
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you shall consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Merchants Bank Co., Ltd., you shall at once hand this supplemental circular, together with the First Circular, and the related proxy form and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**招商銀行**

CHINA MERCHANTS BANK

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)**

**SUPPLEMENTAL CIRCULAR
TO CONSIDER AND APPROVE THE PROPOSAL REGARDING THE
ADDITION OF DIRECTORS OF THE ELEVENTH SESSION OF
THE BOARD OF DIRECTORS AND SUPERVISOR OF
THE ELEVENTH SESSION OF THE BOARD OF
SUPERVISORS OF
CHINA MERCHANTS BANK,
TO CONSIDER AND APPROVE THE PROPOSAL REGARDING THE
GENERAL MANDATE TO ISSUE WRITE-DOWN UNDATED
CAPITAL BONDS,
AND
SUPPLEMENTAL NOTICE OF 2018 AGM**

This supplemental circular should be read in conjunction with the First Circular.

A notice of the AGM to be held at the Conference Room, 5/F, China Merchants Bank Tower, 7088 Shennan Boulevard, Futian District, Shenzhen, Guangdong, the PRC, at 9:00 a.m. on Thursday, 27 June 2019 is set out in the First Circular. A supplemental notice of the 2018 AGM dated 11 June 2019 is set out on pages 11 to 15 of this supplemental circular.

The additional resolutions will be presented at the AGM, the details of which are set out in the supplemental circular. The second proxy form for the AGM which contains the additional resolutions to be proposed at the AGM is enclosed herewith and also published on the websites of the Hong Kong Stock Exchange (www.hkex.com.hk) and the Company (www.cmbchina.com). The second proxy form for the AGM enclosed herewith shall supersede the proxy form for the AGM enclosed with the First Circular. Shareholders who intend to appoint a proxy to attend the AGM shall complete the enclosed second proxy form for the AGM in accordance with the instructions printed thereon and return the same not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the second proxy form for the AGM will not preclude you from attending the AGM and voting in person if you so wish.

11 June 2019

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DEFINITIONS

Unless the context requires otherwise, all terms and expressions in the supplemental circular and the First Circular shall have the same meanings. In this supplemental circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”, “2018 AGM” or “General Meeting”	the 2018 Annual General Meeting of the Company to be held at the Conference Room, 5/F, China Merchants Bank Tower, No. 7088 Shennan Boulevard, Futian District, Shenzhen, Guangdong, the PRC at 9:00 a.m. on Thursday, 27 June 2019 to consider and approve the matters referred to in the First Circular and this supplemental circular
“Articles of Association”	the Articles of Association and the Rules of Procedures of the Company, as amended from time to time
“Board of Directors”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“CBIRC”	China Banking and Insurance Regulatory Commission
“Company Law”	the Company Law of the People’s Republic of China (as amended from time to time)
“Company”, “Bank” or “China Merchants Bank”	China Merchants Bank Co., Ltd., a joint stock company incorporated in the PRC with limited liability, and the H Shares and Offshore Preference Shares of which are listed on the main board of the Hong Kong Stock Exchange (H Share Stock Code: 03968; Offshore Preference Share Stock Code: 04614)
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“Domestic Shares”, “A Shares”	the ordinary shares in the Company’s capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“First Circular”	the circular issued by the Company to its Shareholders on 10 May 2019

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Shares”	overseas listed foreign shares in the Company’s ordinary share capital with a nominal value of RMB1.00 each, to be subscribed for and traded in Hong Kong dollars and listed on the Hong Kong Stock Exchange
“Latest Practicable Date”	6 June 2019, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein
“Ordinary Shares”	A Shares and/or H Shares
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this supplemental circular only, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the H Share(s) and Domestic Share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s) of the Company
“Supervisor(s)”	supervisor(s) of the Company

LETTER FROM THE BOARD OF DIRECTORS



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)

Executive Director:

Tian Huiyu

Non-executive Directors:

Li Jianhong

Fu Gangfeng

Sun Yueying

Zhou Song

Hong Xiaoyuan

Zhang Jian

Su Min

Wang Daxiong

Independent Non-executive Directors:

Leung Kam Chung, Antony

Pan Chengwei

Zhao Jun

Wong See Hong

Li Menggang

Liu Qiao

Registered address:

China Merchants Bank Tower
No. 7088 Shennan Boulevard
Futian District
Shenzhen 518040
Guangdong
PRC

*Principal place of business
in Hong Kong:*

31F, Three Exchange Square
8 Connaught Place
Central
Hong Kong

11 June 2019

To the Shareholders

Dear Sir or Madam,

**TO CONSIDER AND APPROVE THE PROPOSAL REGARDING THE
ADDITION OF DIRECTORS OF THE ELEVENTH SESSION OF
THE BOARD OF DIRECTORS AND SUPERVISOR OF
THE ELEVENTH SESSION OF THE BOARD OF
SUPERVISORS OF
CHINA MERCHANTS BANK,
TO CONSIDER AND APPROVE THE PROPOSAL REGARDING THE
GENERAL MANDATE TO ISSUE WRITE-DOWN UNDATED
CAPITAL BONDS,
AND
SUPPLEMENTAL NOTICE OF 2018 AGM**

1. INTRODUCTION

This supplemental circular should be read in conjunction with the First Circular.

LETTER FROM THE BOARD OF DIRECTORS

Pursuant to the relevant requirements of the relevant laws and regulations such as the Company Law and the Articles of Association, China Ocean Shipping Company Limited and China Merchants Finance Investment Holdings Co., Ltd., both being Shareholders holding more than 3% of the total issued Shares with voting rights in the Company, proposed the “Interim Proposal Regarding the Addition of Candidates for Directors of the Eleventh Session of the Board of Directors and Candidate for Supervisor of the Eleventh Session of the Board of Supervisors of China Merchants Bank” and the “Interim Proposal Regarding the General Mandate to Issue Write-down Undated Capital Bonds” respectively on 4 June 2019 as entrusted by the Board of Directors and the Board of Supervisors of the Company, and proposed the Board of Directors of the Company to table such interim proposals for consideration and approval at the General Meeting. Pursuant to the relevant requirements, the Board of Directors of the Company shall submit such interim proposals in the agenda of the General Meeting.

2. PROPOSAL REGARDING THE ADDITION OF DIRECTORS OF THE ELEVENTH SESSION OF THE BOARD OF DIRECTORS AND SUPERVISOR OF THE ELEVENTH SESSION OF THE BOARD OF SUPERVISORS OF CHINA MERCHANTS BANK

On 30 May 2019, the Board of Directors considered and approved the “Proposal regarding Addition of Messrs. Sun Yunfei and Wang Daxiong as Candidates for Directors of the Eleventh Session of the Board of Directors” and the “Proposal regarding Addition of Mr. Tian Hongqi as Candidate for Independent Director of the Eleventh Session of the Board of Directors”, and the Board of Supervisors considered and approved the “Proposal regarding Addition of Mr. Xu Zhengjun as Candidate for External Supervisor of the Eleventh Session of the Board of Supervisors”. Pursuant to relevant provisions of laws and regulations including the Company Law and the Articles of Association, China Ocean Shipping Company Limited, being a Shareholder holding more than 3% of the Shares in the Company, submitted the “Interim Proposal Regarding the Addition of Candidates for Directors of the Eleventh Session of the Board of Directors and Candidate for Supervisor of the Eleventh Session of the Board of Supervisors of China Merchants Bank” as entrusted by the Board of Directors and the Board of Supervisors, details of which are as follows:

Upon consideration and approval by the Board of Directors of China Merchants Bank, to propose at the General Meeting the addition of Mr. Sun Yunfei and Mr. Wang Daxiong as the Directors of the Eleventh Session of the Board of Directors of China Merchants Bank. Under nomination by Nomination Committee under the Board of Directors and upon consideration and approval by the Board of Directors, to propose at the General Meeting the addition of Mr. Tian Hongqi as an Independent Director of the Eleventh Session of the Board of Directors of China Merchants Bank. Under nomination by Nomination Committee under the Board of Supervisors and upon consideration and approval by the Board of Supervisors, to propose at the General Meeting the addition of Mr. Xu Zhengjun as an External Supervisor of the Eleventh Session of the Board of Supervisors of China Merchants Bank.

LETTER FROM THE BOARD OF DIRECTORS

Such candidates for Directors and Supervisor have been proposed to be elected on the single-candidate election principle at the AGM. Upon consideration and approval by the AGM, Mr. Sun Yunfei's qualification for serving as a Director and Mr. Tian Hongqi's qualification for serving as an Independent Director are still subject to the approval of the CBIRC. Mr. Pan Chengwei will continue to perform his duties as the Independent Director in accordance with relevant laws, regulations and the Articles of Association, until Mr. Tian Hongqi's qualification for serving as the Independent Director is approved.

Biographical Details and Relevant Information of Candidates for Directors and Candidate for Supervisor

Candidates for Shareholder Directors¹

Mr. Sun Yunfei was born in August 1965. Mr. Sun obtained a master's degree in Business Administration from the School of Management of Fudan University and is a senior economist (researcher level). He is currently the Deputy General Manager and Chief Accountant of China COSCO Shipping Corporation Limited. Mr. Sun previously served as the Deputy Director of the Planning and Statistics Department, the Director of the Planning and Programming Department, the Deputy Chief Accountant of Eastern Shanghai Shipyard (滬東造船廠), the Chief Accountant of Eastern Shanghai Shipbuilding (Group) Co., Ltd. (滬東造船(集團)有限公司), the Director and Chief Financial Officer of Eastern Shanghai Zhonghua Shipbuilding (Group) Co., Ltd., the Deputy Chief Accountant and Chief Accountant of China State Shipbuilding Corporation, the Deputy General Manager of China State Shipbuilding Corporation Limited, and the Director and General Manager of China CSSC Holdings Limited (a company listed on Shanghai Stock Exchange).

Mr. Wang Daxiong was born in December 1960 and is a Non-executive Director of the Company. Mr. Wang obtained a master's degree in Business Administration for Senior Management from Shanghai University of Finance and Economics and is a senior accountant. He is currently the Chairman of COSCO Shipping Financial Holdings Co., Ltd, and the Executive Director and Chief Executive Officer of COSCO SHIPPING Development Co., Ltd. (a company listed on Hong Kong Stock Exchange and Shanghai Stock Exchange). He concurrently serves as a Director of China Merchants Securities Co., Ltd. (a company listed on Hong Kong Stock Exchange and Shanghai Stock Exchange) and the Chairman of COSCO SHIPPING Capital Insurance Co., Ltd. (中遠海運財產保險自保有限公司). He served as a Director of China Merchants Bank from March 1998 to March 2014. He previously served as the Head of the Finance Department and Chief Accountant of Guangzhou Shipping (Group) Company Limited, the Chief Accountant of China Shipping (Group) Company, the Vice President and Chief Accountant of China Shipping (Group) Company, the Deputy General Manager of China Shipping (Group) Company, the Chairman of China Shipping (HK) Holdings Limited and the Executive Director and Chief Executive Officer of China Shipping Container Lines Company Limited (a company listed on Hong Kong Stock Exchange and Shanghai Stock Exchange).

¹ Shareholder Directors are Non-executive Directors.

LETTER FROM THE BOARD OF DIRECTORS

As far as the Company is aware, as at the Latest Practicable Date, each of the above candidates for Directors does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, nor has he been penalised by the PRC securities regulatory authority and other departments or punished by any stock exchange.

Pursuant to the Articles of Association, the Directors serve for a term of three years for each session. If the above candidates for Directors are elected as Non-executive Directors of the Company, they will not receive any Director remuneration. Save as disclosed above, the above candidates for Directors do not hold any director or supervisor position in any other listed public companies, nor have any other major appointment or qualification during the last three years. Save as disclosed above, they also do not have any other relationship with any other Directors, Supervisors or senior management or substantial shareholders of the Company.

In addition, there is no other information in relation to the above candidates for Directors which is discloseable pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Candidate for Independent Director²

Mr. Tian Hongqi was born in May 1957. Mr. Tian obtained a bachelor's degree in Finance and Accounting from the Faculty of Water Transportation Management of Shanghai Maritime University and is a senior accountant. He previously served as the Chief Financial Officer and Chief Information Officer of COSCO SHIPPING Bulk Co., Ltd., the General Manager of the Finance Department of COSCO Container Lines Co., Ltd., the Director and the General Manager of the Financial Department of COSCO Japan, the Chief Financial Officer of COSCO Holdings (Singapore) Pte. Ltd. (中遠控股(新加坡)有限公司), the General Manager of the Finance Department of the COSCO Container Transportation Operation Headquarters (中遠集裝箱運輸經營總部), and the Deputy Director of the Finance Department of COSCO. Mr. Tian Hongqi retired in September 2017.

As far as the Company is aware, as at the Latest Practicable Date, Mr. Tian does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, nor has he been penalised by the PRC securities regulatory authority and other departments or punished by any stock exchange.

2 Independent Director is Independent Non-executive Director.

LETTER FROM THE BOARD OF DIRECTORS

Pursuant to the Articles of Association, the Directors serve for a term of three years for each session. If Mr. Tian is elected as an Independent Director of the Company, he will receive RMB0.5 million annually as pre-tax Director fees. Save as disclosed above, Mr. Tian does not hold any director or supervisor position in any other listed public companies, nor has any other major appointment or qualification during the last three years. Save as disclosed above, Mr. Tian also does not have any relationship with any other Directors, Supervisors or senior management or substantial shareholders of the Company.

In addition, there is no other information in relation to Mr. Tian which is discloseable pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

In consideration of the candidate for Independent Director, the Nomination Committee under the Board of Directors has considered his past performance and his written confirmation of independence to the Company under Rule 3.13 of the Hong Kong Listing Rules, and also taken into consideration his skills, background, knowledge and experience. Mr. Tian has extensive experience in finance and accounting. In addition, his education, background, experience and practice enable him to provide relevant valuable insights, and contribute to the diversity of the Board of Directors. The Company is of the view that Mr. Tian is able to devote sufficient time and attention to the Company.

Candidate for External Supervisor

Mr. Xu Zhengjun was born in September 1955. Mr. Xu obtained a master's degree in the Maritime Transportation Management from Shanghai Maritime University and is a senior political engineer. He is currently an Independent Director of China Merchants RenHe Life Insurance Co., Ltd.. He previously served as the Section Chief and the Department Head of Shanghai Ocean Shipping Co., Ltd., the General Manager of the crew company and land property company of COSCO Container Lines Co., Ltd., the Assistant to General Manager of COSCO Container Lines Co., Ltd., the General Manager of Shanghai Ocean Shipping Co., Ltd., the Secretary of the Disciplinary Committee of COSCO Container Lines Co., Ltd., the General Manager of COSCO (HK) Industry & Trade Holdings Ltd., the Vice Chairman of Shenzhen Guangju Energy Co., Ltd. (a company listed on Shenzhen Stock Exchange), the Vice President and General Counsel of COSCO (Hong Kong) Group Limited and the Director of True Smart International Limited, the General Manager and Executive Director of COSCO International Holdings Limited (a company listed on Hong Kong Stock Exchange), the Chairman of the Corporate Governance Committee of COSCO International and the Independent Director of Sinotrans Shipping Limited (a company delisted from Hong Kong Stock Exchange).

As far as the Company is aware, as at the Latest Practicable Date, Mr. Xu does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, nor has he been penalised by the PRC securities regulatory authority and other departments or punished by any stock exchange.

LETTER FROM THE BOARD OF DIRECTORS

Pursuant to the Articles of Association, the Supervisors serve for a term of three years for each session. If Mr. Xu is elected as an External Supervisor of the Company, he will receive RMB0.4 million annually as pre-tax Supervisor fees. Save as disclosed above, Mr. Xu does not hold any director or supervisor position in any other listed public companies, nor has any other major appointment or qualification during the last three years. Save as disclosed above, Mr. Xu also does not have any relationship with any other Directors, Supervisors or senior management or substantial shareholders of the Company.

In addition, there is no other information in relation to Mr. Xu which is discloseable pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

3. PROPOSAL REGARDING THE GENERAL MANDATE TO ISSUE WRITE-DOWN UNDATED CAPITAL BONDS

On 3 June 2019, the Board of Directors considered and approved the “Proposal regarding the General Mandate to Issue Write-down Undated Capital Bonds”. Pursuant to relevant provisions of laws and regulations including the Company Law and the Articles of Association, China Merchants Finance Investment Holdings Co., Ltd., being a Shareholder holding more than 3% of the Shares in the Company, submitted the “Interim Proposal regarding the General Mandate to issue Write-down Undated Capital Bonds” as entrusted by the Board of Directors, details of which are as follows.

In order to ensure the sustainable and healthy business development of China Merchants Bank, protect the long-term interests of the Shareholders, increase capital reserves, consolidate capital base and enhance the ability to counter risks, China Merchants Bank proposes at the General Meeting to authorise the Board of Directors to decide whether to issue the write-down undated capital bonds (the “**Bonds**”) in due course. If the decision on issuance is made, the issuance of the Bonds shall be initiated under the framework and principles as considered and approved at the General Meeting. The Board of Directors shall formulate the specific issuance plan or authorise relevant persons to handle the relevant matters. The specific proposal is as follows:

Plan to issue the Bonds

1. Issue size: not more than an equivalent amount of RMB50 billion;
2. Types of instruments: undated capital bonds with write-down terms satisfying the requirements under the Administrative Measures on Capital of Commercial Banks (Trial), Guiding Opinions on Commercial Banks’ Innovation on Capital Instruments, Opinions on Further Supporting Commercial Banks’ Innovation on Capital Instruments and other laws and regulations as well as regulatory documents;
3. Redemption option: China Merchants Bank shall be entitled to redeem the Bonds in whole or in part with the approval of the regulatory authorities after 5 years from the date of issuance;

LETTER FROM THE BOARD OF DIRECTORS

4. Means of loss absorption: upon the occurrence of the triggering events specified in the issuing document(s), losses will be absorbed by means of write-down in whole or in part;
5. Term: consistent with the duration of the ongoing operation of China Merchants Bank;
6. Coupon interest rate: to be determined with reference to the market interest rate;
7. Use of proceeds: to include in the additional tier 1 capital of China Merchants Bank in due course according to the applicable laws and subject to the approval of the regulatory authorities;
8. Validity term of the resolution: from the date of approval by the General Meeting on the resolution to 31 December 2020.

Matters relating to authorisation

Authorisation in connection with the Issuance of the Bonds

It will be proposed at the General Meeting to authorise the Board of Directors, to decide whether to issue the Bonds or not, and if decides to issue the Bonds, to initiate the issuance of the Bonds and formulate specific issuance plan under the framework and principles as considered and passed at the General Meeting. The specific contents of the plan shall include but not limited to, the issue tranches of the Bonds, the size of issuance to be applied to the regulatory authority, the method to determine the issue window, the method to determine the issue targets, the method of issuance, the issue places, types of currencies, and the method to determine the coupon interest rate.

It will be proposed at the General Meeting to authorise the Board of Directors, after the Board of Directors decides to initiate the issuance of the Bonds, and the above specific issuance plan is duly considered and passed, the Board of Directors will authorise the relevant persons to handle the following matters regarding the issuance of the Bonds based on the specific plan of issuance of the Bonds and actual circumstances, and under the framework and principles as considered and passed at the General Meeting:

1. Determining the specific issue tranches of the Bonds, actual issue amount, specific issue time, actual issue targets, the specific contents of issue terms, final interest rate of issuance, final bond price, dealing with the registration and depository of the Bonds, applying for listing of the Bonds, conducting the negotiations on the issuance of the Bonds and signing relevant legal documents;
2. Reporting to relevant regulatory authorities on the issuance of the Bonds, and making appropriate adjustments to the issuance plan, reporting documents, bond name, formulation of the terms and other matters relating to the Bonds in accordance with the provisions and approval requirements stipulated by relevant regulatory authorities;
3. Other specific matters relating to the issuance of the Bonds.

LETTER FROM THE BOARD OF DIRECTORS

The term for the relevant authorisation to be granted by the General Meeting to the Board of Directors shall commence from the date of approval by the General Meeting to 31 December 2020. The term for the relevant authorisation to be granted by the Board of Directors to the relevant persons shall commence from the date of consideration and approval of relevant resolution in respect of the relevant authorisation by the Board of Directors to 31 December 2020.

Authorisation in connection with the matters during the term of the Bonds

It will be proposed at the General Meeting to authorise the Board of Directors, which may authorise the relevant persons to exercise the full power to handle related matters based on actual circumstances and under the framework and principles as considered and passed at the General Meeting from the completion date of the issuance of the Bonds. The specific contents and scope of the authorisation shall include but not limited to, the arrangement for payment of principal and interest, the exercise of the redemption option subject to the redemption conditions and making write-downs upon the occurrence of the triggering events as agreed.

4. RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this supplemental circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this supplemental circular misleading; and (iii) all opinions expressed in this supplemental circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

5. RECOMMENDATION

The candidate for Independent Director recommended for appointment has confirmed that he has fulfilled the independent factors as stipulated under Rule 3.13 of the Hong Kong Listing Rules. The Board of Directors considers that the candidate for Independent Director is independent pursuant to the guidelines on independence under the Hong Kong Listing Rules. The Directors consider that the resolutions set out in the Supplemental Notice of AGM are in the interests of the Company and its Shareholders. Accordingly, the Directors recommend that Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board of Directors
China Merchants Bank Co., Ltd.
Li Jianhong
Chairman



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)

**SUPPLEMENTAL NOTICE OF
THE 2018 ANNUAL GENERAL MEETING**

China Merchants Bank Co., Ltd. (the “**Company**”) published, amongst others, the notice of the 2018 annual general meeting (the “**2018 Annual General Meeting**” or “**General Meeting**”) of China Merchants Bank Co., Ltd. (the “**Notice**”) on 10 May 2019. Thereafter, upon consideration and approval by the 27th meeting of the Tenth Session of the board of Supervisors of the Company (the “**Board of Supervisors**”) held on 30 May 2019, the sub-resolution regarding “Election of Mr. Jin Qingjun as external Supervisor of the Company” under the “Resolution regarding the Election of Shareholder Supervisors and External Supervisors of the Eleventh Session of the Board of Supervisors of China Merchants Bank”, which was previously presented at the General Meeting for consideration, was revoked. Meanwhile, the Board of Supervisors considered and approved the “Proposal regarding Addition of Mr. Xu Zhengjun as Candidate for External Supervisor of the Eleventh Session of the Board of Supervisors”. The “Proposal regarding Addition of Messrs. Sun Yunfei and Wang Daxiong as Candidates for Directors of the Eleventh Session of the Board of Directors” and the “Proposal regarding Addition of Mr. Tian Hongqi as Candidate for Independent Director of the Eleventh Session of the Board of Directors” were considered and approved by the 45th meeting of the Tenth Session of the board of Directors of the Company (the “**Board of Directors**”) held on 30 May 2019. Subsequently, the “Proposal regarding the General Mandate to issue Write-down Undated Capital Bonds” was considered and approved by the 46th meeting of the Tenth Session of the Board of Directors held on 3 June 2019. Pursuant to the relevant requirements of the relevant laws and regulations such as the Company Law of the People’s Republic of China and the Articles of Association, China Ocean Shipping Company Limited and China Merchants Finance Investment Holdings Co., Ltd., both being Shareholders holding more than 3% of the total issued Shares with voting rights in the Company, proposed the “Interim Proposal Regarding the Addition of Candidates for Directors of the Eleventh Session of the Board of Directors and Candidate for Supervisor of the Eleventh Session of the Board of Supervisors of China Merchants Bank” and the “Interim Proposal Regarding the General Mandate to Issue Write-down Undated Capital Bonds” respectively on 4 June 2019 as entrusted by the Board of Directors and the Board of Supervisors of the Company and submitted the above proposals in writing to the Board of Directors, and proposed the Board of Directors to submit such interim proposals for consideration and approval at the 2018 Annual General Meeting. For details, please refer to the supplemental circular of the Company dated 11 June 2019.

SUPPLEMENTAL NOTICE OF THE 2018 ANNUAL GENERAL MEETING

In addition, based on the calculation by the Company in accordance with the written replies received 20 days prior to the date of convening the 2018 Annual General Meeting, the number of Shares with voting rights represented by the Shareholders who intend to attend the 2018 Annual General Meeting (including their proxies) would be less than one half of the total issued Shares with voting rights in the Company. Pursuant to the stipulation under Article 87 of the Articles of Association, the Company is required to make an indicative announcement as to matters regarding the convening of the 2018 Annual General Meeting.

In view of the above, the Company hereby announces supplemental details regarding the convening of the 2018 Annual General Meeting as follows:

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Company has decided to hold the 2018 Annual General Meeting of the Company at 9:00 a.m. on Thursday, 27 June 2019. The following resolutions will be considered and, if thought fit, passed by way of ordinary resolutions and special resolutions at the 2018 Annual General Meeting. Other than the cancellation of resolution and the addition of interim proposals mentioned above as well as the corresponding adjustments to the serial numbers of the relevant resolutions, other matters on the original notice of the General Meeting of the Company dated 10 May 2019 shall remain unchanged.

ORDINARY RESOLUTIONS

- 1. Work Report of the Board of Directors for the year 2018;**
- 2. Work Report of the Board of Supervisors for the year 2018;**
- 3. Annual Report for the year 2018 (including the Audited Financial Report);**
- 4. Audited Financial Statements for the year 2018;**
- 5. Proposal regarding the Profit Appropriation Plan for the year 2018 (including the distribution of final dividend);**
- 6. Resolution regarding the Engagement of Accounting Firms and their Remuneration for the year 2019;**
- 7. Related Party Transaction Report for the year 2018;**
- 8. Resolution regarding the Election of Members of the Eleventh Session of the Board of Directors of China Merchants Bank;**
 - 8.01 Election of Mr. Li Jianhong as Non-executive Director of the Company;
 - 8.02 Election of Mr. Fu Gangfeng as Non-executive Director of the Company;

SUPPLEMENTAL NOTICE OF THE 2018 ANNUAL GENERAL MEETING

- 8.03 Election of Mr. Zhou Song as Non-executive Director of the Company;
- 8.04 Election of Mr. Hong Xiaoyuan as Non-executive Director of the Company;
- 8.05 Election of Mr. Zhang Jian as Non-executive Director of the Company;
- 8.06 Election of Ms. Su Min as Non-executive Director of the Company;
- 8.07 Election of Mr. Luo Sheng as Non-executive Director of the Company;
- 8.08 Election of Mr. Tian Huiyu as Executive Director of the Company;
- 8.09 Election of Mr. Liu Jianjun as Executive Director of the Company;
- 8.10 Election of Mr. Wang Liang as Executive Director of the Company;
- 8.11 Election of Mr. Leung Kam Chung, Antony as Independent Non-executive Director of the Company;
- 8.12 Election of Mr. Zhao Jun as Independent Non-executive Director of the Company;
- 8.13 Election of Mr. Wong See Hong as Independent Non-executive Director of the Company;
- 8.14 Election of Mr. Li Menggang as Independent Non-executive Director of the Company;
- 8.15 Election of Mr. Liu Qiao as Independent Non-executive Director of the Company;

9. Resolution regarding the Election of Shareholder Supervisors and External Supervisors for the Eleventh Session of the Board of Supervisors of China Merchants Bank;

- 9.01 Election of Mr. Peng Bihong as Shareholder Supervisor of the Company;
- 9.02 Election of Mr. Wu Heng as Shareholder Supervisor of the Company;
- 9.03 Election of Mr. Wen Jianguo as Shareholder Supervisor of the Company;
- 9.04 Election of Mr. Ding Huiping as external Supervisor of the Company;
- 9.05 Election of Mr. Han Zirong as external Supervisor of the Company;

SUPPLEMENTAL NOTICE OF THE 2018 ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

10. **Proposal regarding the amendments to the Articles of Association of China Merchants Bank Co., Ltd.;**
11. **Proposal regarding the General Mandate to issue Shares and/or deal with Share Options;**

ORDINARY RESOLUTIONS

12. **Proposal regarding the Mid-term Capital Management Plan of China Merchants Bank (2019-2021);**
13. **Proposal regarding the Addition of Directors of the Eleventh Session of the Board of Directors and Supervisor of the Eleventh Session of the Board of Supervisors;**

13.01 Election of Mr. Sun Yunfei as Non-executive Director of the Company;

13.02 Election of Mr. Wang Daxiong as Non-executive Director of the Company;

13.03 Election of Mr. Tian Hongqi as Independent Non-executive Director of the Company;

13.04 Election of Mr. Xu Zhengjun as external Supervisor of the Company;

SPECIAL RESOLUTION

14. **Proposal regarding the General Mandate to issue Write-down Undated Capital Bonds.**

Notes:

1. For details of the resolutions to be considered and approved at the 2018 Annual General Meeting and other relevant matters, please refer to the circular and the supplemental circular of the Company dated 10 May 2019 and 11 June 2019, respectively.
2. The second proxy form
 - (1) The second proxy form for the 2018 Annual General Meeting (the “**Second Proxy Form**”), which supersedes the proxy form for the 2018 Annual General Meeting issued by the Company along with the Notice dated 10 May 2019 (the “**Original Proxy Form**”), has been prepared and is enclosed with this supplemental notice.

SUPPLEMENTAL NOTICE OF THE 2018 ANNUAL GENERAL MEETING

- (2) Whether or not you are able to attend the 2018 Annual General Meeting, you are requested to complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return the same to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as practicable and in any event not less than 24 hours before the time appointed for the convening of the 2018 Annual General Meeting or any adjournment thereof (as the case may be) (the "**Closing Time**"). Completion and return of the Second Proxy Form will not preclude the shareholders of the Company from attending and voting in person at the 2018 Annual General Meeting or any adjournment thereof.
- (3) H shareholder who has not yet lodged the Original Proxy Form with the Company's H Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint a proxy to attend the 2018 Annual General Meeting on his/her behalf. In this case, the Original Proxy Form should not be lodged with the Company's H Share Registrar.
- (4) H shareholder who has already lodged the Original Proxy Form with the Company's H Share Registrar should note that:
 - (i) The Second Proxy Form lodged with the Company's H Share Registrar before the Closing Time will revoke and supersede the Original Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the shareholder if correctly completed;
 - (ii) If no Second Proxy Form is lodged with the Company's H Share Registrar by the shareholder, the Original Proxy Form lodged will remain valid and effective to the fullest extent applicable if correctly completed. The authorized proxy of the shareholder holding the Original Proxy Form will be entitled to vote at his/her discretion on considering and approving the new proposals which were not set out in the Original Proxy Form.
- (5) Since the resolution No. 9.04 set out in the Original Proxy Form was revoked, the resolutions No. 9.05 and No. 9.06 set out in the Original Proxy Form are correspondingly adjusted to the resolutions No. 9.04 and No. 9.05 in the Second Proxy Form.

By Order of the Board of Directors
China Merchants Bank Co., Ltd.
Li Jianhong
Chairman

11 June 2019

As at the date of this notice, the executive director of the Company is Tian Huiyu; the non-executive directors of the Company are Li Jianhong, Fu Gangfeng, Sun Yueying, Zhou Song, Hong Xiaoyuan, Zhang Jian, Su Min and Wang Daxiong; and the independent non-executive directors of the Company are Leung Kam Chung, Antony, Pan Chengwei, Zhao Jun, Wong See Hong, Li Menggang and Liu Qiao.