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

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

(Stock Code: 6099)

**(1) POLL RESULTS OF THE 2022 SECOND EXTRAORDINARY
GENERAL MEETING HELD ON NOVEMBER 29, 2022**
**(2) APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND
INDEPENDENT NON-EXECUTIVE DIRECTOR**
(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION

POLL RESULTS OF THE EGM

References are made to (1) the notice of the 2022 second extraordinary general meeting (the “**EGM**”) dated November 9, 2022; and (2) the circular for the EGM dated November 9, 2022 (the “**Circular**”) of China Merchants Securities Co., Ltd. (the “**Company**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the EGM was held at China Merchants Securities Building, No. 111 Fuhua Yi Road, Futian Street, Futian District, Shenzhen, Guangdong Province, the PRC, by way of an on-site meeting, on Tuesday, November 29, 2022 at 10:00 a.m.

The EGM was convened by the Board and chaired by Mr. HUO Da, Chairman of the Board, and the votes were conducted by a combination of on-site voting and network voting. Computershare Hong Kong Investor Services Limited, the Company's H Share registrar, 2 representatives from the Shareholders, 1 representative from the Supervisors and 2 representatives from Beijing Jingtian & Gongcheng (Shenzhen) Law Firm were the scrutineers for the vote-taking at the EGM. 14 Directors and 9 Supervisors attended the EGM. Mr. WU Huifeng, vice president and secretary to the Board of the Company, attended the EGM, and other members of the senior management of the Company were also present at the EGM.

As at the date of the EGM, the total number of issued Shares of the Company was 8,696,526,806 (comprising 7,422,005,272 A Shares and 1,274,521,534 H Shares), which was the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the EGM. Shareholders controlled by China Merchants Group, namely China Merchants Financial Holding Co., Ltd. (招商局金融控股有限公司) (holding 2,047,900,517 A Shares of the Company), Shenzhen Jisheng Investment Development Co., Ltd. (深圳市集盛投資發展有限公司) (holding 1,703,934,870 A Shares of the Company), Best Winner Investment Limited (holding 89,042,607 H Shares of the Company), were required to abstain from voting on the below ordinary resolution No. 1. Shareholders controlled by COSCO Shipping, namely China Ocean Shipping Company Limited (holding 544,632,418 A Shares of the Company), COSCO Shipping (Guangzhou) Co., Ltd. (holding 109,199,899 A Shares of the Company), Guangzhou Sanding Products Transport Co., Ltd. (廣州市三鼎油品運輸有限公司) (holding 748,194 A Shares of the Company), COSCO SHIPPING Investment Holdings Co., Limited (holding 8,857,004 A Shares and 207,797,720 H Shares of the Company), were required to abstain from voting on the below ordinary resolution No. 2.

Save as disclosed above, there was no restriction on any Shareholder casting votes on any of the resolutions proposed at the EGM. Save as disclosed above, there were no Shareholders who were entitled to attend but were required to abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules. Save as disclosed above, none of the Shareholders was required to abstain from voting on any of the resolutions proposed at the EGM or has stated his/her/its intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the EGM.

The Company engaged Beijing Jingtian & Gongcheng (Shenzhen) Law Firm as the witness to the EGM. Beijing Jingtian & Gongcheng (Shenzhen) Law Firm appointed LIN Wenbo, ZHONG Jiabin to attend the EGM, and issued a written legal opinion stating that the procedures of calling and convening the EGM, the eligibility of the Shareholders and their proxies attending the EGM and the convenor and the voting procedures have complied with the requirements of the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Regulations on the Convening of General Meetings of Listed Company (《上市公司股東大會規則》) and other laws, regulations and normative documents as well as the Articles of Association, and the poll results of the EGM are legal and valid.

A total of 33 Shareholders and their proxies, holding an aggregate of 5,930,662,886 Shares with voting rights, representing approximately 68.20% of the total Shares with voting rights of the Company, in which, 32 Shareholders of A Shares and their proxies, holding an aggregate of 5,112,526,462 Shares, representing approximately 58.79% of the total Shares with voting rights of the Company while one Shareholder of H Shares and the relevant proxy, holding an aggregate of 818,136,424 Shares, representing approximately 9.41% of the total Shares with voting rights of the Company, have attended the EGM.

The Shareholders present at the EGM considered and approved the following resolutions:

ORDINARY RESOLUTIONS			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
1.	To consider and approve the resolution in relation to the renewal of continuing connected transaction with China Merchants Group Limited:	A Shares	1,357,371,018	99.756002	816,498	0.060006	2,503,559	0.183992
		H Shares	725,111,446	99.453792	2,947,259	0.404236	1,035,112	0.141972
		Total	2,082,482,464	99.650566	3,763,757	0.180102	3,538,671	0.169332
	(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).							
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								

ORDINARY RESOLUTIONS			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
2.	To consider and approve the resolution in relation to the renewal of continuing connected transaction with China COSCO Shipping Corporation Limited:	A Shares	4,445,768,790	99.726844	816,598	0.018317	11,360,563	0.254839
		H Shares	606,356,333	99.347515	2,947,259	0.482889	1,035,112	0.169596
		Total	5,052,125,123	99.681164	3,763,857	0.074263	12,395,675	0.244573
	(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).								
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								
3.	To consider and approve the resolution on the election of Mr. LIU Chong as non-executive Director.	A Shares	5,109,179,927	99.934542	3,339,535	0.065321	7,000	0.000137
		H Shares	814,712,755	99.581528	3,423,669	0.418472	0	0.000000
		Total	5,923,892,682	99.885844	6,763,204	0.114038	7,000	0.000118
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
4.	To consider and approve the resolution on the election of Mr. FENG Jinhua as independent non-executive Director.	A Shares	5,112,451,362	99.998531	68,000	0.001330	7,100	0.000139
		H Shares	818,136,424	100.000000	0	0.000000	0	0.000000
		Total	5,930,587,786	99.998734	68,000	0.001146	7,100	0.000120
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
5.	To consider and approve the resolution on the proposed amendments to the Rules for Independent Directors of the Company.	A Shares	5,071,625,153	99.199979	40,854,409	0.799104	46,900	0.000917
		H Shares	734,511,039	89.778553	83,588,985	10.216998	36,400	0.004449
		Total	5,806,136,192	97.900290	124,443,394	2.098305	83,300	0.001405
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							

ORDINARY RESOLUTIONS			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
6.	To consider and approve the resolution on the proposed amendments to the Administrative Measures on the Proceeds Raised by the Company.	A Shares	5,112,451,462	99.998533	68,000	0.001330	7,000	0.000137
		H Shares	818,136,424	100.000000	0	0.000000	0	0.000000
		Total	5,930,587,886	99.998735	68,000	0.001147	7,000	0.000118
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
7.	To consider and approve the resolution on the proposed formulation of the Administrative Measures on the External Donations of the Company.	A Shares	5,112,446,062	99.998427	73,400	0.001436	7,000	0.000137
		H Shares	818,136,424	100.000000	0	0.000000	0	0.000000
		Total	5,930,582,486	99.998644	73,400	0.001238	7,000	0.000118
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
SPECIAL RESOLUTION			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
8.	To consider and approve the resolution on the proposed amendments to the Articles of Association.	A Shares	5,073,315,703	99.233045	39,163,859	0.766038	46,900	0.000917
		H Shares	734,673,847	89.798452	83,426,177	10.197099	36,400	0.004449
		Total	5,807,989,550	97.931541	122,590,036	2.067054	83,300	0.001405
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.							

APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board hereby announces that, the appointment of Mr. LIU Chong (“**Mr. LIU**”) as a non-executive Director of the seventh session of the Board and the appointment of Mr. FENG Jinhua (“**Mr. FENG**”) as an independent non-executive Director of the seventh session of the Board have been approved by the Shareholders at the EGM by way of ordinary resolutions. Therefore, Mr. LIU will serve as a non-executive Director of the seventh session of the Board from November 29, 2022, and Mr. FENG will serve as an independent non-executive Director of the seventh session of the Board from November 29, 2022. The term of office of each of Mr. LIU and Mr. FENG shall expire at the end of the term of the seventh session of the Board. Biography details of Mr. LIU and Mr. FENG and other information relating to their appointments were set out in the Circular. As at the date of this announcement, there has been no change in the biographical details of Mr. LIU and Mr. FENG or other information relating to their appointments.

The Company will enter into a service contract with each of Mr. LIU and Mr. FENG. During his term of office as a non-executive Director, Mr. LIU will not receive any Director's emoluments from the Company. During his term of office as an independent non-executive Director, Mr. FENG will receive RMB0.2 million (before tax) per annum as director's allowance from the Company, which is determined with reference to his duties and responsibilities with the Company.

Each of Mr. LIU and Mr. FENG confirmed that, save as disclosed in the Circular, as at the date of this announcement: (1) he does not hold any other positions in the Company or any of its subsidiaries, nor has he held any directorships in the last three years in any other public companies where the securities of which are listed on any securities market in Hong Kong or overseas; (2) he does not have any relationship with any other directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of its subsidiaries; (3) he does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (4) he does not have any matters regarding the proposed appointment that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor is there any other issue regarding the proposed appointment that shall be brought to the attention of the Shareholders.

As disclosed in the announcement of the Company dated June 10, 2019, on June 10, 2019, Mr. WONG Ti ("**Mr. WONG**") has tendered his resignation from his positions as an independent non-executive Director and a member of each of the Audit Committee and the Remuneration and Appraisal Committee under the Board due to his other work arrangements, but will continue to perform his duties as an independent non-executive Director and a member of each of the Audit Committee and the Remuneration and Appraisal Committee under the Board until a new independent non-executive Director be appointed in the general meeting of the Company. Since the appointment of Mr. FENG as an independent non-executive Director has been approved by the Shareholders at the EGM, Mr. WONG will no longer serve as an independent non-executive Director and a member of each of the Audit Committee and the Remuneration and Appraisal Committee under the Board with effect from November 29, 2022. Mr. WONG has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

Pursuant to Rule 3.21 of the Listing Rules, the majority of the audit committee members must be independent non-executive directors. Pursuant to Rule 3.25 of the Listing Rules, a remuneration committee must comprise a majority of independent non-executive directors. Since the resignation of Mr. WONG has taken effect, (i) both the Audit Committee and the Remuneration and Appraisal Committee temporarily do not comprise a majority of independent non-executive Directors; and (ii) the number of members of each of the Audit Committee and the Remuneration and Appraisal Committee is lower than the required number of members provided in the relevant terms of references. Pursuant to Rules 3.23 and 3.27 of the Listing Rules, appropriate appointments should be made within three months after failing to meet the requirements under Rules 3.21 and 3.25 of the Listing Rules. The Company will fill in the vacancy of the relevant Board committees as soon as practicable and within three months from the date of this announcement (i.e. on or before February 28, 2023) so as to comply with the relevant requirements of the Listing Rules, as well as the terms of reference of the Audit Committee and the terms of reference of the Remuneration and Appraisal Committee. Further announcement will be made by the Company as and when appropriate.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board hereby announces that, the resolution on the proposed amendments to the Articles of Association has been duly passed as a special resolution at the EGM. For details of the amendments to the Articles of Association, please refer to the Appendix V to the Circular. The amended Articles of Association will take effect from November 29, 2022, the full text of which is available on the websites of the Shanghai Stock Exchange (<http://www.sse.com.cn>), The Stock Exchange of Hong Kong Limited (<https://www.hkexnews.hk>) and the Company (<https://www.cmschina.com>).

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

Shenzhen, the PRC
November 29, 2022

As at the date of this announcement, 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, Mr. LIU Chong 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. FENG Jinhua.