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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)**

**NOTICE OF 2025 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Board of Directors of China Merchants Bank Co., Ltd. (the “**Company**” or “**China Merchants Bank**”) has decided to hold its annual general meeting for 2025 (the “**Meeting**”) on Thursday, 25 June 2026. 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 Thursday, 25 June 2026.

**(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 Wednesday, 17 June 2026 (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 Wednesday, 17 June 2026 (hereinafter referred to as “**H Shareholders**”);
3. The proxies appointed by the above shareholders;
4. The directors 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**

**(I) The following resolutions will be considered and approved at the Meeting:**

**ORDINARY RESOLUTIONS  
(NON-CUMULATIVE VOTING RESOLUTIONS)**

1. Work Report of the Board of Directors for the year 2025;
2. Annual Report for the year 2025 (including the Audited Financial Report);
3. Profit Appropriation Plan for the year 2025 (including the distribution of final dividend) (note 1);
4. Resolution regarding the Interim Profit Appropriation Plan for the year 2026 (note 2);
5. Capital Management Plan for 2026-2030 (note 3);
6. Resolution regarding the Engagement of Accounting Firms for the year 2026 (note 3);
7. Resolution regarding Election of Mr. Li Yungui as Non-executive Director of the Thirteenth Session of the Board of Directors of China Merchants Bank (note 3);

8. Resolution regarding Election of Mr. Huo Da as Non-executive Director of the Thirteenth Session of the Board of Directors of China Merchants Bank (note 3);
9. Resolution regarding Election of Mr. Wang Xiaoqing as Executive Director of the Thirteenth Session of the Board of Directors of China Merchants Bank (note 3);
10. Resolution regarding Election of Mr. Zhang Yong as Independent Non-executive Director of the Thirteenth Session of the Board of Directors of China Merchants Bank (note 3);
11. Related Party Transactions Report for the year 2025;

**SPECIAL RESOLUTIONS**  
**(NON-CUMULATIVE VOTING RESOLUTIONS)**

12. Resolution regarding the Application for General Mandate to Issue Financial Bonds and Certificates of Deposit (CD) (note 3); and
13. Resolution regarding Authorisation to Issue Capital Bonds (note 3).

The above special resolutions shall be approved by two-thirds or more of the voting rights held by the shareholders with voting rights (including shareholders' proxies) present at the Meeting.

**(II) The following reports will be delivered at the Meeting:**

1. The Evaluation Report on Duty Performance of the Directors for the year 2025;
2. Independent Directors' Annual Work Report for the year 2025;
3. The Evaluation Report on Duty Performance of the Senior Management Members for the year 2025; and
4. The Evaluation Report on the Conduct of the Substantial Shareholders for the year 2025.

*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 Bank of RMB143.874 billion as audited by Ernst & Young Hua Ming LLP (as shown in the audited consolidated financial statements of the Company for the year 2025 prepared under the PRC GAAP). Details of the Profit Appropriation Plan are set out below:
  - (1) 10% of the audited net profit of RMB136.184 billion of the Company for the year 2025, equivalent to RMB13.618 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 bear risks and losses at the end of the period, equivalent to RMB7.688 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) According to the relevant regulations required by the “Measures for the Management of Off-Balance-Sheet Business Risks of Commercial Banks” promulgated by the former China Banking and Insurance Regulatory Commission, the “Provisional Measures on Supervision and Administration of Risk Reserve of Public Offering of Securities Investment Funds” promulgated by the China Securities Regulatory Commission, the risk reserve for mutual fund custody business of RMB62 million is accrued at 2.5% of the Company’s custodian fee income of mutual funds for the year 2025.
  - (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 an annual cash dividend of RMB2.016 (tax included) for every share to all registered shareholders of the Company, and after deducting the 2025 interim cash dividend paid, the cash dividend for this distribution is RMB1.003 per share (tax included). The cash dividend will be denominated and declared in RMB, payable in RMB for the Shareholders of A Shares and in HKD or RMB 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 Shareholders’ Meeting (including the day of the Shareholders’ 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 2025.
2. The Company proposes the interim profit appropriation plan for the year 2026 as follows:
  - (1) Based on the financial report for the first half of 2026 as reviewed by Ernst & Young Hua Ming LLP, the net profit attributable to ordinary shareholders of the Bank for the first half of 2026 is determined accordingly.
  - (2) The proportion of cash dividends for the 2026 interim profit distribution to the net profit attributable to the ordinary shareholders of the Bank for the first half of 2026 is 35%. At the time of the actual cash dividend distribution, due to the need to round off the corresponding decimal places when calculating the cash dividend amount per share, the final proportion of the total actual cash dividend amount of the Bank may slightly differ from the aforementioned proportion. When formulating the profit appropriation plan for the year 2026 subsequently, the Company will consider the amount of interim profit distribution that has already been distributed.
  - (3) The cash dividend of the 2026 interim profit distribution is denominated and declared in RMB, payable in RMB for the Shareholders of A Shares and in RMB or equivalent HKD for the H Shareholders.
  - (4) The date for cash dividend distribution of the 2026 interim profit distribution is between January and February 2027. The specific date for cash dividend distribution and the record date for shareholding will be announced separately by the Board of Directors.

- (5) The interim profit appropriation plan for the year 2026 will be specifically implemented by the Board of Directors based on the items approved by the Shareholders' Meeting.
3. For details, please refer to the circular of the Company dated 2 June 2026.
4. For details of other resolutions and reports, please refer to the documents of the Shareholders' Meeting published by the Company on 2 June 2026.

### **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 2025 AGM*

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 Wednesday, 17 June 2026 to Thursday, 25 June 2026 (both days inclusive), during which period no transfer of H 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 Tuesday, 16 June 2026. The record date is Wednesday, 17 June 2026, on which H Shareholders whose names are recorded in the register of members of the Company are entitled to attend the Meeting.

###### *Closure of register of members for payment of final dividend for the year 2025*

In order to determine the H Shareholders entitled to receive the final dividend for the year ended 31 December 2025, the register of members of the Company will be closed from Saturday, 4 July 2026 to Thursday, 9 July 2026 (both days inclusive), during which period no transfer of H 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 Friday, 3 July 2026. The record date is Thursday, 9 July 2026, on which H Shareholders whose names are recorded in the register of members of the Company are entitled to receive the final dividend for the year 2025.

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

A qualified H Shareholder 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 H Shareholder entitled to attend and vote at the Meeting may appoint one or more persons as his/her proxy/proxies to attend and vote at the Meeting on his/her behalf. A proxy may not necessarily be a shareholder of the Company.
- (2) An H Shareholder shall appoint a proxy in writing. The H Shareholder or his/her attorney duly authorised in writing shall sign the proxy form. If the H Shareholder is a domestic legal entity, the proxy form must be under its company seal and signed by its legal representative; if the H Shareholder 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 H Shareholder, 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 H Shareholder 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 Wednesday, 24 June 2026) 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 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 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 Zhong Desheng; the Shareholder Directors (Non-executive Directors) of the Company are Miao Jianmin, Shi Dai, Deng Renjie, Jiang Chaoyang, Zhu Eric Liwei, Huang Jian and Ma Xianghui; and the Independent Non-executive Directors of the Company are Tian Hongqi, Shi Yongdong, Li Jian, Wong Yuk Shan and Lu Liping.

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

2 June 2026