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(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6099)

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 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 18, 2024 at 10:00 a.m. to consider and approve the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution on the proposed amendments to the Articles of Association of the Company.
2. To consider and approve the resolution on the proposed amendments to the Rules of Procedure for General Meetings of the Company.
3. To consider and approve the resolution on the proposed amendments to the Rules of Procedure for Board Meetings of the Company.
4. To consider and approve the resolution on the proposed amendments to the Rules of Procedure for the Supervisory Committee of the Company.

ORDINARY RESOLUTIONS

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 election of non-independent directors of the eighth session of the board of directors of the Company:

6.01 Mr. HUO Da as an executive director;

6.02 Mr. ZHANG Jian as a non-executive director;

6.03 Mr. DENG Weidong as a non-executive director;

6.04 Mr. LIU Weiwu as a non-executive director;

6.05 Mr. WU Zongmin as an executive director;

6.06 Mr. LI Xiaofei as a non-executive director;

6.07 Mr. MA Boyin as a non-executive director;

6.08 Mr. HUANG Jian as a non-executive director;

6.09 Mr. ZHANG Mingwen as a non-executive Director; and

6.10 Ms. DING Lusha as a non-executive director.

7. To consider and approve the resolution on the election of independent directors of the eighth session of the board of directors of the Company:

7.01 Mr. YIP, Ying Chi Benjamin as an independent non-executive director;

7.02 Ms. ZHANG Ruijun as an independent non-executive director;

7.03 Mr. CAO Xiao as an independent non-executive director; and

7.04 Mr. FENG Jinhua as an independent non-executive director.

8. To consider and approve the resolution on the election of shareholders' representative supervisors of the eighth session of the supervisory committee of the Company:

8.01 Mr. ZHU Eric Liwei as a shareholders' representative supervisor;

8.02 Mr. WANG Zhangwei as a shareholders' representative supervisor;

8.03 Mr. MA Yunchun as a shareholders' representative supervisor;

8.04 Mr. PENG Luqiang as a shareholders' representative supervisor; and

8.05 Mr. ZOU Qun as a shareholders' representative supervisor.

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

Shenzhen, the PRC
December 28, 2023

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 Friday, January 12, 2024 to Thursday, January 18, 2024 (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 Thursday, January 11, 2024. 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 Thursday, January 11, 2024 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) To be valid, for holders of H shares, the notarised power of attorney or other document of authorisation and the form of proxy 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.

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.

Among which, for the voting on resolutions No. 6.01 to No. 6.10, resolutions No. 7.01 to No. 7.04 and resolutions No. 8.01 to No. 8.05, the cumulative voting system shall be respectively adopted, i.e. each share held by a shareholder shall have the same number of voting rights as the number of candidates to be elected. A shareholder may give all of his/her/its votes to one candidate.

Specifically:

- (1) For the election of non-independent directors (i.e. executive directors and non-executive directors), the number of votes each shareholder is entitled to is equal to the number of shares he/she/it holds multiplied by the total number of non-independent directors that he/she/it is entitled to elect. Such number of votes may only be cast on the candidates for non-independent directors of the Company, and the candidate with the most votes shall be elected;
- (2) For the election of independent directors, the number of votes each shareholder is entitled to is equal to the number of shares he/she/it holds multiplied by the total number of independent directors that he/she/it is entitled to elect. Such number of votes may only be cast on the candidates for independent directors of the Company, and the candidate with the most votes shall be elected;
- (3) For the election of shareholders' representative supervisors, the number of votes each shareholder is entitled to is equal to the number of shares he/she/it holds multiplied by the total number of shareholders' representative supervisors that he/she/it is entitled to elect. Such number of votes may only be cast on the candidates for shareholders' representative supervisors of the Company, and the candidate with the most votes shall be elected.

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 28, 2023.

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. ZHANG Jian, Mr. DENG Weidong, Mr. LIU Weiwu, Mr. LI Xiaofei, Mr. HUANG Jian and Ms. DING Lusha; 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.