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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, independent adviser or other professional adviser.

If you have sold or otherwise transferred all your shares in **China Merchants Securities Co., Ltd.**, you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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)

(1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
(2) PROPOSED APPOINTMENT OF
SHAREHOLDERS' REPRESENTATIVE SUPERVISOR
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION OF THE COMPANY
AND
NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 11 of this circular.

A notice convening the EGM of the Company to be held at China Merchants Securities Building, No. 111 Fuhua Yi Road, Futian Street, Futian District, Shenzhen, Guangdong Province, the PRC on Thursday, January 12, 2023 at 10:00 a.m. is set out on pages N-1 to N-3 of this circular.

The proxy form for use at the EGM is enclosed with this circular for despatch to the Shareholders. Please complete and return the proxy form in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time stipulated for the holding of the EGM and deposit it together with the notarised power of attorney or other document of authorisation with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares). Completion and return of the proxy form will not preclude you from attending and voting at the EGM in person if you so wish.

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context otherwise requires:

“A Share(s)”	PRC domestic listed share(s) with a par value of RMB1.00 each in the share capital of the Company, listed on the Shanghai Stock Exchange and traded in RMB
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board” or “Board of Directors”	the board of Directors of the Company
“Company”	China Merchants Securities Co., Ltd., a joint stock company incorporated in the PRC with limited liability, the H Shares and A Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6099) and on the Shanghai Stock Exchange (stock code: 600999), respectively
“CSRC”	China Securities Regulatory Commission
“controlling shareholder(s)”	has the meaning ascribed to this term under the Listing Rules
“Director(s)”	director(s) of the Company
“EGM”	the 2023 first extraordinary general meeting to be held by the Company at China Merchants Securities Building, No. 111 Fuhua Yi Road, Futian Street, Futian District, Shenzhen, Guangdong Province, the PRC on Thursday, January 12, 2023 at 10:00 a.m. or any adjournment thereof (as the case may be)
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas-listed foreign share(s) with a par value of RMB1.00 each in the share capital of the Company, listed on the Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	December 19, 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purposes of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) with a par value of RMB1.00 each in the share capital of the Company, comprising A Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisors of the Company
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. HUO Da (*Chairman of the Board*)

Mr. WU Zongmin (*President*)

Non-executive Directors:

Mr. LIU Weiwu

Mr. DENG Weidong

Ms. SU Min

Ms. PENG Lei

Mr. GAO Hong

Mr. HUANG Jian

Mr. LIU Chong

Mr. WANG Wen

Registered Office:

No.111, Fuhua Yi Road

Futian Street, Futian District

Shenzhen, Guangdong Province

the PRC

Principal Place of Business in Hong Kong:

48/F, One Exchange Square

8 Connaught Place

Central

Hong Kong

Independent Non-executive Directors:

Mr. XIANG Hua

Mr. XIAO Houfa

Mr. XIONG Wei

Mr. HU Honggao

Mr. FENG Jinhua

December 21, 2022

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

(2) PROPOSED APPOINTMENT OF

SHAREHOLDERS' REPRESENTATIVE SUPERVISOR

(3) PROPOSED AMENDMENTS TO THE ARTICLES OF

ASSOCIATION OF THE COMPANY

AND

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

The purpose of this circular is to provide you, as holders of H Shares, with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

LETTER FROM THE BOARD

At the EGM, ordinary resolutions will be proposed to consider and approve (i) the proposed appointment of non-executive Director; (ii) the proposed appointment of shareholders' representative Supervisor; and a special resolution will be proposed to consider and approve (iii) the proposed amendments to the Articles of Association.

II. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated December 19, 2022 in relation to, among others, the proposed appointment of Mr. LI Xiaofei ("**Mr. LI**") as a non-executive Director of the Company.

The Board has resolved to nominate Mr. LI as a candidate for non-executive Director of the seventh session of the Board at the meeting held on December 19, 2022. The appointment of Mr. LI is subject to the consideration and approval by the Shareholders at the EGM by way of an ordinary resolution.

The term of office of Mr. LI as a non-executive Director of the Company will take effect from the date on which the resolution in relation to his appointment as a non-executive Director of the seventh session of the Board is approved by the Shareholders at the EGM by way of an ordinary resolution until the expiry of the term of the seventh session of the Board. Pursuant to the Articles of Association, Mr. LI is eligible for re-election upon the expiry of his term of office.

The biographical details of Mr. LI and other information relating to his appointment are as follows:

Mr. LI Xiaofei, aged 52, has served as a shareholders' representative Supervisor of the Company (the "**Supervisor**") since July 2014 (Mr. LI has tendered resignation from his position as a Supervisor, and will continue to perform his duties until the date on which a new Supervisor is elected at the EGM, at which a Director is to be elected). He has served as a deputy general manager of the human resources department of China Merchants Group Limited ("**China Merchants Group**") since December 2021, a director of China Merchants Investment Development Company Limited since September 2022, and a supervisor of China Greatwall Securities Co., Ltd.* (長城證券股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 002939) since July 2015. From November 2014 to November 2017, he served as an assistant to the general manager of China Merchants Finance Holdings Co., Ltd. From November 2017 to February 2019, he served as a deputy general manager of China Merchants Finance Holdings Co., Ltd. From June 2018 to December 2021, he served as a member (Executive) of the Executive Committee of the China Merchants Financial Services Business Group/Platform. He served as secretary (chief at section level) of the general manager office, deputy manager of the planning and development department and deputy manager of the leasing department of Shenzhen Nanyou (Holdings) Ltd.* (深圳市南油(集團)有限公司), manager of the administration and human resources department and secretary to the board of directors of Shenzhen Pingfang Automobile Park Co., Ltd.* (深圳市平方汽車園區有限公司), senior manager of the human resources department of China Merchants Group, and general manager of the human resources department of China Merchants Finance Holdings Co., Ltd.

* For identification purpose only

LETTER FROM THE BOARD

Mr. LI obtained a master's degree in economics majoring in labour economics from Renmin University of China in January 2004.

Based on the Company's diversity policy and nomination policy and the recommendations of the Nomination Committee under the Board, the Board, having comprehensively considered the educational background, knowledge, skills and experience of Mr. LI and the contributions he can make to the Board, recommends the appointment of Mr. LI as a non-executive Director of the Company.

Upon the approval by the Shareholders at the EGM by way of an ordinary resolution on the appointment of Mr. LI as a non-executive Director of the Company, the Company will enter into a service contract with Mr. LI. During his term of office as a non-executive Director of the Company, Mr. LI will not receive any Director's emoluments from the Company.

Mr. LI confirmed that, save as disclosed above, as of the Latest Practicable Date: (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.

The above resolution has been considered and approved by the Board on December 19, 2022, and is hereby proposed at the EGM for consideration and approval by way of an ordinary resolution.

LETTER FROM THE BOARD

III. PROPOSED APPOINTMENT OF SHAREHOLDERS' REPRESENTATIVE SUPERVISOR

Reference is made to the announcement of the Company dated December 19, 2022 in relation to, among others, the proposed appointment of Mr. XU Xin (“**Mr. XU**”) as a shareholders’ representative Supervisor of the Company.

The supervisory committee of the Company (the “**Supervisory Committee**”) has resolved to nominate Mr. XU as a candidate for shareholders’ representative Supervisor of the seventh session of the Supervisory Committee at the meeting held on December 19, 2022. The appointment of Mr. XU is subject to the consideration and approval by the Shareholders at the EGM by way of an ordinary resolution.

The term of office of Mr. XU as a shareholders’ representative Supervisor of the Company will take effect from the date on which the resolution in relation to his appointment as a shareholders’ representative Supervisor of the seventh session of the Supervisory Committee is approved by the Shareholders at the EGM by way of an ordinary resolution until the expiry of the term of the seventh session of the Supervisory Committee. Pursuant to the Articles of Association, Mr. XU is eligible for re-election upon the expiry of his term of office.

The biographical details of Mr. XU and other information relating to his appointment are as follows:

Mr. XU Xin, aged 40, has served as the deputy general manager (and chief financial officer) of China Merchants Financial Holding Co., Ltd.* (招商局金融控股有限公司) since September 2022, the chairman of Shenzhen Jisheng Investment Development Co., Ltd.* (深圳市集盛投資發展有限公司) since December 2017, and a director of Shenzhen China Merchants Ping An Asset Management Co., Ltd.* (深圳市招商平安資產管理有限責任公司) since June 2022. He served as the chief financial officer of China Merchants Finance Holdings Co., Ltd. from January 2017 to February 2019, a director of China Greatwall Securities Co., Ltd.* (長城證券股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 002939) from August 2017 to October 2020, a supervisor of China Merchants Capital Co., Ltd.* (招商局資本投資有限責任公司) from December 2018 to March 2020, a director of China Merchants Innovation Investment Management Co., Ltd.* (招商局創新投資管理有限責任公司) from March 2020 to October 2021, a member (Executive) of the Executive Committee of the China Merchants Financial Services Business Group/Platform from June 2018 to September 2022, and a director of China Merchants Finance Investment Holdings Co., Ltd.* (深圳市招融投資控股有限公司) from December 2017 to September 2022. Mr. XU also served as the international credit manager of China Merchants Bank Co., Ltd. (Shenzhen Branch), and the deputy financial planning officer, financial planning officer, assistant to the general manager, assistant to the section head and director of the capital division of China Merchants Group, deputy general manager of China Merchants International Finance Company Limited and deputy officer of the finance department of China Merchants Group.

* For identification purpose only

LETTER FROM THE BOARD

Mr. XU graduated with a doctoral degree in management majoring in finance from Renmin University of China in December 2018.

Upon the approval by the Shareholders at the EGM by way of an ordinary resolution on the appointment of Mr. XU as a shareholders' representative Supervisor of the Company, the Company will enter into a service contract with Mr. XU. During his term of office as a shareholders' representative Supervisor of the Company, Mr. XU will not receive any emoluments from the Company.

Mr. XU confirmed that, save as disclosed above, as of the Latest Practicable Date: (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.

The above resolution has been considered and approved by the Supervisory Committee on December 19, 2022, and is hereby proposed at the EGM for consideration and approval by way of an ordinary resolution.

IV. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated December 19, 2022 in relation to, among others, the proposed amendments to the Articles of Association.

According to the Reply of the China Securities Regulatory Commission on Approval of the Qualification for Market-making and Trading Business of Listed Securities of China Merchants Securities Co., Ltd. (Zheng Jian Xu Ke [2022] No. 2458) (中國證券監督管理委員會《關於核准招商證券股份有限公司上市證券做市交易業務資格的批覆》(證監許可[2022]2458號)) and the management requirements of the Company, on December 19, 2022, the Board has resolved to make proposed amendments (the "**Proposed Amendments**") to the existing Articles of Association. The Proposed Amendments mainly include: (1) the addition of "listed securities market-making business" to the scope of business of the Company, and (2) the change of name of the "Strategy Committee" to the "Strategy and Sustainability Committee" under the Board.

LETTER FROM THE BOARD

Details of the Proposed Amendments are as follows:

Serial number and content of original articles	Serial number and content of new articles	Reasons for amendments
Article 15 As approved or recorded by the relevant regulatory authority, the Company's scope of business is as follows: securities brokerage; securities investment consulting; financial consulting relating to securities trading and securities investment activities; securities underwriting and sponsorship; proprietary securities dealing; margin financing and securities lending; selling of securities investment funds on a commission basis; intermediary services to futures companies; selling of financial products on a commission basis; insurance agency; securities investment fund custody; stocks and options market-making business.	Article 15 As approved or recorded by the relevant regulatory authority, the Company's scope of business is as follows: securities brokerage; securities investment consulting; financial consulting relating to securities trading and securities investment activities; securities underwriting and sponsorship; proprietary securities dealing; margin financing and securities lending; selling of securities investment funds on a commission basis; intermediary services to futures companies; selling of financial products on a commission basis; insurance agency; securities investment fund custody; stocks and options market-making; <u>listed securities market-making and trading business (the final description is subject to the verification results of the relevant registration authority).</u>	<u>Expanding the scope of business according to the Reply of the CSRC on Approval of the Qualification for Market-making and Trading Business of Listed Securities of China Merchants Securities Co., Ltd. (Zheng Jian Xu Ke [2022] No. 2458).</u>

LETTER FROM THE BOARD

Serial number and content of original articles	Serial number and content of new articles	Reasons for amendments
Article 166 The Board of Directors consists of five special committees, namely, the Risk Management Committee, the Audit Committee, the Strategy Committee, the Nomination Committee, and the Remuneration and Appraisal Committee. All of the special committees carry out the work with the authorization of the Board of Directors, provide suggestions for the decision of the Board of Directors, and are responsible to the Board of Directors. The composition and function of the special committees shall be determined by the Board of Directors. The Board of Directors is responsible for formulating the working rules of special committees and regulating the operation of special committees. 	Article 166 The Board of Directors consists of five special committees, namely, the Risk Management Committee, the Audit Committee, the Strategy <u>and Sustainability</u> Committee, the Nomination Committee, and the Remuneration and Appraisal Committee. All of the special committees carry out the work with the authorization of the Board of Directors, provide suggestions for the decision of the Board of Directors, and are responsible to the Board of Directors. The composition and function of the special committees shall be determined by the Board of Directors. The Board of Directors is responsible for formulating the working rules of special committees and regulating the operation of special committees. 	<u>According to management requirements of the Company.</u>

Save for the above articles, other articles of the original Articles of Association shall remain unchanged. The English version of the Articles of Association is an unofficial translation of the Chinese version. In the event of any inconsistency between the Chinese and English versions, the Chinese version shall prevail.

The Proposed Amendments are subject to the consideration and approval by the Shareholders at the EGM by way of a special resolution, and the amended Articles of Association shall come into effect from the date of approval upon consideration at the EGM. Before that, the existing Articles of Association shall remain valid. The Board has also resolved to propose to the Shareholders at the EGM to authorize the Board in turn to authorize the management of the Company to handle the filing and change of business registration procedures with relevant regulatory authorities involved in such amendments, and to make adjustments to the scope of business of the Company according to the opinions of relevant filing and registration authorities (if any).

The above resolution has been considered and approved by the Board on December 19, 2022, and is hereby proposed at the EGM for consideration and approval by way of a special resolution.

LETTER FROM THE BOARD

V. EGM

The EGM is to be held at China Merchants Securities Building, No. 111 Fuhua Yi Road, Futian Street, Futian District, Shenzhen, Guangdong Province, the PRC on Thursday, January 12, 2023 at 10:00 a.m. The notice convening the EGM is set out on pages N-1 to N-3 of this circular.

The summary of the important dates for holders of H Shares is as follows:

Last Registration Date	:	not later than 4:30 p.m. on January 6, 2023
Closure of Register of Members for H Shareholders	:	January 9, 2023 to January 12, 2023 (both days inclusive)
Submission of Proxy Form	:	24 hours before the time appointed for the EGM (i.e. at 10:00 a.m. on January 11, 2023)

The register of members of H Shares of the Company will be closed from Monday, January 9, 2023 to Thursday, January 12, 2023 (both days inclusive). 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 Friday, January 6, 2023. 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 Friday, January 6, 2023 are entitled to attend and vote in respect of all resolutions to be proposed at the EGM.

To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other document of authorisation must 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. Completion and return of the proxy form will not preclude you from attending and voting at the EGM in person if you so wish.

LETTER FROM THE BOARD

VI. PROCEDURES FOR VOTING AT THE EGM

According to Rule 13.39(4) of the Listing Rules, 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 129 of the Articles of Association.

VII. RECOMMENDATION

The Board is of the view that all of the above resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM as set out in the Notice of EGM attached to this circular.

Yours faithfully,
By Order of the Board
China Merchants Securities Co., Ltd.
Huo Da
Chairman

NOTICE OF EGM



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 2023 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 first 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 Thursday, January 12, 2023 at 10:00 a.m. to consider and approve the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution on the proposed appointment of Mr. LI Xiaofei as a non-executive Director.
2. To consider and approve the resolution on the proposed appointment of Mr. XU Xin as a shareholders' representative Supervisor.

SPECIAL RESOLUTION

3. 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
December 21, 2022

NOTICE OF EGM

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 Monday, January 9, 2023 to Thursday, January 12, 2023 (both days inclusive). 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 Friday, January 6, 2023. 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, January 6, 2023 are entitled to attend and vote in respect of the 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 at the EGM 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 authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or duly authorised attorney. If the instrument is signed by an attorney of the appointor, the power of attorney authorising the attorney to sign or other document of authorisation shall be notarised.
- (3) In order to be valid, for holders of H Shares, the notarised power of attorney or other document of authorisation 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 his/her capacity as a legal representative when attending the EGM. 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 authorisation 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 129 of the articles of association of the Company.

NOTICE OF EGM

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 Fuhua Yi 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 December 21, 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, 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.