

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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)

NOTICE OF 2020 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 annual general meeting (the “AGM”) of China Merchants Securities Co., Ltd. (the “**Company**”) will be held at China Merchants Securities Building, 111 Fuhua Yi Road, Futian Street, Futian District, Shenzhen, the PRC on Friday, June 4, 2021 at 10:00 a.m. to consider the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the working report of the Board of the Company for 2020.
2. To consider and approve the working report of the Supervisory Committee of the Company for 2020.
3. To consider and approve the duty report of independent Directors of the Company for 2020.
4. To consider and approve the annual report of the Company for 2020.
5. To consider and approve the final accounts report of the Company for 2020.
6. To consider and approve the profit distribution plan of the Company for 2020.
7. To consider and approve the budget for proprietary investment of the Company for 2021.
8. To consider and approve the engagement of the auditors of the Company for 2021.
9. To consider and approve the contemplated ordinary related party transactions of the Company for 2021.

- 9.01 Contemplated ordinary related party transactions with China Merchants Bank Co., Ltd. and its subsidiaries (excluding China Merchants Fund Management Co., Ltd. and its subsidiaries);
- 9.02 Contemplated ordinary related party transactions with China Merchants Group Limited and its associates;
- 9.03 Contemplated ordinary related party transactions with other related parties of China Merchants Group Limited (excluding China Merchants Bank and its subsidiaries, but including major upstream and downstream enterprises);
- 9.04 Contemplated ordinary related party transactions with China COSCO Shipping Corporation Limited and its associates;
- 9.05 Contemplated ordinary related party transactions with other related parties of China COSCO Shipping Corporation Limited;
- 9.06 Contemplated ordinary related party transactions with The People's Insurance Company (Group) of China Limited and its related parties;
- 9.07 Contemplated ordinary related party transactions with the Directors, Supervisors and senior management of the Company;
- 9.08 Contemplated ordinary related party transactions with other related natural persons; and
- 9.09 Contemplated ordinary related party transactions with other related parties.
- 10. To consider and approve the provision of guarantees by China Merchants Securities International Company Limited and its wholly-owned subsidiaries.
- 11. To consider and approve the Shareholders' Return Plan (2021-2023) of the Company.
- 12. To consider and approve the election of Mr. LIU Weiwu as a non-executive Director of the seventh session of the Board of the Company.

SPECIAL RESOLUTION

13. To consider and approve the grant of General Mandate to the Board to issue additional H shares of the Company.

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

Shenzhen, the PRC
Friday, April 30, 2021

Notes:

1. Eligibility for attending the AGM and date of registration of members.
 - (1) The register of members will be closed from Monday, May 31, 2021 to Friday, June 4, 2021 (both days inclusive), during which period no transfer of H Shares will be effected. All transfer documents accompanied by the relevant share certificate, shall be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, May 28, 2021. Holders of Shares who have submitted their transfer documents to the Company's H Share registrar and registered as Shareholders on the register of members of H Shares of the Company before 4:30 p.m. on Friday, May 28, 2021 are entitled to attend and vote in respect of all resolutions to be proposed at the AGM.
 - (2) Further announcement will be made by the Company in the PRC regarding the record date and arrangements for holders of A Shares of the Company who are entitled to attend the AGM.
2. Proxy
 - (1) A Shareholder who is entitled to attend and vote at the AGM may appoint one or more proxy(ies) to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company. A proxy of a Shareholder who has appointed more than one proxy may only vote by poll.
 - (2) If a Shareholder wishes to appoint his/her proxy(ies) to attend the AGM, the instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or duly authorized attorney. If the instrument is signed by an attorney of the appointor, the power of attorney authorizing the attorney to sign or other document of authorization shall be notarized.
 - (3) In order to be valid, for holders of H Shares, the notarized power of attorney or other document of authorization and the form of proxy shall be delivered to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the AGM.

3. Registration procedures for attending the AGM

- (1) A Shareholder attending in person should present valid proof of identity or stock account card when attending the AGM. In the case of attendance by proxy, the proxy should present valid proof of identity and the proxy form(s) of the Shareholder.
- (2) If a Shareholder is a legal person, its legal representative should present his/her proof of identity and valid proof of its capacity as a legal representative. In the case of attendance by proxy of the legal representative, the proxy should present his/her proof of identity and a written letter of authorization duly issued by such legal representative when attending the AGM.

4. Voting by poll

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a shareholders' general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the AGM will demand a poll in relation to all the proposed resolutions at the AGM in accordance with Article 128 of the Articles of Association of the Company.

5. Miscellaneous

- (1) Shareholders who attend the AGM in person or by proxy shall bear their own travelling and accommodation expenses.
- (2) The contact details of the AGM are as follows:

Computershare Hong Kong Investor Services Limited

Address: Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for lodging transfer documents)

17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
(for deposit of proxy form)

Telephone: (852) 2862 8555

Fax: (852) 2865 0990

The Company

Contact address: No. 111, Fuhua Yi Road, Futian Street, Futian District, Shenzhen, Guangdong Province, the PRC General office of China Merchants Securities Co., Ltd.

Contact person: SHANG Zhe, WANG Xiaodi and SUN Ya

Contact number: (86) 755-8308 1596, (86) 755-8308 1603 and (86) 755-8308 1580

Fax: (86) 755-8294 4669

- (3) For details of the resolutions to be submitted for consideration and approval at the AGM, please refer to the circular of the Company to be published in relation to the AGM on or before Friday, April 30, 2021.

As at the date of this notice, the executive directors of the Company are Mr. HUO Da and Mr. XIONG Jiantao; the non-executive directors of the Company are Mr. XIONG Xianliang, Ms. SU Min, 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.