are Tian Huiyu, Liu Jianjun and Wang Liang; the non-executive directors of the Company are Li Jianhong, 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.