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招商证券股份有限公司
China Merchants Securities Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6099)

ANNOUNCEMENT IN RELATION TO
(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
THE RULES OF PROCEDURE FOR GENERAL
MEETINGS, THE RULES OF PROCEDURE FOR BOARD MEETINGS
AND
THE RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE
AND
(2) PROPOSED GENERAL MANDATE TO ISSUE
DEBT FINANCING INSTRUMENTS

China Merchants Securities Co., Ltd. (the “**Company**”) held the meeting of the board (the “**Board**”) of directors (the “**Director(s)**”) on March 27, 2020, in which the Board has considered and approved, among other things, (1) the resolutions in relation to the proposed amendments to the articles of association of the Company (the “**Articles of Association**”), the Rules of Procedure for General Meetings of the Company, and the Rules of Procedure for Board Meetings; and (2) the resolution in relation to the proposed general mandate to issue debt financing instruments. In addition, a resolution in relation to the proposed amendments to the Rules of Procedure for the Supervisory Committee of the Company has also been considered and approved by the supervisory committee of the Company (the “**Supervisory Committee**”).

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURE FOR GENERAL MEETINGS, THE RULES OF PROCEDURE FOR BOARD MEETINGS AND THE RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE

Pursuant to applicable laws, regulations and normative documents revised and newly issued by the relevant regulatory authorities in recent years and in light of the operational and development needs of the Company, the Board has resolved to amend relevant articles in the Articles of Association, the Rules of Procedure for General Meetings and the Rules of Procedure for Board Meetings. In addition, the Supervisory Committee has also resolved to amend the relevant articles in the Rules of Procedure for the Supervisory Committee, details of which are set out in Appendix I, Appendix II, Appendix III and Appendix IV to this announcement.

Such proposed amendments (the “**Proposed Amendments**”) to the Articles of Association, the Rules of Procedure for General Meetings, the Rules of Procedure for Board Meetings and the Rules of Procedure for the Supervisory Committee will come into effect subject to the consideration and approval of the shareholders of the Company (the “**Shareholders**”) by way of special resolutions at the 2019 annual general meeting of the Company (the “**AGM**”). The Board has resolved to propose relevant resolutions at the AGM to authorise the Board in turn authorising the management of the Company to handle the filing procedures with relevant regulatory authorities to be involved in the Proposed Amendments, and to make adjustments according to the opinions of the relevant regulatory authorities (where required).

PROPOSED GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS

The Board has also resolved to propose a resolution regarding the general mandate to issue debt financing instruments for consideration and approval at the AGM. Special resolutions will be proposed at the AGM to authorize the Board, which in turn authorizes the management of the Company to deal with all matters in connection with the issuance of debt financing instruments, including but not limited to the determination of the issuer, issuance size, the type, place of issuance, timing of issuance, maturity, interest rate, use and management of proceeds raised, guarantee and credit enhancement, security for repayment and engagement of intermediary agencies for the debt financing instruments as and when appropriate, within the limit of outstanding debt financing instrument and during the validity period of the resolution, adhering to the principle of maximizing the interest of shareholders, provided that the leverage ratio, risk control indicators, liquidity regulatory indicators and risk limits of various debt financing instruments shall be in compliance with the requirements of the regulatory authorities. Details are as follows:

DETAILS OF PROPOSED GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS

1. Issuer of the Debt Financing Instruments

The Company or its wholly-owned subsidiaries will act as the issuer of the onshore and offshore debt financing instruments. With regard to any issue of asset-backed securities, the Company or its wholly-owned subsidiaries will act as originator and asset service provider.

The Company may establish direct or indirect wholly-owned offshore subsidiary for issue of offshore debt financing instrument. The share capital of such offshore subsidiary shall be determined based on the needs for issuance of debt financing instruments, while its name will be subject to final approval and registration with the relevant registration authority.

2. Issue Size of the Debt Financing Instruments

The aggregate outstanding balance of the onshore and offshore debt financing instruments shall be no more than 3.5 times of the net assets of the Company in the latest audited financial statements (based on the balance outstanding on the instruments issued and, in the case of an instrument denominated in foreign currency, based on the median exchange rate published by the People's Bank of China on each date of issuance), and shall be in compliance with the requirements prescribed in the relevant laws and regulations and relevant requirements of various risk control indicators on the maximum amount of the onshore and offshore debt financing instruments to be issued.

3. Type of the Debt Financing Instruments

The Company may issue onshore and offshore debt financing instruments, through public or non-public offering, on a one-off or multiple issuances or multi-tranche issuances basis, including but not limited to: onshore short-term commercial paper of securities companies, financial bonds, corporate bonds, subordinated bonds (including perpetual subordinated bonds), beneficiary certificates, asset-backed securities, renewable bonds and other instruments as approved by the regulatory authorities; offshore debt financing instruments such as foreign currency (such as USD and EUR) corporate bonds and offshore Renminbi corporate bonds, mid-term notes programme, notes (including but not limited to commercial notes), renewable bonds, subordinated bonds (including perpetual subordinated bonds and renewable bonds) and other instruments as approved by the regulatory authorities.

The aforementioned onshore and offshore debt financing instruments do not contain any provision for conversion into shares, and will not be linked to any shares or other equity derivatives of the Company.

The specific types and priorities for repayment of the onshore and offshore debt financing instruments shall comply with the relevant rules and be determined based on the then prevailing market conditions at the time of issuance.

4. Maturity of the Debt Financing Instruments

The term of the onshore and offshore debt financing instruments of the Company shall be no longer than 15 years (inclusive). It may have single maturity or a hybrid type of multiple maturities. The issuance of other debt financing instruments with no fixed terms such as perpetual subordinated bonds and renewable bonds is not subject to the aforementioned requirement on the term. The term and size of each type of debt financing instrument shall be determined in accordance with the relevant rules and the then prevailing market conditions at the time of issuance.

5. Interest Rate of the Debt Financing Instruments

The debt financing instruments may carry interests at fixed rate and/or floating rate. The interest rate for the onshore and offshore debt financing instruments to be issued as well as the method of calculation and payment thereof shall be determined in accordance with the then prevailing onshore and offshore market conditions at the time of issuance and upon negotiation with the underwriters (if any) pursuant to applicable laws and regulations.

6. Security and Other Credit Enhancement Arrangements

The Company or its eligible wholly-owned subsidiaries will act as the issuer of the onshore and offshore debt financing instruments of the Company, and determine guarantee or other security arrangement based on the features of the onshore and/or offshore debt financing instrument and the structure and demand of the issue.

The Company, or the Company's wholly-owned subsidiaries, may provide guarantee for the issue of offshore debt financing instruments by an overseas wholly-owned subsidiary of the Company (including those with an asset-liability ratio of more than 70%). The guarantee covers principal amount of the relevant debt financing instruments, relevant interests and other fees, and the guarantee may take the form of warrants, mortgages, pledges and other forms that permitted by applicable laws and regulations. Any guarantee provided by the Company or its wholly-owned subsidiaries to the overseas wholly-owned issuer, on a stand-alone basis, shall not exceed 10% of the latest audited net asset of the Company, and the total amount of such guarantee shall not exceed 30% of the Company's latest audited net asset.

7. Use of Proceeds

The proceeds raised from the issuance of the onshore and offshore debt financing instruments of the Company shall be used to meet the needs of business operation, adjust the debt structure, repay the debt liabilities due, replenish the working capital and/or finance project investment of the Company and other uses permitted by the relevant laws and regulations (if the relevant regulatory authority has specific requirements for the proceeds from the issue of debt financing instruments, the use shall comply with the relevant requirements from the regulatory authority).

8. Issue Price

The issuance price of the onshore and offshore debt financing instruments shall be determined in accordance with the then prevailing market conditions at the time of issuance and relevant laws and regulations.

9. Issue Target

The issue target of the onshore and offshore debt financing instruments shall be the onshore and offshore institutional investors and/or individual investors (in case of a public issuance) or eligible investors which/who meet the qualifications for subscription. The details regarding the issue target shall be determined in accordance with relevant laws and regulations, the prevailing market conditions and the matters in connection with the issuance.

The debt financing instruments may be placed to the shareholders of the Company. The details of the placement arrangements (including whether to make such placement and the proportion of placement) shall be determined in accordance with the prevailing onshore and offshore market conditions and the matters in connection with the issuance.

10. Listing of the Debt Financing Instruments

The matters in relation to the application for listing of the onshore and offshore debt financing instruments shall be determined in accordance with applicable laws and regulations, the actual conditions of the Company and the prevailing onshore and offshore market conditions.

11. Guarantee Measures for Repayment of the Debt Financing Instruments

In the event that the Company is expected to be unable to repay the principal and interests of the debts as scheduled, or the Company fails to repay the principal and interests of the debts when they become due, the following measures, as a minimum, shall be implemented:

- (1) no dividends shall be distributed to the shareholders;
- (2) the implementation of projects that incur capital expenditure such as material external investments, acquisitions and mergers shall be suspended;
- (3) payment of salary and bonus to the Directors and senior management of the Company shall be adjusted, reduced or ceased;
- (4) key personnel accountable shall not be allowed for re-designation.

In case of an issuance of perpetual subordinated bonds, if the Company is expected to be unable to pay the interests thereof as scheduled, it shall implement, as a minimum, the following measures:

- (1) no dividend shall be distributed to the holders of the ordinary shares;
- (2) the registered capital shall not be reduced.

If there are specific requirements on guarantee measures for repayment of debt financing instruments prescribed by the relevant regulatory authorities or under applicable laws and regulations, the measures to be adopted by the Company shall comply with the such requirements prescribed.

12. Authorization for Issuance of the Company's Onshore and Offshore Debt Financing Instruments

A resolution will be proposed at the AGM to authorize the Board, which in turn authorizes the management (except for the financing types which must be separately proposed to the Board or the shareholders' general meeting for approval in accordance with the national policies and regulations as well as the Company's internal policies) to deal with, at its/their sole discretion, all matters in connection with the issuance of debt financing instruments, within the limit of outstanding debt financing instrument and during the validity period of this resolution, adhering to the principle of maximizing the interest of the Company, provided that the leverage ratio, risk control indicators, liquidity regulatory indicators and risk limits of various debt financing instruments shall be in compliance with the requirements of the regulatory authorities, including but not limited to:

- (1) formulating and adjusting of the details of the proposal for issuances of onshore and offshore debt financing instruments in accordance with the applicable laws, regulations and relevant provisions from regulatory authorities as well as resolutions passed at the shareholders' general meeting of the Company, and based on the actual conditions of the Company and the then prevailing conditions of the relevant market, including but not limited to, the determination of the suitable issuer(s), timing of issuance, details of issuance size and method, product plan terms of issuance, issuance targets, maturity, whether to issue on a one-off, multiple issuances, multi-tranche issuances or multiple-category issuances basis and, if on multiple issuances, multi-tranche issuances or multiple-category issuances basis, the issuance size and term of each issuance, tranche and category, the methods in which the issue price, nominal value and interest rate are determined and adjusted (including the determination and adjustment mechanism for the renewable terms and interest rates of perpetual subordinated bonds and renewable bonds), currency (including offshore Renminbi), priority, pricing method, issuance arrangements, credit enhancement arrangements including letter of (counter) guarantee/letter of support/keepwell deed, etc., rating arrangement, details of subscription method, whether to incorporate terms of repurchase or redemption (including option for renewal, terms for renewal, option for deferred payment of interest and mandatory payment of interest for debt financing instruments with no fixed terms such as perpetual subordinated bonds and renewable bonds), details of placement arrangements, use of proceeds, registration, listing of onshore and offshore debt financing instruments and place of listing, measures to mitigate repayment risks, measures to ensure debt repayment (if applicable), term and methods of repayment of the principal and the

interests, and all matters in connection with the issuance of onshore and offshore debt financing instruments; handling the formalities with the relevant regulatory departments and authorities relating to the reporting, approval, registration, filing, verification and obtaining of consent for the issuance;

- (2) engaging relevant intermediary agency (if applicable), signing, implementing, amending and completing all agreements and documents relating to the issuance of onshore and offshore debt financing instruments, including but not limited to, the prospectus, sponsor agreement, underwriting agreement, credit enhancement agreements such as (counter) guarantee agreement/letter of support/keepwell deed, bond indenture, engagement letter with intermediary agency, trust management agreement, rules for meeting of the bondholders, settlement management agreement, registration and custody agreement, listing agreement and other legal documents, and disclosing the relevant information in accordance with the laws, regulations and other regulatory documents (including without limitation, the preliminary and final offering memoranda of the debt financing instruments, and all announcements and circulars, etc. in relation to the issuance of onshore debt financing instruments of the Company);
- (3) undertaking all applications and filings as well as listing matters (if applicable) in connection with the issuance of onshore and/or offshore debt financing instruments, including without limitation, preparing, revising and submitting relevant application and filing materials relating to the issuance and listing of the debt financing instruments and application and filing materials in respect of credit enhancement agreements such as (counter) guarantee, letter of support or keepwell deed to be provided by the Company, the issuer and/or third party, and signing the relevant application and filing documents and other legal documents;
- (4) making corresponding adjustments to the matters related to the issuance of the corporate bonds in accordance with opinions of regulatory authorities in the event of any changes in the policy of regulatory authorities on the issuance of corporate bonds or any changes in market conditions, save for the matters that are subject to shareholders' re-voting at the shareholders' general meeting under relevant laws, regulations and the articles of association of the Company;
- (5) dealing with other relevant matters in connection with the issuance and listing of the onshore and offshore debt financing instruments of the Company.

The above authorizations shall remain valid and effective on and from the date when the shareholders at the general meeting have approved and passed the resolutions until the expiry of such resolutions or the date when matters authorized above have been completed (whichever is the later).

13. Validity Period of the Resolution

The authorization shall be valid for a period from the date when the resolution is passed at the AGM until June 30, 2023. However, where the management so authorized have, during the term of the authorization, decided the issuance or partial issuance of onshore and offshore debt financing instruments of the Company, and provided that the Company has also, during the term of the authorization, obtained the approval or license from or completed filing or registration (if applicable) with the regulatory authorities regarding the issuance, the Company may, during the validity period of such approval, license, filing or registration, complete the issuance or relevant partial issuance of the onshore and offshore debt financing instruments. With respect to matters of the issuance or partial issuance, the above authorization shall remain valid until the date of completion of such issuance or partial issuance.

GENERAL

The notice convening the AGM and a circular containing, among other things, details of the Proposed Amendments, the proposed general mandate to issue debt financing instruments and other matters to be considered at the AGM will be despatched to the Shareholders in due course.

Shareholders and potential investors of the Company are advised to exercise caution when they deal in or intend to deal in the shares or other securities (if any) of the Company.

By Order of the Board
China Merchants Securities Co., Ltd.
HUO Da
Chairman

Shenzhen, the PRC
March 27, 2020

As at the date of this announcement, the executive directors of the Company are Mr. HUO Da and Mr. XIONG Jiantao; the non-executive directors of the Company are Ms. SU Min, Mr. SU Jian, Mr. XIONG Xianliang, Ms. PENG Lei, Mr. GAO Hong, Mr. HUANG Jian, Mr. WANG Daxiong and Mr. WANG Wen; and the independent non-executive directors of the Company are Mr. XIANG Hua, Mr. XIAO Houfa, Mr. XIONG Wei, Mr. HU Honggao and Mr. WONG Ti.

APPENDIX I COMPARISON CHART OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Proposed Amendments to the Articles of Association

Details of the Proposed Amendments to the Articles of Association are set out as below:

Comparison Table of Amendments to the Articles of Association

Original Article	New Article	Grounds for Amendments
Nil	<p>Addition of Article 11 and corresponding amendment to the number of other articles:</p> <p><u>Article 11 The Company shall consistently implement the strategy of legal governance, enhance corporate legal construction and compliance management, implement laws and regulations and industry regulations as well as departmental rules such as state-owned asset management through a compliance officer system, implement the legal requirements on governing enterprises by the rule of law and operating under the rule of law, strive to be an enterprise with rule of law and safeguard the compliant operation and sustainable healthy development of the Company.</u></p>	Taking into account the practical situation of the Company, amendment has been made in accordance with the “requirement for the chief officer of a central enterprise to perform the duties as principal responsible officer for promoting legal governance and general legal construction”.
<p>Article 11 These Articles of Association shall be passed by the resolutions of a shareholders’ meeting and approved by the securities supervision and administration authority of China, which shall come into effect from the date on which the overseas listed foreign shares (H-shares) issued by the Company are listed on SEHK.</p> <p>.....</p>	<p>Article 12 These Articles of Association shall <u>come into effect after the passing of the resolutions at a shareholders’ meeting.</u></p> <p>.....</p>	Amendment has been made in accordance with the practical situation of the Company.

Original Article	New Article	Grounds for Amendments
<p>Article 12 “Other senior officer(s)” referred to in the Articles of Association include deputy general managers, the secretary to the Board of Directors, the Chief Financial Officer, the Compliance Officer, the Chief Risk Officer of the Company, and other personnel identified as senior officers by the resolutions of the Board of Directors.</p>	<p>Article 13 “Other senior officer(s)” referred to in the Articles of Association include deputy general managers, the secretary to the Board of Directors, the Chief Financial Officer, the Compliance Officer, the Chief Risk Officer, <u>the Chief Information Officer</u> of the Company, and other personnel identified as senior officers by the resolutions of the Board of Directors.</p>	<p>Article 10 of the “Measures for the Administration of Information Technology Management of Securities and Fund Management Companies”: A securities and fund management company shall designate a senior executive who is familiar with the securities and fund businesses, has professional background, employment experience and ability to perform duties in information technologies as the chief information officer to be responsible for information technology management.</p>

Original Article	New Article	Grounds for Amendments
<p>CHAPTER IV SHAREHOLDERS AND THE GENERAL MEETING</p> <p>Section I Shareholders</p>	<p>CHAPTER IV SHAREHOLDERS AND THE GENERAL MEETING</p> <p>Section I Shareholders <u>and Shareholding Management</u></p>	<p>Relevant content in respect of equity ownership management has been added in the chapter and the corresponding change to the title has been made in accordance with the “Provisions for the Administration of Equity Ownership in Securities Companies”</p>
<p>Article 59 The holders of the Company’s ordinary shares shall enjoy the following rights:</p> <p>.....</p>	<p><u>Article 60</u> The holders of the Company’s ordinary shares shall enjoy the following rights:</p> <p>.....</p> <p>(Addition of the followings)</p> <p><u>A shareholder who should but has not obtained the approval from or has not made due filings with the appropriate regulatory authority, or has not completed mandatory rectification process, or who has made false statements, abused its rights as a shareholder, or infringed on the interests of the company, is forbidden to exercise such rights of requesting a general meeting, voting, nomination, making a proposal, disposing of its shareholding, etc..</u></p>	<p>Article 28 of the “Provisions for the Administration of Equity Ownership in Securities Companies”: A securities company shall incorporate the regulatory requirements on equity ownership management in its articles of association, including such requirements on the rights and obligations of shareholders, lock- up period, and responsible persons in charge of equity ownership management. The followings shall also be provided for in the articles of association:</p> <p>.....</p> <p>(2) A shareholder who should but has not obtained the approval from or has not made due filings with the appropriate regulatory authority, or has not completed mandatory rectification process, is forbidden to exercise such rights of requesting a general meeting, voting, nomination, making a proposal, disposing of its shareholding, etc.;</p> <p>(3) A shareholder who has made false statements, abused its rights as a shareholder, or infringed on the interests of the securities company, is forbidden to exercise such rights of requesting a general meeting, voting, nomination, making a proposal, and disposing of its shareholding, etc.;</p>

Original Article	New Article	Grounds for Amendments
<p>Article 64 The holders of the Company's ordinary shares shall assume the following obligations:</p> <p>(I) To comply with the Articles of Association of the Company;</p> <p>(II) To pay subscription funds based on the number of shares subscribed and the method of subscription;</p> <p>(III) Not to withdraw shares unless in the circumstances stipulated by laws and regulations;</p>	<p><u>Article 65</u> The holders of the Company's ordinary shares shall assume the following obligations:</p> <p>(I) To comply with <u>the “Provisions for the Administration of Equity Ownership in Securities Companies”</u> and the Articles of Association of the Company;</p> <p>(II) To pay subscription funds based on the number of shares subscribed and the method of subscription. <u>Shareholders of the Company shall fulfill their capital contribution obligations in strict accordance with laws, regulations, and the CSRC's rules and use their proprietary funds to acquire equity of the Company. The funds shall come from legal sources. Non-proprietary funds such as entrusted funds are prohibited for such equity acquisition unless otherwise prescribed by laws and regulations.</u></p> <p>(III) Not to withdraw shares unless in the circumstances stipulated by laws and regulations;</p>	<p>The “Provisions for the Administration of Equity Ownership in Securities Companies” set out a series of requirements in relation to shareholders of a securities company</p> <p>Article 22 of the “Provisions for the Administration of Equity Ownership in Securities Companies”: Shareholders of a securities company shall fulfill their capital contribution obligations in strict accordance with laws, regulations, and the China Securities Regulatory Commission (“CSRC”)’s rules. Shareholders of a securities company shall use their proprietary funds to acquire equity of the securities company. The funds shall come from legal sources. Non-proprietary funds such as entrusted funds are prohibited for such equity acquisition unless otherwise prescribed by laws and regulations.</p>

Original Article	New Article	Grounds for Amendments
<p>(IV) Not to abuse shareholder's rights to prejudice the interests of the Company or other shareholders; not to abuse the status of the Company as an independent legal person or the limited liability of a shareholder to prejudice the interests of the creditors of the Company;</p> <p>Shareholders of the Company who abuse their shareholder's rights and thereby causing losses to the Company or other shareholders shall be liable for compensation by operation of law.</p> <p>Where shareholders of the Company abuse the status of the Company as an independent legal person or the limited liability of shareholders for the purpose of evading repayments of debts and materially impairs the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the liabilities of the Company.</p>	<p>(IV) Not to abuse shareholder's rights to prejudice the interests of the Company or other shareholders; nor to abuse the status of the Company as an independent legal person or the limited liability of a shareholder to prejudice the interests of the creditors of the Company;</p> <p>Shareholders of the Company who abuse their shareholder's rights and thereby causing losses to the Company or other shareholders shall be liable for compensation in accordance with the law.</p> <p>Where shareholders of the Company abuse the status of the Company as an independent legal person or the limited liability of shareholders for the purpose of evading repayments of debts and materially impairs the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the liabilities of the Company.</p>	

Original Article	New Article	Grounds for Amendments
<p>(V) To fulfill other obligations imposed by laws, administrative regulations and these Articles of Association.</p> <p>Shareholders shall not bear any liability for further contribution to share capital other than the conditions agreed by the subscriber of the relevant shares on subscription.</p>	<p>(V) <u>The substantial shareholders and controlling shareholders (as defined in the Provisions for the Administration of Equity Ownership in Securities in Securities Companies) shall replenish the capital of the Company when necessary;</u></p> <p>(VI) To fulfill other obligations imposed by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders shall not bear any liability for further contribution to share capital other than the conditions agreed by the subscriber of the relevant shares on subscription.</p>	<p>Article 28 of the “Provisions for the Administration of Equity Ownership in Securities Companies”: A securities company shall incorporate the regulatory requirements on equity ownership management in its articles of association, including such requirements on the rights and obligations of shareholders, lock- up period, and responsible persons in charge of equity ownership management. The followings shall also be provided for in the articles of association:</p> <p>(1) The substantial shareholders and controlling shareholders shall replenish the capital of a securities company when necessary;</p>
<p>Nil</p>	<p>Addition:</p> <p><u>Article 69 The Company shall conduct equity ownership management in accordance with the “Provisions for the Administration of Equity Ownership in Securities Companies” and other relevant laws, regulations, rules and normative documents.</u></p> <p><u>The chairman of the board of directors of the Company is the first responsible person for the Company’s equity ownership management, while the secretary of the board of directors shall assist the chairman and bear direct responsibility in equity ownership management. The Company’s office is the competent department of equity ownership management affairs and coordinates the implementation of relevant works of equity ownership management.</u></p>	<p>“Chapter III Requirements for Equity Ownership Management” of the “Provisions for the Administration of Equity Ownership in Securities Companies”, including “Article 17: The board of directors office of a securities company is the competent department of equity ownership management affairs and coordinates the implementation of relevant works of equity ownership management.</p> <p>The chairman of the board of directors of a securities company is the first responsible person for its equity ownership management, while the secretary of the board of directors of a securities company shall assist the chairman and bear direct responsible person in equity ownership management.”</p>

Original Article	New Article	Grounds for Amendments
Nil	<p>Addition:</p> <p><u>Article 70 The shareholding period of shareholders of the Company shall be in compliance with laws, administrative regulations and the relevant CSRC rules.</u></p> <p><u>The de facto controller of a shareholder of the Company shall comply with the same lock-up period prescribed for the shareholder of the Company, unless otherwise recognised by the CSRC according to law.</u></p>	<p>Article 25 of the “Provisions for the Administration of Equity Ownership in Securities Companies”: A securities company shall maintain a stable equity structure. The Shareholding period of a shareholder of a securities company shall be in compliance with laws, administrative regulations and the relevant CSRC rules.</p> <p>The de facto controller of a shareholder of a securities company shall comply with the same lock-up period prescribed for the shareholder of the securities company, unless otherwise recognised by the CSRC according to law.</p>
Nil	<p>Addition:</p> <p><u>Article 71 Shareholders of the Company shall not pledge equities held in the Company during the lock-up period. Upon expiration of the lock-up period, a shareholder of the Company shall not pledge more than 50% of its own equities in the Company.</u></p> <p><u>When pledging its own equities in the Company, the shareholder shall not impair the interests of other shareholders or the Company, maliciously circumvent the requirements of the lock-up period of equities, make such agreements that would allow the pledgee or other third party to exercise voting rights and other shareholders’ rights, or transfer in any disguised form the control power over the Company’s equities.</u></p>	<p>Article 26 of the “Provisions for the Administration of Equity Ownership in Securities Companies”: Shareholders of a securities company shall not pledge equities held in the securities company during the lock-up period. Upon expiration of the lock-up period, a shareholder of a securities company shall not pledge more than 50% of its own equities held in the securities company.</p> <p>When pledging its own equities in the securities company, the shareholder shall not impair the interests of other shareholders or the securities company, maliciously circumvent the requirements of the lock-up period of equities, make such agreements that would allow the pledgee or other third party to exercise voting rights and other shareholders’ rights, or transfer in any disguised form the control power over the securities company’s equities.</p>

Original Article	New Article	Grounds for Amendments
Nil	<p>Addition:</p> <p><u>Article 72 In the case of violations or misconduct related to equity ownership management, including violations of laws, administrative regulations or regulatory requirements, the relevant shareholders, the Company, responsible persons in charge of equity ownership management and other relevant personnel accountable should be responsible in accordance with the requirements of relevant laws, administrative regulations and regulatory requirements, the Company's internal policies, etc..</u></p>	<p>Article 28 of the “Provisions for the Administration of Equity Ownership in Securities Companies”: A securities company shall incorporate the regulatory requirements on equity ownership management in its articles of association, including such requirements on the rights and obligations of shareholders, lock-up period, and responsible persons in charge of equity ownership management. The followings shall also be provided for in the articles of association:</p> <p>.....</p> <p>(4) Disciplinary measures that will be imposed on shareholders, the securities companies, responsible persons in charge of equity ownership management and other relevant personnel accountable in the case of violations or misconduct related to equity ownership management, including violations of laws, administrative regulations or regulatory requirements.</p>

Original Article	New Article	Grounds for Amendments
<p>Article 82 When the Company convenes a shareholders' general meeting, a 45-day prior written notice of the meeting shall be given to notify all the shareholders whose names appear on the register of shareholders of the matters to be considered and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver a written reply concerning the attendance of the meeting to the Company twenty (20) days before the date of the meeting.</p> <p>In determining the starting date, the Company shall not include the date on which the meeting is held.</p>	<p><u>Article 87 The Company shall inform each shareholder by announcement twenty (20) clear Hong Kong business days prior to the convening of an annual general meeting (including class meetings) and shall inform each shareholder by announcement ten (10) clear Hong Kong business days or fifteen (15) days prior to the convening of an extraordinary general meeting (including class meetings), whichever is earlier.</u></p> <p>In determining the starting date, the Company shall not include the date on which the meeting is held.</p>	<p>(1) According to the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies, Articles 20 to 22 of the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies are no longer applicable, in which Article 20:</p> <p>When the Company convenes a shareholders' general meeting, a 45-day prior written notice of the meeting shall be given to notify all the shareholders whose names appear on the register of shareholders of the matters to be considered and the date and place of the meeting.</p> <p>Shareholders who intend to attend the general meeting shall deliver a written reply concerning the attendance of the meeting to the Company 20 days before the date of the meeting.</p> <p>The specific format of the written notice and written reply shall be specified in the articles of association of company.</p> <p>(2) Article 54 of the Guidelines for the Articles of Association of Listed Companies: The convener shall notify all shareholders 20 days prior to the annual general meeting or 15 days prior to the extraordinary general meeting by public announcement.</p>

Original Article	New Article	Grounds for Amendments
		<p>(3) Article 102 of the Company Law of the PRC: “A notice containing the time and venue of and matters to be considered at the meeting shall be given to all shareholders 20 days before a general meeting and 15 days before an extraordinary general meeting. Where a company has issued bearer share certificates, a public notice concerning the time, venue and matters to be considered at the meeting shall be made 30 days prior to the meeting.</p> <p>(4) According to Rule 2.07C, 13.71 and 13.76 of the Main Board Listing Rules of the Hong Kong Stock Exchange, a listed company shall despatch the notice of annual general meeting 20 clear Hong Kong business days prior to the appointed time thereof, and despatch the notice of other general meeting 10 clear Hong Kong business days in advance.</p> <p>Based on the above, the notice of annual general meeting (including class meeting) shall be despatched 20 clear Hong Kong business days in advance, and the notice of extraordinary general meeting (including class meeting) shall be despatched 10 clear Hong Kong business days or 15 days (whichever earlier) in advance.</p>

Original Article	New Article	Grounds for Amendments
<p>Article 83 The Company shall, based on the written replies received from the shareholders twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reach one half or more of the Company's total voting shares, the Company may convene the shareholders' general meeting. If not, the Company shall, within five (5) days, notify the shareholders again by way of a public announcement, of matters to be considered, the date and the place of the meeting. The Company may then hold the shareholders' general meeting after publication of such announcement.</p> <p>An extraordinary general meeting shall not decide on the matters not stated in the notice for the meeting.</p>	Delete	<p>According to the Reply of the State Council on the Adjustment of the Notice Period for Convention of the General Meeting and Other Matters Applicable to the Overseas Listed Companies, Articles 20 to 22 of the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies are no longer applicable, in which Article 22:</p> <p>A company shall, based on the written replies received from the shareholders twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reach one half of the company's total voting shares, the company may convene the shareholders' general meeting. If not, the company shall, within five (5) days, notify the shareholders again by way of a public announcement, of matters to be considered, the date and the place of the meeting. The company may then hold the shareholders' general meeting after publication of such announcement.</p>

Original Article	New Article	Grounds for Amendments
<p>Article 85 Unless otherwise specified in the Articles of Association, the notice of the shareholders' general meeting shall be delivered to the shareholders (regardless of whether they are entitled to vote at the general meeting), by personal delivery or by prepaid mail to their address as shown in the register of shareholders. For the holders of domestic shares, notice of the meeting may also be given by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities under the State Council <u>within the period of forty-five (45) to fifty (50) days prior to the convening of the meeting</u>. After the publication of such announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	<p><u>Article 89</u> Unless otherwise specified in the Articles of Association, the notice of the shareholders' general meeting shall be delivered to the shareholders (regardless of whether they are entitled to vote at the general meeting), by personal delivery or by prepaid mail to their address as shown in the register of shareholders. For the holders of domestic shares, notice of the meeting may also be given by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities under the State Council <u>twenty (20) clear Hong Kong business days prior to the convening of an annual general meeting (including class meetings) and ten (10) clear Hong Kong business days or fifteen (15) days prior to the convening of an extraordinary general meeting (including class meetings), respectively, whichever is earlier</u>. After the publication of such announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	Ditto

Original Article	New Article	Grounds for Amendments
<p>The notification, materials or written announcement of the shareholders' general meeting should be delivered to the shareholders of overseas-listed foreign shares in any of the following manners, <u>forty-five (45) days prior to the holding of said meeting</u>:</p> <p>(I) Such notification, material or announcement should be delivered to every shareholder of overseas-listed foreign shares by person or by mail to the registered address of the shareholders;</p> <p>(II) Publish the announcement at the website of the Company or websites designated by the local stock exchange where securities of the Company are listed in accordance with applicable laws, regulations and relevant listing rules;</p> <p>(III) Other manners required by the local stock exchange where securities of the Company are listed and the listing rules.</p>	<p>The notification, materials or written announcement of the shareholders' general meeting should be delivered to the shareholders of overseas-listed foreign shares in any of the following manners, <u>within the time limit prescribed in the previous clause</u>:</p> <p>(I) Such notification, material or announcement should be delivered to every shareholder of overseas-listed foreign shares by person or by mail to the registered address of the shareholders;</p> <p>(II) Publish the announcement at the website of the Company or websites designated by the local stock exchange where securities of the Company are listed in accordance with applicable laws, regulations and relevant listing rules;</p> <p>(III) Other manners required by the local stock exchange where securities of the Company are listed and the listing rules.</p>	

Original Article	New Article	Grounds for Amendments
<p>Article 115 The list of candidates for directors and supervisors shall be submitted to the shareholders' general meeting for voting by way of proposal. The nomination of directors and supervisors shall follow the process and procedures as below:</p> <p>(I) The Board of Directors and Board of Supervisors shall be entitled to recommend the candidate of director and provide the resume and basic information of the candidate to the Board of Directors, and present the same at the shareholders' general meeting for election.</p> <p>Shareholder(s) severally or jointly holding 3% or above shares of the Company for one hundred and eighty (180) consecutive days or more shall have the right to recommend a list of candidates for directors or for supervisors provided that the supervisor candidates are not employee's representatives, in which case such shareholder(s) shall provide the resume and basic information of each of such candidates, and present the same at the shareholders' general meeting for election.</p> <p>Existing supervisors shall have the right to recommend any supervisor candidate who is not employees' representative to the Board of Supervisors, in which case they shall provide the resume and basic information of the supervisor candidate, and present the same, after the qualification review approval by the Board of Supervisors, at the shareholder's general meeting.</p>	<p><u>Article 119</u> The list of candidates for directors and supervisors shall be submitted to the shareholders' general meeting for voting by way of proposal. The nomination of directors and supervisors shall follow the process and procedures as below:</p> <p>(I) The Board of Directors and Board of Supervisors shall be entitled to recommend the candidate of director and provide the resume and basic information of the candidate to the Board of Directors, and present the same at the shareholders' general meeting for election.</p> <p>Shareholder(s) severally or jointly holding 3% or above shares of the Company for one hundred and eighty (180) consecutive days or more shall have the right to recommend a list of candidates for directors or for supervisors provided that the supervisor candidates are not employee's representatives, in which case such shareholder(s) shall provide the resume and basic information of each of such candidates, and present the same at the shareholders' general meeting for election.</p> <p>Existing supervisors shall have the right to recommend any supervisor candidate who is not employees' representative to the Board of Supervisors, in which case they shall provide the resume and basic information of the supervisor candidate, and present the same, after the qualification review approval by the Board of Supervisors, at the shareholder's general meeting.</p>	<p>Article 17 of Code of Corporate Governance for Listed Companies: the election of directors and supervisors should fully reflect the opinions of minority shareholders. A cumulative voting system should be pursued in the election of directors and supervisors at the general shareholder meetings. Where a single shareholder together with persons acting in concert holds more than 30% of a company's shares, the company must adopt the cumulative voting system. The listed company adopting the cumulative voting system should provide for detailed implementation rules in its articles of association.</p>

Original Article	New Article	Grounds for Amendments
<p>(II) The employees' representative included in the Board of Supervisors shall be democratically elected by employees.</p> <p>(III) The Board of Directors, Board of Supervisors or shareholder(s) severally or jointly holding 1% or above shares of the Company for one hundred and eighty (180) consecutive days or more may recommend a list of candidates for independent directors.</p> <p>When a voting is made on election of directors or supervisors at a shareholder's general meeting, the cumulative voting system may be adopted in accordance with the requirement of these Articles of Association or the resolutions of the shareholder's general meeting.</p> <p>The election of directors or supervisors shall implement the cumulative voting system <u>when the largest shareholder holds 30% or above of the total shares of the Company or the related parties jointly hold 50% or above of the total shares of the Company.</u></p> <p>The "cumulative voting system" as referred to in the preceding paragraph means when a director or supervisor is elected at the shareholders' general meeting, each share shall carry the same number of voting rights as the number of directors or supervisors to be elected, and the voting rights owned by shareholders may be cumulatively used. The Board of Directors and the Board of Supervisors shall announce the resume and basic information of each of the candidates for directors and supervisors to shareholders.</p>	<p>(II) The employees' representative included in the Board of Supervisors shall be democratically elected by employees.</p> <p>(III) The Board of Directors, Board of Supervisors or shareholder(s) severally or jointly holding 1% or above shares of the Company for one hundred and eighty (180) consecutive days or more may recommend a list of candidates for independent directors.</p> <p>When a voting is made on election of directors or supervisors at a shareholder's general meeting, the cumulative voting system may be adopted in accordance with the requirement of these Articles of Association or the resolutions of the shareholder's general meeting.</p> <p>The election of directors or supervisors shall implement the cumulative voting system <u>when a single shareholder of the Company and parties acting in concert with it interested in 30% or above of Shares.</u></p> <p>The "cumulative voting system" as referred to in the preceding paragraph means when a director or supervisor is elected at the shareholders' general meeting, each share shall carry the same number of voting rights as the number of directors or supervisors to be elected, and the voting rights owned by shareholders may be cumulatively used. The Board of Directors and the Board of Supervisors shall announce the resume and basic information of each of the candidates for directors and supervisors to shareholders.</p>	

Original Article	New Article	Grounds for Amendments
<p>Article 139 When the Company is to hold a shareholders' class meeting, a forty-five (45) day prior written notice of the meeting shall be given to notify all the shareholders who are registered as holders of that class in the register of shareholders of the matters to be considered as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall deliver their written replies of their attendance to the Company twenty (20) days before the date of the meeting.</p> <p>If the number of voting shares represented by the shareholders who intend to attend the meeting reach one half or more of the Company's total voting shares of that class, the Company may convene the shareholders' class meeting. If not, the Company shall, within five (5) days, notify the shareholders of the class by way of an announcement, of matters to be considered, as well as the date and the place of the meeting. After such notification by announcement, the Company may hold the shareholders' class meeting.</p>	<p>Deleted</p>	<p>According to the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies, Articles 20 to 22 of the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies are no longer applicable:</p> <p>Article 20 When the Company convenes a shareholders' general meeting, a 45-day prior written notice of the meeting shall be given to notify all the shareholders whose names appear on the register of shareholders of the matters to be considered and the date and place of the meeting.</p> <p>A shareholder who intends to attend the meeting shall deliver a written reply concerning the attendance of the meeting to the Company twenty (20) days before the date of the meeting.</p> <p>The specific format of the written notice and written reply shall be specified in the articles of association of company.</p> <p>Article 22:</p> <p>A company shall, based on the written replies received from the shareholders twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reach one half of the company's total voting shares, the company may convene the shareholders' general meeting. If not, the company shall, within five (5) days, notify the shareholders again by way of a public announcement, of matters to be considered, the date and the place of the meeting. The company may then hold the shareholders' general meeting after publication of such announcement.</p>

Original Article	New Article	Grounds for Amendments
<p>Article 143 Directors of the Company shall be elected or replaced at the shareholders' general meeting and serve a term of three (3) years each. At the expiration of term, directors may continue to serve as such if reelected. <u>The shareholders' general meeting cannot dismiss any executive director before the expiration of his/her service term without cause.</u> Without the consent by two thirds of voting shares held by shareholders present at the shareholders' general meeting, the number of replacement directors shall not be more than a third of the total members in the Board of Directors each year.</p>	<p><u>Article 146</u> Directors of the Company shall be elected or replaced at the shareholders' general meeting. <u>The shareholders' general meeting can dismiss any director before the expiration of his/her service term.</u> A director serves a term of three (3) years each and at the expiration of term, he/she may continue to serve as such if reelected. Without the consent by two thirds of voting shares held by shareholders present at the shareholders' general meeting, the number of replacement directors shall not be more than a third of the total members in the Board of Directors each year.</p>	<p>Article 96 of Guidelines for Articles of Association of Listed Companies: Directors shall be elected or replaced at a shareholders' general meeting and can be dismissed before the expiry of the tenure. Directors' tenure shall be the number of years, and upon expiry of the tenure, the director may be reelected.</p>
<p>Article 165 The Board of Directors is entitled to exercise the following functions and powers:</p> <p>(I) To convene shareholders' general meetings and report to general meetings;</p> <p>(II) To implement the resolution of the shareholders' general meeting;</p>	<p><u>Article 168</u> The Board of Directors is entitled to exercise the following functions and powers:</p> <p>(I) To convene shareholders' general meetings and report to general meetings;</p> <p>(II) To implement the resolution of the shareholders' general meeting;</p>	

Original Article	New Article	Grounds for Amendments
(III) To decide the business plans and investment schemes of the Company;	(III) To decide the business plans and investment schemes of the Company;	
(IV) To formulate the annual financial budget plan and final accounts plan of the Company;	(IV) To formulate the annual financial budget plan and final accounts plan of the Company;	
(V) To formulate the profit distribution plan and loss recovery plan of the Company;	(V) To formulate the profit distribution plan and loss recovery plan of the Company;	
(VI) To prepare plans for increase or reduction of registered capital of the Company, issuance of bonds and other securities and their listing;	(VI) To prepare plans for increase or reduction of registered capital of the Company, issuance of bonds and other securities and their listing;	
(VII) To formulate plans for significant acquisition of the Company, repurchase of the Company's shares or merger, division, dissolution and change in the corporate form of the Company;	(VII) To formulate plans for significant acquisition of the Company, repurchase of the Company's shares or merger, division, dissolution and change in the corporate form of the Company;	
(VIII) To decide on the acquisition of the Company of its own shares under circumstances set out in paragraphs (3), (5) and (6) of Article 30 of the Articles of Association;	(VIII) To decide on the acquisition of the Company of its own shares under circumstances set out in paragraphs (3), (5) and (6) of <u>Article 31</u> of the Articles of Association;	

Original Article	New Article	Grounds for Amendments
(IX) To decide on external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, and other matters of the Company within the authority granted by the general meeting;	(IX) To decide on external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, and other matters of the Company within the authority granted by the general meeting;	Article 10 of the Measures for the Administration of Information Technology Management of Securities and Fund Management Companies: A securities and fund management company shall designate a senior management who is familiar with the securities and fund businesses, has professional background, employment experience and ability to perform duties in information technologies as the chief information officer to be responsible for information technology management.
(X) To decide on the establishment of the internal management structure of the Company;	(X) To decide on the establishment of the internal management structure of the Company;	
(XI) To appoint or dismiss the Company's general manager, secretary to the Board; to appoint or dismiss the Company's vice general manager, chief financial officer, chief compliance officer, Chief Risk Officer and other senior officers as nominated by the general manager and determine their remunerations, rewards and penalties;	(XI) To appoint or dismiss the Company's general manager, secretary to the Board; to appoint or dismiss the Company's vice general manager, chief financial officer, chief compliance officer, Chief Risk Officer, <u>Chief Information Officer</u> and other senior officers as nominated by the general manager and determine their remunerations, rewards and penalties;	

Original Article	New Article	Grounds for Amendments
<p>(XII) To set up the basic management system <u>including the compliance management of the Company;</u></p> <p>(XIII) To formulate the proposals for any amendment to the Articles of Association;</p> <p>(XIV) To manage the disclosure of information by the Company;</p> <p>(XV) To propose to the shareholders' general meeting the adjustment of the scale and personnel composition of the Board of Directors;</p> <p>(XVI) To propose to shareholders' general meeting the appointment or change of the accounting firm acting as the auditors of the Company;</p> <p>(XVII) To listen to the work report of the general manager of the Company and examine the general manager's work;</p> <p>(XVIII) To determine the Company's goal of compliance management and be responsible for its effectiveness; to review and approve the basic system of compliance management; to review and approve the annual compliance report; to ensure the independence of the chief compliance officer, establish a direct communication mechanism with the chief compliance officer, and safeguard the smooth reporting between the chief compliance officer and the regulatory authority; to assess the effectiveness of compliance management and procure solutions for the problems relating to compliance management;</p>	<p>(XII) To set up the basic management system;</p> <p>(XIII) To formulate the proposals for any amendment to the Articles of Association;</p> <p>(XIV) To manage the disclosure of information by the Company;</p> <p>(XV) To propose to the shareholders' general meeting the adjustment of the scale and personnel composition of the Board of Directors;</p> <p>(XVI) To propose to shareholders' general meeting the appointment or change of the accounting firm acting as the auditors of the Company;</p> <p>(XVII) To listen to the work report of the general manager of the Company and examine the general manager's work;</p> <p>(XVIII) To determine the Company's goal of compliance management and be responsible for its effectiveness; to review and approve the basic system of compliance management; to review and approve the annual compliance report; to ensure the independence of the chief compliance officer, establish a direct communication mechanism with the chief compliance officer, and safeguard the smooth reporting between the chief compliance officer and the regulatory authority; to assess the effectiveness of compliance management and procure solutions for the problems relating to compliance management;</p>	<p>Item 18 includes basic system in respect of compliance management, and "includes basic system in respect of compliance management" is removed here.</p>

Original Article	New Article	Grounds for Amendments
<p>(XIX) To be ultimately responsible for the overall risk management, facilitate the risk management culture, review and approve the Company's basic overall risk management system, risk preference, risk tolerance and material risk limits, review the regular risk assessment reports of the Company, and establish a direct communication mechanism with the Chief Risk Officer, etc. The Board of Directors may authorize the relevant risk management committee to fulfil part of its risk management duties;</p> <p>(XX) To exercise other functions and powers as conferred by laws, administrative regulations, departmental rules or these Articles of Association.</p> <p>The resolution of the Board of Directors stated in the preceding paragraph shall be voted and agreed by more than half of the directors, while the item (VI), (XIII) and the "plan for merger, division and dissolution of the Company" of item (VII) must be voted and agreed by more than two thirds of the directors.</p>	<p>(XIX) To be ultimately responsible for the overall risk management, facilitate the risk management culture, review and approve the Company's basic overall risk management system, risk preference, risk tolerance and material risk limits, review the regular risk assessment reports of the Company, and establish a direct communication mechanism with the Chief Risk Officer, etc. The Board of Directors may authorize the relevant risk management committee to fulfil part of its risk management duties;</p> <p>(XX) <u>To be responsible for reviewing the Company's information technology management objectives, assume responsibility for the effectiveness of information technology management; to review information technology strategies to ensure their consistency with the Company's development strategies, risk management strategies and capital strength; to establish information technology human resource and fund guarantee programs; to assess the overall effects and efficiency of the annual information technology management work.</u></p>	<p>Article 7 of the Measures for the Administration of Information Technology Management of Securities and Fund Management Companies: The board of directors of a securities and fund management company shall be responsible for reviewing the Company's information technology management objectives, assume responsibility for the effectiveness of information technology management, and perform the following duties:</p> <ol style="list-style-type: none"> (1) Reviewing the information technology strategies to ensure their consistency with the company's development strategies, risk management strategies and capital strength; (2) Establishing information technology human resource and fund guarantee programs; (3) Assessing the overall effects and efficiency of the annual information technology management work; (4) Other information technology management functions as prescribed by the Articles of Association.

Original Article	New Article	Grounds for Amendments
<p>The matters beyond the authorization scope of the Board of Directors shall be submitted to the shareholders' general meeting for deliberation.</p> <p>The Board of Directors shall seek advice from the party committee of the Company before determining major issues.</p>	<p>(XXI) To exercise other functions and powers as conferred by laws, administrative regulations, departmental rules or these Articles of Association.</p> <p>The resolution of the Board of Directors stated in the preceding paragraph shall be voted and agreed by more than half of the directors, while the item (VI), (XIII) and the “plan for merger, division and dissolution of the Company” of item (VII) must be voted and agreed by more than two thirds of the directors.</p> <p>The matters beyond the authorization scope of the Board of Directors shall be submitted to the shareholders' general meeting for deliberation.</p> <p>The Board of Directors shall seek advice from the party committee of the Company before determining major issues.</p>	
<p>Article 187 The Board shall have a secretary, who is a member of the senior management of the Company and is accountable to the Board.</p>	<p><u>Article 190 The Board shall have a secretary, who is a member of the senior management of the Company and is accountable to the Board.</u></p> <p><u>The board secretary, as a member of senior executives of the listed company, has the right to participate in relevant meetings, to access relevant documents and to learn about the company's financial and operational conditions in order to perform duties. The board of directors and other senior executives should support the work of the board secretary. No institution nor individual should interfere with the board secretary's performance of duties.</u></p>	<p>Clause 2 of Article 28 of “Code of Corporate Governance for Listed Companies”: The board secretary, as a member of senior executives of the listed company, has the right to participate in relevant meetings, to access relevant documents and to learn about the company's financial and operational conditions in order to perform duties. The board of directors and other senior executives should support the work of the board secretary. No institution nor individual should interfere with the board secretary's performance of duties.</p>

Original Article	New Article	Grounds for Amendments
<p>Article 191 The Company shall have one general manager, who shall be appointed or removed by the Board of Directors. The Company shall have deputy general managers, who shall be appointed or removed by the Board of Directors.</p> <p>The general manager, deputy general managers, secretary to the Board of Directors, person in charge of finance, person in charge of compliance, Chief Risk Officer and other persons confirmed by the resolution of the Board of Directors to be senior officers of the Company shall be senior officers of the Company. A director may be concurrently appointed as the senior officer.</p>	<p><u>Article 194</u> The Company shall have one general manager, who shall be appointed or removed by the Board of Directors. The Company shall have deputy general managers, who shall be appointed or removed by the Board of Directors.</p> <p>The general manager, deputy general managers, secretary to the Board of Directors, person in charge of finance, person in charge of compliance, Chief Risk Officer, <u>the chief information officer</u> and other persons confirmed by the resolution of the Board of Directors to be senior officers of the Company shall be senior officers of the Company. A director may be concurrently appointed as a senior officer.</p>	<p>Article 10 of the “Measures for the Administration of Information Technology Management of Securities and Fund Management Companies”: A securities and fund management company shall designate a senior executive who is familiar with the securities and fund businesses, has professional background, employment experience and ability to perform duties in information technologies as the chief information officer to be responsible for information technology management.</p>
<p>Article 194 No person of the Company who assumes <u>an office</u> other than as a director in the operation of the controlling shareholder or <u>actual controller</u> of the Company shall undertake the role of a senior officer in the Company.</p>	<p><u>Article 197</u> No person of the Company who assumes <u>administrative duties</u> other than as a director and <u>supervisor</u> in the operation of the controlling shareholder of the Company shall undertake the role of a senior officer in the Company.</p>	<p>Article 126 of “Guidelines for Articles of Association of Listed Companies”: Persons who hold administrative positions other than director and supervisor in the company’s controlling shareholder shall not be appointed as the company’s senior management personnel.</p>
<p>Article 196 The general manager shall be responsible to the Board of Directors and have the authority to:</p> <p>.....</p> <p>(VI) submit a proposal to the Board of Directors for the appointment and removal of deputy general managers, person in charge finance, person in charge of compliance, Chief Risk Officer and other senior officers (other than the secretary of the Board of Directors) of the Company;</p>	<p><u>Article 199</u> The general manager shall be responsible to the Board of Directors and have the authority to:</p> <p>.....</p> <p>(VI) submit a proposal to the Board of Directors for the appointment and removal of deputy general managers, person in charge finance, person in charge of compliance, Chief Risk Officer, <u>the chief information officer</u> and other senior officers (other than the secretary of the Board of Directors) of the Company;</p>	<p>Article 10 of the “Measures for the Administration of Information Technology Management of Securities and Fund Management Companies”: A securities and fund management company shall designate a senior executive who is familiar with the securities and fund businesses, has professional background, employment experience and ability to perform duties in information technologies as the chief information officer to be responsible for information technology management.</p>

Original Article	New Article	Grounds for Amendments
Nil	<p data-bbox="564 236 647 263">Addition:</p> <p data-bbox="564 321 989 566"><u>Article 206 The management of the Company shall be responsible for implementing information technology management objectives, assume responsibilities for the information technology management work, and perform the following duties:</u></p> <p data-bbox="564 623 989 736">(I) <u>Organizing the implementation of relevant resolutions of the board of directors.</u></p> <p data-bbox="564 793 989 1038">(II) <u>Establishing an information technology management organization structure with definite responsibilities and clear procedures, and specifying management duties, work procedures and coordination mechanisms.</u></p> <p data-bbox="564 1095 989 1166">(III) <u>Improving the performance assessment and accountability mechanism.</u></p> <p data-bbox="564 1223 989 1378">(IV) <u>Other information technology management duties prescribed by the Articles of Association or authorized by the board of directors.</u></p>	<p data-bbox="1021 236 1426 608">Article 8 of the “Measures for the Administration of Information Technology Management of Securities and Fund Management Companies”: The management of a securities and fund management company shall be responsible for implementing information technology management objectives, assume responsibilities for the information technology management work, and perform the following duties:</p> <p data-bbox="1021 666 1426 778">(1) Organizing the implementation of relevant resolutions of the board of directors.</p> <p data-bbox="1021 836 1426 1081">(2) Establishing an information technology management organization structure with definite responsibilities and clear procedures, and specifying management duties, work procedures and coordination mechanisms.</p> <p data-bbox="1021 1138 1426 1208">(3) Improving the performance assessment and accountability mechanism.</p> <p data-bbox="1021 1266 1426 1421">(4) Other information technology management duties prescribed by the Articles of Association or authorized by the board of directors.</p>

Original Article	New Article	Grounds for Amendments
<p>Article 209 The chief compliance officer shall perform the following duties:</p> <p>.....</p> <p>(XII) when the Company convenes an important meeting such as Board meeting or business decision meeting and other meetings the chief compliance officer requests to participate in or attend, the chief compliance officer shall be informed in advance. The chief compliance officer shall have the right to participate in or attend any relevant meeting and to access and copy relevant documents and materials necessary for the performance of duties;</p>	<p><u>Article 213</u> The chief compliance officer shall perform the following duties:</p> <p>.....</p> <p>(XII) when the Company convenes an important meeting such as Board meeting or and related Board committee meeting, supervisory committee meeting, chief executive office meeting, meeting where matters relating to major decision making, appointment and removal of major personnel, arrangement of key project, and use of large amount of money, management committee meeting, operation and management meeting on specific matter, other meetings which may facilitate the chief compliance officer's performance of his/her duties, and other meetings the chief compliance officer requests to participate in or attend, the chief compliance officer shall be informed in advance. The chief compliance officer shall have the right to participate in or attend any relevant meeting and to access and copy relevant documents and materials necessary for the performance of duties; <u>where the matters to be considered by the Board involve legal issues, the chief compliance officer shall attend the meeting and provide legal opinions</u>;</p>	<ol style="list-style-type: none"> 1. According to article 31 of “the Guidelines for the Compliance Management of Securities Companies”: Securities Companies shall specify the scope of where chief compliance officer is entitled to attend a meeting and timely notice Chief Compliance Officer to participate before holding the relevant meeting. Chief compliance officer is entitled to attend the following meetings: (1) meetings of the Board of Directors and related special committees; (2) supervisory committee meeting; (3) general manager office meeting; (4) meeting where matters relating to major decision making, appointment and removal of major personnel, arrangement of key project, and use of large amount of money; (5) management committee meeting; (6) operation and management meeting on specific matter; (7) other meetings which may facilitate the chief compliance officer's performance of his/her duties. 2. Taking into account the practical situation of the Company, amendment has been made in accordance with the “requirement for the chief officer of a central enterprise to perform the duties as principal responsible officer for promoting legal governance and general legal education”.

APPENDIX II COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS

The Proposed Amendments to the Rules of Procedures for General Meetings

Details of the Proposed Amendments to the Rules of Procedures for General Meetings are set out below:

Comparison Table of the Rules of Procedures for General Meetings

Original Article	New Article	Grounds for Amendments
<p>Article 15 When the Company convenes a shareholders' general meeting, a 45-day prior written notice of the meeting shall be given to notify all the shareholders whose names appear on the register of shareholders of the matters to be considered and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver a written reply concerning the attendance of the meeting to the Company twenty (20) days before the date of the meeting.</p> <p>In determining the starting date, the Company shall not include the date on which the meeting is held.</p>	<p>Article 15 <u>The Company shall inform each shareholder by announcement twenty (20) clear Hong Kong business days prior to the convening of an annual general meeting (including class meetings) and shall inform each shareholder by announcement ten (10) clear Hong Kong business days or fifteen (15) days prior to the convening of an extraordinary general meeting (including class meetings), whichever is earlier.</u></p> <p>In determining the starting date, the Company shall not include the date on which the meeting is held.</p>	<p>(1) According to the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies, Articles 20 to 22 of the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies are no longer applicable in which Article 20:</p> <p>In calling general meetings, a company shall give a 45- day prior written notice to notify all the shareholders whose names appear on the register of the shareholders of the matters to be considered and the date and place of the meeting.</p> <p>Shareholders who intend to attend the general meeting shall deliver a written reply concerning the attendance of the meeting to the Company 20 days before the date of the meeting.</p> <p>The specific format of the written notice and written reply shall be specified in the articles of association of companies.</p>

Original Article	New Article	Grounds for Amendments
		<p>(2) Article 54 of the Guidelines for the Articles of Association of Listed Companies: The convener shall notify all shareholders 20 days prior to the annual general meeting or 15 days prior to the extraordinary general meeting by public announcement.</p> <p>(3) Article 102 of the Company Law of the PRC: “A notice containing the time and venue of and matters to be considered at the meeting shall be given to all shareholders 20 days before a general meeting and 15 days before an extraordinary general meeting. Where a company has issued bearer share certificates, a public notice concerning the time, venue and matters to be considered at the meeting shall be made 30 days prior to the meeting.</p>

Original Article	New Article	Grounds for Amendments
		<p>(4) According to Rule 2.07C, 13.71 and 13.76 of the Main Board Listing Rules of the Hong Kong Stock Exchange, a listed company shall despatch the notice of annual general meeting 20 clear Hong Kong business days prior to the appointed time thereof, and despatch the notice of other general meeting 10 clear Hong Kong business days in advance.</p> <p>Based on the above, the notice of annual general meeting (including class meeting) shall be despatched 20 clear Hong Kong business days in advance, and the notice of extraordinary general meeting (including class meeting) shall be despatched 10 clear Hong Kong business days or 15 days (whichever earlier) in advance.</p>

Original Article	New Article	Grounds for Amendments
<p>Article 16 The Company shall, based on the written replies received from the shareholders twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reach one half or more of the Company's total voting shares, the Company may convene the shareholders' general meeting. If not, the Company shall, within five (5) days, notify the shareholders again by way of a public announcement, of matters to be considered, the date and the place of the meeting. The Company may then hold the shareholders' general meeting after publication of such announcement.</p> <p>An extraordinary general meeting shall not decide on the matters not stated in the notice for the meeting.</p>	Delete	<p>According to the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies, Articles 20 to 22 of the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies are no longer applicable, in which Article 22:</p> <p>A company shall, based on the written replies received from the shareholders twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reach one half of the company's total voting shares, the company may convene the shareholders' general meeting. If not, the company shall, within five (5) days, notify the shareholders again by way of a public announcement, of matters to be considered, the date and the place of the meeting. The company may then hold the shareholders' general meeting after publication of such announcement.</p>

Original Article	New Article	Grounds for Amendments
<p>Article 18 Unless otherwise provided by the Articles of Association, the notice of the general meeting shall be served on all shareholders (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement.</p> <p>The announcement mentioned in the preceding paragraph shall be published in one or more newspapers designated by <u>the securities regulator</u> under the State Council <u>between 45 days to 50 days prior to the meeting</u>. Once the announcement has made, all holders of domestic shares shall be deemed to have received the notice of the general meeting.</p>	<p><u>Article 17</u> Unless otherwise provided by the Articles of Association, the notice of the general meeting shall be served on all shareholders (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement.</p> <p>The announcement mentioned in the preceding paragraph shall be published in one or more newspapers designated by the securities <u>competent authority</u> under the State Council <u>20 clear Hong Kong business days prior to the convening of the annual general meetings (including class meetings), 10 clear Hong Kong business days or 15 days (whichever earlier) prior to the convening of the extraordinary general meetings (including class meetings)</u>. Once the announcement has made, all holders of domestic shares shall be deemed to have received the notice of the general meeting.</p>	Ditto

Original Article	New Article	Grounds for Amendments
<p>The notice, information or written statement shall be delivered to the holders of overseas listed foreign invested shares <u>45 days before the convening of the meeting</u> in any the following methods:</p> <p>(I) Sending to the registered address of each of the holder of the overseas listed foreign invested shares by personal delivery or mail. <u>The notification for shareholders of H Shares should be sent at Hong Kong:</u></p> <p>(II) Publishing on the designated website of the securities regulator or stock exchange of the place where the shares of the Company are listed in accordance with relevant laws, regulations and listing rules of the place where the shares of the Company are listed;</p> <p>(III) In accordance with requirements of the listing rules of other stock exchanges and the place where the shares of the Company are listed.</p>	<p>The notice, information or written statement shall be delivered to the holders of overseas listed foreign invested shares <u>within the time frame stipulated in the preceding clause</u> in any the following methods:</p> <p>(I) Sending to the registered address of each of the holder of the overseas listed foreign invested shares by personal delivery or mail;</p> <p>(II) Publishing on the designated website of the securities regulator or stock exchange of the place where the shares of the Company are listed in accordance with relevant laws, regulations and listing rules of the place where the shares of the Company are listed;</p> <p>(III) In accordance with requirements of the listing rules of other stock exchanges and the place where the shares of the Company are listed.</p> <p>(II) Publishing on the website of the Company and the designated website of the stock exchange of the place where the shares of the Company are listed in accordance with relevant laws, regulations and relevant listing rules;</p> <p>(III) In accordance with requirements of the stock exchanges of other places where the shares of the Company are listed and the listing rules.</p>	

Original Article	New Article	Grounds for Amendments
<p>Article 64 When the Company is to convene a shareholders' class meeting, it shall issue a written notice 45 days prior to the date of such meeting informing all the shareholders who are registered as holders of that class in the register of shareholders of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall deliver their written replies to the Company of their attendance 20 days prior to the date of the meeting.</p> <p>In the event that the number of the voting shares represented by the shareholders intending to attend the meeting is one half or above of the total number of voting shares of that class, the Company may convene a shareholders' class meeting. Otherwise, the Company shall within five days notify the shareholders once again, by way of public announcement, of the matters to be considered at the meeting and the date and place of the meeting. Upon notification by public announcement, the Company may then proceed to convene the shareholders' class meeting.</p>	Deleted	Ditto
<p>Article 74 The Rules has been prepared by the board of directors of the Company and approved at a general meeting of the Company and shall become effective as of <u>the date on which the overseas-listed foreign shares (H share) issued by the Company are listed on the Hong Kong Stock Exchange; the original Rules of Procedures for General Meetings of China Merchants Securities Co., Ltd. shall be invalidated automatically on the effective date of the Rules.</u></p>	<p><u>Article 72</u> The Rules shall be prepared by the board of directors of the Company and <u>become effective after</u> approved at a general meeting of the Company.</p>	Amended as appropriate.

APPENDIX III COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR BOARD MEETINGS

Proposed amendments to the Rules of Procedure for Board Meetings

The details related to the proposed amendments to the Rules of Procedure for Board Meetings are set out below:

Original Article	New Article	Grounds for Amendments
<p>Article 2 <u>Office of the Board of Directors</u></p> <p><u>The Board of Directors will establish a general office for handling the daily affairs of the board of directors. The secretary of the Board of Directors or the representative of securities affairs will concurrently act as the person-in-charge of the general office of the Board of Directors.</u></p>	<p>Article 2 <u>The Office of the Company</u> is responsible for handling daily administration of the Board of Directors.</p>	<p>Amended according to the actual situation of the Company's internal organisations</p>
<p>Article 2 All "Office of the Board of Directors" will be amended to "Office" in all the articles afterwards (unless otherwise amended below)</p>		
<p>Article 8 Notices on the Meeting</p> <p>To hold a regular or temporary meeting of the Board of Directors, the <u>Office of the Board of Directors</u> shall, 14 or 3 days (or other time agreed in respect of temporary meeting) in advance respectively, submit a written notice on the meeting with the seal of the <u>Office of the Board of Directors</u> to all the directors, supervisors, general managers and the secretary of the Board of Directors by direct service, fax, e-mail or any other means, and shall make affirmation by phone calls and make the corresponding records.</p> <p>Where the circumstance is urgent and it is necessary to hold a temporary meeting of the Board of Directors, the notice on the meeting can be circulated at any time by phone or any other oral means, but the convener shall make explanations at the meeting.</p>	<p>Article 8 Notices on the Meeting</p> <p>To hold a regular or temporary meeting of the Board of Directors, the <u>Office</u> shall, 14 or 3 days (or other time agreed in respect of temporary meeting) in advance respectively, submit a written notice on the meeting with the seal of the <u>Company</u> to all the directors, supervisors, general managers, the secretary of the Board of Directors and <u>Chief Compliance Officer</u> by direct service, fax, e-mail or any other means, and shall make affirmation by phone calls and make the corresponding records.</p> <p>Where the circumstance is urgent and it is necessary to hold a temporary meeting of the Board of Directors, the notice on the meeting can be circulated at any time by phone or any other oral means, but the convener shall make explanations at the meeting.</p>	<p>According to article 31 of "the Guidelines for the Compliance Management of Securities Companies": Securities Companies shall specify the scope of where Chief Compliance Officer is entitled to attend a meeting and timely notice Chief Compliance Officer to participate before holding the relevant meeting. Chief Compliance Officer is entitled to attend the following meetings:</p> <p>(1) meetings of the Board of Directors and related Special Committees:</p> <p>.....</p>

Original Article	New Article	Grounds for Amendments
<p>Article 11 Holding of the Meeting</p> <p>The supervisors can attend the meeting as non-voting delegates; if a general manager or the secretary of the board of directors is not a director, he shall attend the meeting as a non-voting delegate. The presider of the meeting may notify other relevant persons to attend the meeting as a non-voting delegate if he considers it necessary.</p>	<p>Article 11 Holding of the Meeting</p> <p>The supervisors can attend the meeting as non-voting delegates; if a general manager or the secretary of the board of directors is not a director, he shall attend the meeting as a non-voting delegate. <u>Chief Compliance Officer is entitled to attend the meeting. If a matter to be considered in the meeting involves legal issues, Chief Compliance Officer shall attend the meeting and provide legal advice.</u> The presider of the meeting may notify other relevant persons to attend the meeting as a non-voting delegate if he considers it necessary.</p>	<p>According to article 31 of “the Guidelines for the Compliance Management of Securities Companies”: Securities Companies shall specify the scope of where Chief Compliance Officer is entitled to attend a meeting and timely notice Chief Compliance Officer to participate before convening the relevant meeting. Chief Compliance Officer is entitled to attend the following meetings:</p> <p>(1) meetings of the Board of Directors and related Special Committees:</p>
<p>Article 33 Supplementary article</p> <p>This article was considered and approved at the shareholders’ general meeting <u>and became effective since the date of overseas listed foreign shares issued by the Company (H shares) was listed on the Stock Exchange of Hong Kong Limited.</u> Since the effective date of this article, the Company original “the Rules of Procedure for Board Meetings of China Merchants Securities Co., Ltd.” automatically lapsed.</p>	<p>Article 33 Supplementary article</p> <p>This article <u>became effective since</u> the date it was considered and approved at the shareholders’ general meeting. Since the effective date of this article, the Company original “the Rules of Procedure for Board Meetings of China Merchants Securities Co., Ltd.” automatically lapsed.</p>	<p>Amended according to the actual situation.</p>

APPENDIX IV COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE

Proposed amendments to the Rules of Procedure for the Supervisory Committee

The details related to the proposed amendments to the Rules of Procedure for the Supervisory Committee are set out below:

Original Article	New Article	Grounds for Amendments
<p>Article 2 <u>Office of the Supervisory Committee</u></p> <p><u>The Supervisory Committee could establish an office of the Supervisory Committee for handling the daily affairs of the Supervisory Committee.</u></p> <p>.....</p>	<p>Article 2 <u>Daily Office of the Supervisory Committee</u></p> <p><u>Office of the Company is the daily office of the Supervisory Committee which handles daily operation of the Supervisory Committee.</u></p> <p>.....</p>	<p>Amended according to the actual situation of the Company's internal organisations</p>
<p>Article 7 Notices on the Meeting</p> <p>To hold a regular or temporary meeting of the Supervisory Committee, Daily Office of the Supervisory Committee shall, 10 or 3 days in advance respectively, submit a written notice on the meeting to all the supervisors by direct service, fax, e-mail or any other means, and shall make affirmation by phone calls and make the corresponding records.</p> <p>.....</p>	<p>Article 7 Notices on the Meeting</p> <p>To hold a regular or temporary meeting of the Supervisory Committee, Daily Office of the Supervisory Committee shall, 10 or 3 days in advance respectively, submit a written notice on the meeting to all the supervisors by direct service, fax, e-mail or any other means, and shall make affirmation by phone calls and make the corresponding records.</p> <p><u>The Chief Compliance Officer of the Company is entitled to attend meetings of the Supervisory Committee and the Chief Compliance Officer shall be noticed timely before the holding of the meeting.</u></p> <p>.....</p>	<p>According to article 31 of "the Guidelines for the Compliance Management of Securities Companies": Securities Companies shall specify the scope of where Chief Compliance Officer is entitled to attend a meeting and timely notice Chief Compliance Officer to participate before convening the relevant meeting. Chief Compliance Officer is entitled to attend the following meetings:</p> <p>(1) meetings of the Board of Directors and related Special Committees;</p> <p>(2) meetings of the Supervisory Committee;</p> <p>.....</p>

Original Article	New Article	Grounds for Amendments
<p>Article 20 Supplementary article</p> <p>This article was formulated by the Supervisory Committee and was considered and approved at the shareholders' general meeting. <u>It became effective since the date of overseas listed foreign shares issued by the Company (H shares) was listed on the Stock Exchange of Hong Kong Limited.</u> Since the effective date of this article, the Company original "the Rules of Procedure for the Supervisory Committee of China Merchants Securities Co., Ltd." automatically lapsed.</p>	<p>Article 20 Supplementary article</p> <p>This article was formulated by the Supervisory Committee and was considered and approved at the shareholders' general meeting. <u>It became effective since the date it was approved at the shareholders' general meeting.</u> Since the effective date of this article, the Company original "the Rules of Procedure for the Supervisory Committee of China Merchants Securities Co., Ltd." automatically lapsed.</p>	<p>Amended according to the actual situation.</p>