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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)**

**NOTICE OF 2021 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Board of Directors of China Merchants Bank Co., Ltd. (hereinafter referred to as the “**Company**” or “**China Merchants Bank**”) has decided to hold its Annual General Meeting for 2021 (the “**Meeting**”) on Wednesday, 29 June 2022. 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 Wednesday, 29 June 2022.

**(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, 22 June 2022 (hereinafter referred to as “**Shareholders of A Shares**”);
2. All shareholders of H shares 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, 22 June 2022 (hereinafter referred to as “**Shareholders of H Shares**”);
3. The proxies appointed by the above shareholders;
4. The directors, supervisors 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**

The following resolutions will be considered and approved at the Meeting:

**ORDINARY RESOLUTIONS**

1. **Work Report of the Board of Directors for the year 2021;**
2. **Work Report of the Board of Supervisors for the year 2021;**
3. **Annual Report for the year 2021 (including the Audited Financial Report);**
4. **Audited Financial Statements for the year 2021;**
5. **Proposal regarding the Profit Appropriation Plan for the year 2021 (including the distribution of final dividend) (note 1);**
6. **Resolution regarding the Engagement of Accounting Firms for the year 2022 (note 2);**
7. **Related Party Transaction Report for the year 2021;**
8. **Medium-term Capital Management Plan for 2022-2024 (note 3);**

**9.00 Proposal regarding Election of Members of the Twelfth Session of the Board of Directors of China Merchants Bank(*note 3*);**

**9.01 Election of Mr. Miao Jianmin as a Non-executive Director of the Company;**

**9.02 Election of Mr. Hu Jianhua as a Non-executive Director of the Company;**

**9.03 Election of Mr. Fu Gangfeng as a Non-executive Director of the Company;**

**9.04 Election of Mr. Zhou Song as a Non-executive Director of the Company;**

**9.05 Election of Mr. Hong Xiaoyuan as a Non-executive Director of the Company;**

**9.06 Election of Mr. Zhang Jian as a Non-executive Director of the Company;**

**9.07 Election of Ms. Su Min as a Non-executive Director of the Company;**

**9.08 Election of Mr. Sun Yunfei as a Non-executive Director of the Company;**

**9.09 Election of Mr. Chen Dong as a Non-executive Director of the Company;**

**9.10 Election of Mr. Wang Liang as an Executive Director of the Company;**

**9.11 Election of Mr. Li Delin as an Executive Director of the Company;**

**9.12 Election of Mr. Wong See Hong as an Independent Non-executive Director of the Company;**

**9.13 Election of Mr. Li Menggang as an Independent Non-executive Director of the Company;**

**9.14 Election of Mr. Liu Qiao as an Independent Non-executive Director of the Company;**

**9.15 Election of Mr. Tian Hongqi as an Independent Non-executive Director of the Company;**

**9.16 Election of Mr. Li Chaoxian as an Independent Non-executive Director of the Company;**

**9.17 Election of Mr. Shi Yongdong as an Independent Non-executive Director of the Company;**

**10.00 Proposal regarding Election of Shareholder Supervisors and External Supervisors of the Twelfth Session of the Board of Supervisors of China Merchants Bank (note 3);**

**10.01 Election of Mr. Luo Sheng as a Shareholder Supervisor of the Company;**

**10.02 Election of Mr. Peng Bihong as a Shareholder Supervisor of the Company;**

**10.03 Election of Mr. Wu Heng as a Shareholder Supervisor of the Company;**

**10.04 Election of Mr. Xu Zhengjun as an External Supervisor of the Company;**

**10.05 Election of Mr. Cai Hongping as an External Supervisor of the Company;**

**10.06 Election of Mr. Zhang Xiang as an External Supervisor of the Company.**

#### **SPECIAL RESOLUTIONS**

**11. Proposal regarding Adjusting the Authorisation to Directors in respect of Domestic Preference Shares of China Merchants Bank (Note 3); and**

**12. Proposal regarding Amending the Articles of Association of China Merchants Bank Co., Ltd. (Note 3).**

The special resolutions set out above must be approved by more than two-thirds of the voting rights held by the Shareholders (including their proxies) with voting rights attending the 2021 Annual General Meeting.

The following reports will be delivered at the Meeting:

1. The evaluation report on duty performance of the Directors for the year 2021;
2. The evaluation report on duty performance of the Supervisors for the year 2021;
3. Independent Directors' annual work and cross-appraisal report for the year 2021;
4. External Supervisors' annual work and cross-appraisal report for the year 2021;
5. The evaluation report on duty performance of the senior management members for the year 2021; and
6. The evaluation report on the conduct of the substantial shareholders for the year 2021.

*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 Company of RMB116.309 billion (as shown in the audited consolidated financial statements of the Company for the year 2021 prepared under the PRC GAAP). Details of the Profit Appropriation Plan are set out below:
  - (1) 10% of the audited net profit of RMB109.794 billion of the Company for the year 2021, equivalent to RMB10.979 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 bearing risks and losses at the end of the period, equivalent to RMB11.874 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) 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 a cash dividend of RMB1.522 (tax included) for every share to all registered shareholders of the Company. The cash dividend will be denominated and declared in RMB, payable in RMB for the Shareholders of A Shares and in HKD for the Shareholders of H Shares. 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 general meeting (including the day of the general meeting). The retained profit will be carried forward to the next year.
  - (4) The Company did not transfer any capital reserve into share capital in 2021.
2. The Company proposes to engage Deloitte Touche Tohmatsu Certified Public Accountants LLP (Special General Partnership) as the domestic accounting firm of the Company and its domestic subsidiaries for 2022 and Deloitte Touche Tohmatsu as well as other relevant overseas members of Deloitte Touche Tohmatsu Certified Public Accountants LLP (Special General Partnership) as the international accounting firms of the Company and its overseas subsidiaries for 2022. The terms of office of the above engagements shall be one year.

The audit fees (including but not limited to all miscellaneous costs such as travelling expenses, accommodation expenses and communication expenses) shall not exceed RMB30.93 million, which are the aggregate of the audit fees of each of the subsidiaries of the Group within the accounting consolidation scope of the financial statements of the Company and the Group. If there are new entities to be included into the scope of consolidation or changes in the actual audit demands of existing entities during the year, and in consideration of the impact of exchange rate fluctuations, the final actual payment amount may be slightly different from such amount.
3. For details, please refer to the circular of the Company dated 27 May 2022 (the “Circular”).

### **III. REGISTRATION OF THE MEETING**

#### **Registration Matters for Shareholders of H Shares**

##### ***1. Closure of Register of Members of H Shares***

###### *Closure of register of members for the Meeting of 2021*

In order to determine the Shareholders of H shares who will be entitled to attend the Meeting, the register of members of the Company will be closed from Wednesday, 22 June 2022 to Wednesday, 29 June 2022 (both days inclusive), during which period no transfer of shares will be registered.

In order to qualify 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, 21 June 2022. Shareholders of H Shares whose names are recorded in the register of members of the Company on Wednesday, 22 June 2022 are entitled to attend the Meeting.

*Closure of register of members for payment of final dividend for the year 2021*

In order to determine the Shareholders of H Shares entitled to receive the final dividend for the year ended 31 December 2021, the register of members of the Company will be closed from Saturday, 9 July 2022 to Thursday, 14 July 2022 (both days inclusive), during which period no transfer of shares will be registered.

In order to qualify 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, 8 July 2022. Shareholders of H Shares whose names are recorded in the register of members of the Company on Thursday, 14 July 2022 are entitled to receive the final dividend for the year 2021.

**2. *Registration of Attendance***

A qualified H share holder 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.

In accordance with the requirements regarding the prevention and control of the COVID-19 pandemic, the Company recommends Shareholders of H shares and attorneys duly authorised by Shareholders of H shares to attend the Meeting by first appointing the chairman of the AGM to vote.

**3. *Requirements for Proxies on Registration and Documents to be Provided when Voting***

- (1) Any shareholder of H shares entitled to participate in and vote at the Meeting may appoint one or more persons as his/her proxy/proxies to participate in and vote at the Meeting on his/her behalf. A proxy may not necessarily be a shareholder of the Company.
- (2) A shareholder of H shares shall appoint a proxy in writing. The shareholder of H shares or his/her attorney duly authorised in writing shall sign the proxy form. If the shareholder of H shares is a domestic legal entity, the proxy form must be under its company seal and signed by its legal representative; if the shareholder of H shares 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 shareholder of H shares, 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 shareholder of H shares 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 Tuesday, 28 June 2022) 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.
- (4) Completion and return of the proxy form shall not preclude an H Share 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 Share 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. Contact Details of the Company

Address: 49/F, China Merchants Bank Tower, No.7088 Shennan Boulevard, Futian District, Shenzhen, Guangdong, the PRC  
Postcode: 518040  
Tel: +86 4008595555

2. All shareholders and proxies of the shareholders attending the Meeting shall take care of their own transportation fee, accommodation and other related expenses.
3. In accordance with the requirements regarding the prevention and control of the COVID-19 pandemic, shareholders and their proxies who attend the physical meeting, in addition to carrying relevant registration documents, please pay particular attention to the following matters:
  - (1) Please pre-register with the Company before 27 June 2022 to facilitate the Company's preparation for the prevention of the COVID-19 pandemic; and
  - (2) Please be cautious for personal protection on the way to and from the venue on the date of the Meeting. When you arrive at the venue, please follow the staff's arrangements and guidance, and take initiative to cooperate with the relevant pandemic prevention requirements. Those who meet the requirements can enter the venue where they are required to keep necessary social distance.
4. As at the date of this notice, the Executive Directors of the Company are Wang Liang and Tian Huiyu; the Non-executive Directors of the Company are Miao Jianmin, 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 Wong See Hong, Li Menggang, Liu Qiao, Tian Hongqi, Li Chaoxian and Shi Yongdong.

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

27 May 2022