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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)**

**ANNOUNCEMENT REGARDING  
RESOLUTIONS PASSED AT THE 2022  
ANNUAL GENERAL MEETING**

According to the notice of the 2022 annual general meeting dated 2 June 2023 (the “**Notice of the AGM**”) issued by China Merchants Bank Co., Ltd. (the “**Company**”), the 2022 annual general meeting of the Company (the “**2022 Annual General Meeting**” or the “**Meeting**”) was held at the Conference Room, 5/F, China Merchants Bank Tower, No. 7088 Shennan Boulevard, Futian District, Shenzhen, Guangdong, the PRC at 9:30 a.m. on Tuesday, 27 June 2023. According to the relevant requirements of the Articles of Association, elected by more than half of the Directors of the Board of Directors of the Company, Wang Liang, the Director of the Company, presided over and acted as the chairman of the Meeting.

For details about the resolutions considered at the Meeting, please refer to the Notice of the AGM and the circular dated 2 June 2023 (the “**Circular**”), all of which can be downloaded from the Company’s website ([www.cmbchina.com](http://www.cmbchina.com)) and the website of the Hong Kong Exchanges and Clearing Limited ([www.hkex.com.hk](http://www.hkex.com.hk)). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those in the Circular.

As at the shareholding registration date of the Meeting (i.e. 19 June 2023), the Company had a total of 25,219,845,601 Ordinary Shares in issue, including 20,628,944,429 A Shares and 4,590,901,172 H Shares, which were the Shares entitling the holders to attend and vote on the resolutions proposed at the Meeting.

## Shareholders and proxies attending the 2022 Annual General Meeting and their shareholdings:

1. Number of Shareholders and proxies attending the Meeting	886
Of which: Number of A Shareholders and proxies	878
Number of H Shareholders and proxies	8
2. Total number of voting Shares held by Shareholders and proxies attending the Meeting	16,056,319,905
Of which: Total number of Shares held by A Shareholders and proxies	12,766,484,460
Total number of Shares held by H Shareholders and proxies	3,289,835,445
3. Percentage of the total number of voting Shares of the Company held by Shareholders and proxies attending the Meeting (%)	63.6654
Of which: Percentage of the total number of voting Shares of the Company held by A Shareholders and proxies (%)	50.6208
Percentage of the total number of voting Shares of the Company held by H Shareholders and proxies (%)	13.0446

13 out of the 14 existing Directors of the Company attended the Meeting. A Non-executive Director, Miao Jianmin, did not attend the Meeting due to business commitment. 9 out of the 9 existing supervisors of the Company attended the Meeting. The Secretary of the Board of Directors of the Company attended the Meeting. Certain senior management members of the Company attended the Meeting.

The convening and voting procedures of the Meeting were in compliance with the relevant requirements of the Company Law of the People's Republic of China, the Hong Kong Listing Rules and the Articles of Association.

Pursuant to the Hong Kong Listing Rules, no Shareholders of the Company were required to abstain from voting in respect of the resolutions proposed at the Meeting. There were no Shareholders who had been entitled to attend the Meeting but required to abstain from voting at the Meeting in favour of any resolutions in accordance with Rule 13.40 of the Hong Kong Listing Rules.

Representatives from the Company's Shareholders, representatives from the Supervisors, lawyers of JunHe LLP, Computershare Hong Kong Investor Services Limited (the Company's H Share registrar) and other parties were appointed as the scrutineers to monitor the on-site vote taking process and count the votes at the Meeting; SSE Infonet Co., Ltd. consolidated and calculated the voting results for the resolutions voted by means of on-site voting and online voting.

**The voting results of the 2022 Annual General Meeting on all resolutions are as follows:**

No.	Resolutions	For		Against		Abstained		Passed or not
		Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	
1	Work Report of the Board of Directors for the Year 2022	16,008,901,273	99.7047	15,967,954	0.0994	31,450,678	0.1959	Passed
2	Work Report of the Board of Supervisors for the Year 2022	16,016,211,472	99.7502	8,657,755	0.0539	31,450,678	0.1959	Passed
3	Annual Report for the Year 2022 (Including the Audited Financial Report)	16,009,124,170	99.7061	15,749,057	0.0981	31,446,678	0.1958	Passed
4	Audited Financial Statements for the Year 2022	16,011,952,245	99.7237	12,911,782	0.0804	31,455,878	0.1959	Passed
5	Proposal Regarding the Profit Appropriation Plan for the Year 2022 (Including the Distribution of Final Dividend)	16,045,092,157	99.9301	887,955	0.0055	10,339,793	0.0644	Passed
6	Resolution Regarding the Engagement of Accounting Firms for the Year 2023	14,043,958,726	87.4669	2,001,971,786	12.4684	10,389,393	0.0647	Passed
7	Related Party Transaction Report for the Year 2022	16,016,980,830	99.7550	7,884,997	0.0491	31,454,078	0.1959	Passed
8	Capital Management Plan for 2023-2027	16,044,206,691	99.9246	1,061,755	0.0066	11,051,459	0.0688	Passed
9	Proposal Regarding the Election of Mr. Huang Jian as a Non-executive Director of the Twelfth Session of the Board of Directors of China Merchants Bank	15,258,130,401	95.0464	784,811,444	4.8888	10,408,060	0.0648	Passed
10	Proposal Regarding the Election of Mr. Zhu Jiangtao as an Executive Director of the Twelfth Session of the Board of Directors of China Merchants Bank	15,735,766,540	98.0036	310,146,505	1.9316	10,406,860	0.0648	Passed

All of the above resolutions are ordinary resolutions and approved by more than half of the votes from the Shareholders who possess the right to vote (including proxies) attending the Meeting.

The biographies and other information of the Directors elected at the Meeting have been disclosed in the Circular.

## **EXPLANATION ON THE CHANGE OF DIRECTORS**

According to the Articles of Association of the Company, the qualifications of Mr. Huang Jian as a Non-executive Director and Mr. Zhu Jiangtao as an Executive Director shall be submitted to the China banking regulatory authority for review, with each of the term of office being effective from the date of approval of the qualification as Directors until the date of expiry of the Twelfth Session of the Board of Directors, upon which the Company will make a separate announcement.

## **ATTESTATION BY LAWYER**

The Meeting was attested by Liu Yongzhao and Cai Qiying appointed by JunHe LLP who issued a written legal opinion, certifying that the convening and procedures of the Meeting, the qualifications of the attendees and the voting procedures were in compliance with the relevant laws, administrative regulations and rules such as the Company Law of the People's Republic of China and the Rules for the Shareholder's Meetings of Listed Companies and the Articles of Association. The voting results of the Meeting were lawful and valid.

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

27 June 2023

*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.*