



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)

SECOND PROXY FORM OF HOLDERS OF H SHARES FOR USE AT THE 2018 ANNUAL GENERAL MEETING TO BE HELD ON JUNE 28, 2019

Number of H Shares to which this second proxy form relates ^(Note 1)	
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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 2018 annual general meeting ("AGM") of the Company to be held at St. Helen Shenzhen Bauhinia, No. 2002, Qiaocheng East Road, Futian District, Shenzhen on Friday, June 28, 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 first notice and the supplemental notice of the AGM as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1	To consider and approve the working report of the Board of the Company for 2018			
2	To consider and approve the working report of the Supervisory Committee of the Company for 2018			
3	To consider and approve the duty report of independent Directors of the Company for 2018			
4	To consider and approve the annual report of the Company for 2018			
5	To consider and approve the final accounts report of the Company for 2018			
6	To consider and approve the resolution on profit distribution plan of the Company for 2018			
7	To consider and approve the resolution on the budget for proprietary investment of the Company for 2019			
8	To consider and approve the resolution on the engagement of the auditors of the Company for 2019			
9	To consider and approve the resolution on the contemplated ordinary related party transactions of the Company for 2019			
9.01	Contemplated ordinary related party transactions with China Merchants Bank Co., Ltd.			
9.02	Contemplated ordinary related party transactions with China Merchants Group Limited and its subsidiaries			
9.03	Contemplated ordinary related party transactions with China Merchants Fund Management Co., Ltd.			
9.04	Contemplated ordinary related party transactions with Bosera Asset Management Co., Ltd.			
9.05	Contemplated ordinary related party transactions with Great Wall Securities Co., Ltd.			
9.06	Contemplated ordinary related party transactions with China COSCO Shipping Corporation Limited and other related parties controlled by it			
9.07	Contemplated ordinary related party transactions with PICC Life Insurance Company Limited, PICC Health Insurance Company Limited, PICC Pension Company Limited and PICC Health Pension Management (Guangzhou) Co., Ltd.			
9.08	Contemplated ordinary related party transactions with connected person			
9.09	Contemplated ordinary related party transactions with other related parties			

Special Resolution		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
10	To consider and approve the resolution on grant of General Mandate to the Board to issue additional A shares and/or H shares of the Company			
Ordinary Resolution		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
11	To consider and approve the resolution regarding election of Mr. WANG Wen as non-executive Director			

Date: _____ 2019 Signature^(Note 7): _____

Notes:

1. Please insert the number of H Shares registered in your name(s) to which this second proxy form relates. If the number is inserted, this second proxy form will be deemed to relate to such number of H Shares inserted only. If no number is inserted, this second proxy form will be deemed to relate to all the H Shares in the Company registered in your name(s).
2. 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.
3. Please insert the number of H Shares registered in your name(s).
4. 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 AGM. A proxy need not be a shareholder of the Company. Any alteration made to this second proxy form must be duly initiated by the person who signs it.
5. 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 second proxy form, your proxy will also be entitled to vote at his/her discretion on any other resolution duly put to the AGM other than those referred to in the first notice and supplemental notice of the AGM.
6. This second proxy form 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 second proxy form must be signed by the joint holder whose name stands first in the register of members of the Company.
7. To be valid, if this second proxy form 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 second proxy form, 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 AGM or any adjournment thereof or the time appointed for voting by poll.
8. Where there are joint holders of any H Shares, any one of such persons may vote at the AGM, 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 AGM, 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 AGM, such proxies may only exercise their voting rights in a poll.
9. In relation to the form of proxy (the "First Proxy Form") despatched on May 10, 2019 excluding the additional resolution No. 11 set out in the supplemental notice of the AGM, shareholders who had returned the First Proxy Form to the Company's H Share registrar should note that:
 - (i) if a shareholder did not return the second proxy form to the Company's H Share registrar, the First Proxy Form, if correctly completed, will be deemed as a valid proxy form lodged by him/her. The proxy appointed by the shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (except for those resolutions to which the shareholders has indicated his/her voting direction in the First Proxy Form), including the additional resolution No. 11 set out in the supplemental notice of the AGM.
 - (ii) if a shareholder delivered the second proxy form to the Company's H Share registrar not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof, the second proxy form will revoke and supersede the First Proxy Form previously lodged by him/her. The second proxy form, if correctly completed, will be deemed as a valid proxy form lodged by such shareholder.
 - (iii) if a shareholder delivered the second proxy form to the Company's H Share registrar later than 24 hours before the time appointed for holding the AGM or any adjournment thereof, the second proxy form will be invalid and the First Proxy Form delivered by the shareholder will be revoked. The vote of proxy appointed by the shareholder, either by the First Proxy Form or the second proxy form, by the invalid or revoked form of proxy will not be counted for the voting of the resolutions. Therefore, shareholders are recommended to deliver this second proxy form no later than the closing time. Shareholder shall present in person if he/she intended to vote at the AGM.
10. For details of the resolutions, please refer to the first circular and the supplemental circular of the Company to be published dated June 5, 2019 and June 12, 2019 respectively.