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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 2019 FIRST EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 2019 first extraordinary general meeting (the “**EGM**”) of China Merchants Securities Co., Ltd. (the “**Company**”) will be held at St. Helen Shenzhen Bauhinia, No. 2002, Qiaocheng East Road, Futian District, Shenzhen on Monday, May 20, 2019 at 10:00 a.m. to consider and approve the following resolutions:

### **SPECIAL RESOLUTIONS**

1. To consider and approve the resolution on the A Share Repurchase Plan by way of centralized bidding transactions.
  - 1.1 Purpose of the repurchase of Shares.
  - 1.2 Category of Shares to be repurchased.
  - 1.3 Methods of repurchase of Shares.
  - 1.4 Period of repurchase of Shares.
  - 1.5 Uses, range of total amount of funds, number of Shares to be repurchased and its percentage to the total share capital of the Company.
  - 1.6 Pricing range of the repurchase.
  - 1.7 Range of total amount of funds of the repurchase.
  - 1.8 Validity period of the resolution.
2. To consider and approve the resolution on the submission to the general meeting of the Company for full authorization to the Board to deal with relevant matters in relation to the repurchase of A Shares.

3. To consider and approve the resolution on the Company's fulfilment of issue conditions of the rights issue.
4. To consider and approve the resolution on the Rights Issue Plan of the Company in 2019.
  - 4.1 Type and nominal value of the Shares to be issued.
  - 4.2 Methods of issuance.
  - 4.3 Base, proportion and number of the Rights Shares.
  - 4.4 Pricing principal and Subscription Price for the rights issue.
  - 4.5 Target subscribers for the rights issue.
  - 4.6 Distribution plan for accumulated undistributed profits prior to the rights issue.
  - 4.7 Time of issuance.
  - 4.8 Methods of underwriting.
  - 4.9 Use of proceeds in relation to the rights issue.
  - 4.10 Validity period of the resolution in relation to the rights issue.
  - 4.11 Listing of the Shares to be issued.
5. To consider and approve the resolution on the Company's plan of public issuance of shares by way of rights issue in 2019.
6. To consider and approve the resolution on the feasibility analysis report of the use of proceeds from the rights issue of the Company in 2019.
7. To consider and approve the resolution on risk reminder of and remedial measures for the dilution of current returns by rights issue to original shareholders and commitments by relevant entities.
8. To consider and approve the resolution on the submission to the general meeting of the Company for full authorization to the Board to deal with relevant matters in relation to the rights issue.
9. To consider and approve the resolution on amendments to the Articles of Association.
10. To consider and approve the resolution on the use of previous proceeds.

## ORDINARY RESOLUTIONS

11. To consider and approve the resolution on change in use of part of the proceeds raised from H Shares.
12. To consider and approve the resolution on amendments to the decision-making system for connected transactions of the Company.

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

Shenzhen, the PRC  
April 3, 2019

*Notes:*

1. Eligibility for attending the EGM and date of registration of members
  - (1) The register of members will be closed from Saturday, April 20, 2019 to Monday, May 20, 2019 (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 Thursday, April 18, 2019. 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, April 18, 2019 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.
- (3) Shareholders of the Company who intend to attend the EGM in person or by their proxies should complete and return the reply slip for attending the EGM to Computershare Hong Kong Investor Services Limited (for holders of H Shares) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Tuesday, April 30, 2019.

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 all the proposed resolutions at the EGM in accordance with Article 123 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, Fuhua Yi Road, Futian District, Shenzhen,  
Guangdong Province, the PRC  
General office of China Merchants Securities Co., Ltd.

Contact number: (86) 755-8308 1596, (86) 755-8296 0432 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 EGM, please refer to the circular of the Company to be published in relation to the EGM on or before May 5, 2019.

*As at the date of this notice, the board of directors of the Company comprises Mr. HUO Da, and Mr. XIONG Jiantao as executive directors; Ms. SU Min, Mr. SU Jian, Mr. XIONG Xianliang, Ms. PENG Lei, Mr. HUANG Jian, Mr. WANG Daxiong and Mr. CHEN Zhigang as non-executive directors; and Mr. XIANG Hua, Mr. XIAO Houfa, Mr. XIONG Wei, Mr. HU Honggao and Mr. WONG Ti as independent non-executive directors.*