



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)

FORM OF PROXY OF HOLDERS OF H SHARES FOR USE AT THE 2019 FIRST EXTRAORDINARY GENERAL MEETING TO BE HELD ON MAY 20, 2019

Number of H Shares to which this form of
proxy relates ^(Note 1)

I/We ^(Note 2)

of ^(Note 2)

being shareholder(s) of _____ H Shares ^(Note 3) of China Merchants Securities Co., Ltd. (the "Company"),

hereby appoint **THE CHAIRMAN OF THE MEETING** or ^(Note 4)

of ^(Note 4)

as my/our proxy to attend and act for me/us on my/our behalf at the 2019 first extraordinary general meeting ("EGM") of the Company to 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. or any adjournment thereof and to vote on my/our behalf at such meeting or at any adjournment thereof in respect of the resolutions set out in the notice of the EGM as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

	Special Resolutions	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
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	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
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			

Date: _____ 2019

Signature ^(Note 7)

Notes:

- Please insert the number of H Shares registered in your name(s) to which this form of proxy relates. If the number is inserted, this form of proxy will be deemed to relate to such number of H Shares inserted only. If no number is inserted, this form of proxy will be deemed to relate to all the H Shares in the Company registered in your name(s).
- Please insert the full name(s) (in Chinese or in English) and address(es) (must be the same address(es) as shown in the register of members) as shown in the register of members of the Company in block letters.
- Please insert the number of H Shares registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, delete the words "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote at the EGM. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be duly initiated by the person who signs it.
- Important: if you wish to vote for any resolution, please tick in the box marked "For" or insert the number of share(s) you hold. If you wish to vote against any resolution, please tick in the box marked "Against" or insert the number of share(s) you hold. If you wish to abstain from voting, please tick in the box marked "Abstain" or insert the number of share(s) you hold. The shares abstained will be counted in the calculation of the required majority. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his/her discretion on any other resolution duly put to the EGM other than those referred to in the notice of the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must either be executed under seal or under the hand of a Director thereof or an attorney duly authorised to sign the same. In case of joint holders of the shares, this form of proxy must be signed by the joint holder whose name stands first in the register of members of the Company.
- To be valid, if this form of proxy is signed by a person on behalf of the appointor, a notarially certified copy of the power of attorney or other authority must be obtained and, together with this form of proxy, delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the purpose of holders of H Shares of the Company) not less than 24 hours before the time for holding the EGM or the time appointed for voting by poll.
- Where there are joint holders of any H Shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such H Shares as if he/she were solely entitled thereto. However, if more than one of such joint holders are present at the EGM, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members of the Company shall alone be entitled to vote. A proxy need not be a shareholder of the Company. In the event that a shareholder appoints more than one proxy to attend the EGM, such proxies may only exercise their voting rights in a poll.
- Completion and return of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.