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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)**

**SUPPLEMENTAL ANNOUNCEMENT  
SUPPLEMENTAL UNDERWRITING AGREEMENT IN RELATION TO  
THE H SHARE RIGHTS ISSUE**

References are made to (i) the prospectus (the “**H Share Rights Issue Prospectus**”) of the Company dated July 28, 2020, in relation to, among other things, the H Share Rights Issue; and (ii) the announcement (the “**Announcement**”) of the Company dated July 6, 2020, in relation to, among other things, the Underwriting Agreement. Unless otherwise defined herein, capitalised terms and expressions used in this announcement shall have the same meaning as those defined in the H Share Rights Issue Prospectus.

## SUPPLEMENTAL UNDERWRITING AGREEMENT

With reference to the Announcement, the Company entered into the Underwriting Agreement with CMSHK and CLSA Limited on July 6, 2020, pursuant to which, the Company appointed CMSHK and CLSA Limited as the Joint Global Coordinators and the Underwriters. On August 11, 2020, the Company, CMSHK, CLSA Limited and CMB International Capital Limited (“**CMBI**”) entered into a supplemental agreement in relation to the Underwriting Agreement (the “**Supplemental Underwriting Agreement**”), pursuant to which, the Company appointed CMBI as an additional Underwriter with effective from August 11, 2020. Pursuant to the Supplemental Underwriting Agreement, the number and amount of H Rights Shares to be underwritten by CMBI is up to 2,941,203 H Rights Shares and approximately HK\$24,073,746, respectively, which constitutes approximately 1% of the H Rights Shares.

CMBI, a licensed corporation under the SFO to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO. CMSHK is a wholly-owned subsidiary of the Company. To the best of the Directors’ knowledge and information and having made all reasonable enquiries, save and except that (i) CMSHK is a wholly-owned subsidiary of the Company; and (ii) China Merchants Group, indirectly holds 29.97% of the equity interest in China Merchants Bank Co., Ltd. (by way of equity interests held, right of control or relationship of parties acting in concert), and CMBI is a wholly-owned subsidiary of China Merchants Bank Co., Ltd., CLSA Limited and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined in the Hong Kong Listing Rules). Each of the Underwriters has complied with Rule 7.19(1)(a) of the Hong Kong Listing Rules.

Saved as disclosed above, all other material terms and conditions of the Underwriting Agreement remain unchanged and in full force and effect.

Given that (i) all other material terms and conditions of the Underwriting Agreement and the offering structure remain unchanged; (ii) the entering into of the Supplemental Underwriting Agreement merely involves the appointment of CMBI as an additional underwriter with a nominal underwriting commitment and the proposed appointment does not alter any particulars and information of the Company as disclosed in the H Share Rights Issue Prospectus, including the activities, assets and liabilities, financial position, management and prospects of the Company, and of its profits and losses and of the rights attaching to the H Rights Shares; and (iii) the entering into of the Supplemental Underwriting Agreement will not constitute a material change to the information disclosed in the H Share Rights Issue Prospectus which warrants the issuance of a supplemental prospectus as advised by our legal advisor, the Board is of the view that the signing of the Supplemental Underwriting Agreement to appoint CMBI as an additional underwriting syndicate member does not constitute a material change of the H Share Rights Issue after the issuance of the H Share Rights Issue Prospectus and the H Share Rights Issue Prospectus continues to contain all material information necessary to allow the Shareholders to make a properly informed decision and the entering into of the Supplemental Underwriting Agreement would not affect the Shareholders’ decision in relation to the H Share Rights Issue.

## **WARNING OF THE RISKS OF DEALING IN THE H SHARES AND NIL-PAID H RIGHTS**

**The Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreement) contains provisions entitling the Joint Global Coordinators (on behalf of the Underwriters) by notice in writing to terminate the Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreement) upon the occurrence of certain events. In the event that the Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreement) does not become unconditional or if it is terminated in accordance with the terms thereof, the H Share Rights Issue will not proceed. Any dealing in the H Shares or the Nil-paid H Rights is at the investor's own risk. If in any doubt, investors are recommended to consult their professional advisers.**

### **GENERAL INFORMATION ABOUT CMBI**

Name : CMB International Capital Limited

Address : 45/F, Champion Tower, 3 Garden Road, Central, Hong Kong

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

Shenzhen, the PRC

August 11, 2020

*As at the date of this announcement, the executive Directors are Mr. HUO Da and Mr. XIONG Jiantao; the non-executive Directors 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 are Mr. XIANG Hua, Mr. XIAO Houfa, Mr. XIONG Wei, Mr. HU Honggao and Mr. WONG Ti.*