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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)**

## **NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2022 second extraordinary general meeting (the “EGM”) of China Merchants Securities Co., Ltd. (the “**Company**”) will be held at China Merchants Securities Building, No. 111 Fuhua Yi Road, Futian Street, Futian District, Shenzhen, Guangdong Province, the PRC on Tuesday, November 29, 2022 at 10 a.m. to consider and approve the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the resolution in relation to the renewal of continuing connected transaction with China Merchants Group Limited:
  - (a) to approve the securities and financial products, transactions and services framework agreement (the “**2022 CMG Framework Agreement**”) dated May 27, 2022 entered into between the Company and China Merchants Group Limited;
  - (b) to approve the proposed annual caps for the transactions contemplated under the 2022 CMG Framework Agreement for the three years ending December 31, 2024;  
and

- (c) to authorize any director of the Company (excluding any director who is connected to China Merchants Group Limited) to make amendments, adjustments, supplements to the 2022 CMG Framework Agreement or handle other related matters, according to the provisions in domestic and foreign laws and regulations, requirements and advices from the relevant domestic and foreign governmental authorities and regulatory institutions (if any).
2. To consider and approve the resolution in relation to the renewal of continuing connected transaction with China COSCO Shipping Corporation Limited:
- (a) to approve the securities and financial products, transactions and services framework agreement (the “**2022 COSCO Framework Agreement**”) dated May 27, 2022 entered into between the Company and China COSCO Shipping Corporation Limited;
  - (b) to approve the proposed annual caps for the transactions contemplated under the 2022 COSCO Framework Agreement for the three years ending December 31, 2024; and
  - (c) to authorize any director of the Company (excluding any director who is connected to China COSCO Shipping Corporation Limited) to make amendments, adjustments, supplements to the 2022 COSCO Framework Agreement or handle other related matters, according to the provisions in domestic and foreign laws and regulations, requirements and advices from the relevant domestic and foreign governmental authorities and regulatory institutions (if any).
3. To consider and approve the resolution on the election of Mr. LIU Chong as non-executive Director.
4. To consider and approve the resolution on the election of Mr. FENG Jinhua as independent non-executive Director.
5. To consider and approve the resolution on the proposed amendments to the Rules for Independent Directors of the Company.

6. To consider and approve the resolution on the proposed amendments to the Administrative Measures on the Proceeds Raised by the Company.
7. To consider and approve the resolution on the proposed formulation of the Administrative Measures on the External Donations of the Company.

### **SPECIAL RESOLUTION**

8. To consider and approve the resolution on the proposed amendments to the Articles of Association.

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

Shenzhen, the PRC  
November 9, 2022

*Notes:*

1. Eligibility for attending the EGM and date of registration of members
  - (1) The register of members of H shares of the Company will be closed from Thursday, November 24, 2022 to Tuesday, November 29, 2022 (both days inclusive), during which period no transfer of H Shares will be registered. All transfer documents accompanied by the relevant share certificates, 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 Wednesday, November 23, 2022. Purchasers of Shares who have submitted their transfer documents to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, and registered as Shareholders on the register of members of H Shares of the Company before 4:30 p.m. on Wednesday, November 23, 2022 are entitled to attend and vote in respect of all resolutions to be proposed at the EGM.
  - (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 EGM.

## 2. Proxy

- (1) A Shareholder who is entitled to attend and vote at the EGM 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 EGM, 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 EGM.

## 3. Registration procedures for attending the EGM

- (1) A Shareholder attending in person should present valid proof of identity or stock account card when attending the EGM. 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 EGM.

## 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 EGM will demand a poll in relation to the proposed resolutions at the EGM in accordance with Article 128 of the Articles of Association of the Company.

5. Miscellaneous

- (1) Shareholders who attend the EGM in person or by proxy shall bear their own travelling and accommodation expenses.
- (2) The contact details of the EGM 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  
Telephone: (852) 2862 8555  
Fax: (852) 2865 0990

The Company

Contact address: No. 111, Fuhuay Road, Futian Street, Futian District, Shenzhen, Guangdong Province, the PRC  
General office of China Merchants Securities Co., Ltd.  
Contact person: SHANG Zhe, SUN Ya  
Contact number: (86) 755-8308 1596, (86) 755-8308 1580  
Fax: (86) 755-8294 4669  
IR email: IR@cmschina.com.cn

- (3) For details of the resolutions to be submitted for consideration and approval at the EGM, please refer to the circular of the Company dated November 9, 2022.

*As at the date of this notice, the executive directors of the Company are Mr. HUO Da and Mr. WU Zongmin; the non-executive directors of the Company are Mr. LIU Weiwu, Mr. DENG Weidong, Ms. SU Min, Ms. PENG Lei, Mr. GAO Hong, Mr. HUANG Jian 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.*