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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 ON AUTHORISATION TO ISSUE CAPITAL BONDS

In 2021, according to the internal and external business situation, China Merchants Bank Co., Ltd. (the “**Company**”) submitted a resolution to the 2020 Annual General Meeting to apply for the authorisation to issue capital bonds with the Total Issue Size of not more than RMB150.0 billion (the “**Previous Authorisation**”), which shall be valid until 31 December 2023. During the term of the Previous Authorisation, the Company issued a total of RMB73.0 billion of undated capital bonds to ensure the smooth operation of the capital adequacy ratio.

In view that the Previous Authorisation has expired, the Company intends to continue adopting the practice of Previous Authorisation by submitting a resolution on authorisation to issue capital bonds with the Total Issue Size of not more than RMB150.0 billion. Subject to the approval of the General Meeting and relevant regulatory authorities and based on the actual situation, the Company will scientifically and rationally arrange to issue undated capital bonds and/or Tier 2 capital bonds (“**Capital Bonds**”) to supplement other Tier 1 capital and/or Tier 2 capital of the Company.

The 31st meeting of the Twelfth Session of the Board of Directors of the Company (the “**Meeting**”) was held on 25 March 2024, where, among other things, the “Resolution on Authorisation to Issue Capital Bonds” was considered and approved and unanimously agreed that:

I. The issuance plan of the capital bonds

- (I) Types of instruments: the issuable capital bonds include undated capital bonds with write-down clause and tier 2 capital bonds with write-down clause, which shall satisfy the requirements under the Administrative Measures on Capital of Commercial Banks, Guiding Opinions on Commercial Banks’ Innovation on Capital Instruments (Revised), Opinions on Further Supporting Commercial Banks’ Innovation on Capital Instruments and other laws, regulations and regulatory documents.
- (II) Issue size: the total issue size of the aforementioned capital bonds shall not exceed the equivalent of RMB150.0 billion (hereinafter referred to as the “**Total Issue Size**”).

- (III) The undated capital bonds with write-down clause shall satisfy the following requirements:
1. Redemption option: the Company shall be entitled to redeem the undated capital bonds in whole or in part with the approval of the regulatory authorities after 5 years from the date of issuance;
 2. Means of loss absorption: upon the occurrence of the triggering events specified in the issuing document(s), losses will be absorbed in full or in part by means of write-down;
 3. Term: consistent with the duration of the ongoing operation of the Company;
 4. Coupon interest rate: shall be determined with reference to the market interest rate;
 5. Use of proceeds: to include in the additional tier 1 capital of the Company in due course according to the applicable laws and subject to the approval of the regulatory authorities;
 6. Issue place: may be issued in the domestic or overseas markets.
- (IV) The tier 2 capital bonds with write-down clause shall satisfy the following requirements:
1. Redemption option: the Company shall be entitled to redeem the tier 2 capital bonds in whole or in part with the approval of the regulatory authorities after 5 years from the date of issuance;
 2. Means of loss absorption: upon the occurrence of the triggering events specified in the issuing document(s), losses will be absorbed in full or in part by means of write-down;
 3. Term: not less than 5 years;
 4. Coupon interest rate: shall be determined with reference to the market interest rate;
 5. Use of proceeds: to include in the tier 2 capital of the Company in due course according to the applicable laws and subject to the approval of the regulatory authorities;
 6. Issue place: may be issued in the domestic or overseas markets.
- (V) Validity period of the resolution: on the day which is 36 months from the date of approval of this resolution at the General Meeting.

II. Matters relating to authorisation

(I) Authorisation in connection with the issuance of capital bonds

It will be proposed at the General Meeting to authorise the Board to initiate the issuance of the capital bonds with the aforementioned issue size of not more than RMB150.0 billion under the framework and principles as considered and passed at the General Meeting, determine the type of instruments to be utilised in the issuance either in one or multiple tranches, formulate specific issuance plan for such type of instruments based on the issue size to be applied to the relevant regulatory authorities, and handle all the matters regarding such issuance of capital bonds. After obtaining the aforesaid authorisation, the Board will also delegate the authorisation to the senior management of the Company to directly determine issuance of capital bonds within the size not exceeding RMB77.0 billion accumulatively pursuant to the requirements of this resolution.

Such authorisation and delegation of authorisation include but not limited to the following:

1. Determining the issue size 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;
2. Determining the specific issue tranche of each tranche of capital 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 capital bonds and signing relevant legal documents;
3. Reporting to relevant regulatory authorities on the issuance of the capital bonds, and making appropriate adjustments to the issuance plan, reporting documents, bond name, formulation of the terms and other matters relating to the capital bonds in accordance with the provisions and approval requirements stipulated by relevant regulatory authorities;
4. Other specific matters relating to the issuance of the capital bonds.

The term for the relevant authorisation to be granted by the General Meeting to the Board and the term for the relevant authorisation to be delegated by the Board to the senior management of the Company shall commence from the date of approval by the General Meeting to the day which is 36 months.

(II) Authorisation in connection with the matters during the term of the capital bonds

It will be proposed at the General Meeting to authorise the Board, which may delegate the authorisation to the senior management of the Company to exercise the full power to handle related matters during the term of each tranche of capital bonds 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 such tranche of capital 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.

It is agreed at the Meeting that the resolution shall be submitted to the 2023 Annual General Meeting of the Company for consideration and the passing of such resolution shall be approved by more than two-thirds of the voting rights held by the Shareholders (including their proxies) with voting rights attending the 2023 Annual General Meeting.

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

25 March 2024

As at the date of this announcement, the executive directors of the Company are Wang Liang and Zhu Jiangtao; the non-executive directors of the Company are Miao Jianmin, Sun Yunfei, Zhou Song, 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.