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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)

SUPPLEMENTAL NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING

References are made to the notice (the “**First Notice**”) and the circular (the “**First Circular**”) both dated July 25, 2019 of China Merchants Securities Co., Ltd. (the “**Company**”), which set out the time and venue for convening the 2019 second extraordinary general meeting (the “**EGM**”) of the Company, and the resolution to be proposed at the EGM for consideration and approval by Shareholders.

Supplemental notice is hereby given that the EGM will be held at Marco Polo Shenzhen, 28 Fuhua 1st Road, Futian CBD, Shenzhen on Monday, September 9, 2019 at 10:00 a.m. as previously scheduled, for the purpose of considering and approving the following supplemental resolution, in addition to the resolution set out in the First Notice:

ORDINARY RESOLUTION

- (2) To consider and approve the resolution in relation to the provision of guarantees by China Merchants Securities International Company Limited for its wholly-owned subsidiaries.

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

Shenzhen, the PRC
August 23, 2019

Notes:

1. Save for the above supplemental resolution, there are no other changes to the resolution set out in the First Notice. For details of other resolutions to be considered and approved at the EGM, eligibility for attending the EGM, registration procedures, arrangements for closure of register of members and other relevant matters, please refer to the First Notice and the First Circular both dated July 25, 2019.
2. Proxy

The proxy form (the “**First Proxy Form**”) despatched along with the First Notice did not contain the additional resolution No. (2) as set out in this supplemental notice. As such, a second proxy form (the “**Second Proxy Form**”) has been prepared by the Company and is enclosed with this supplemental notice. Holders of H Shares shall deliver the Second Proxy Form to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by a designated person or by post in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Arrangements in relation to proxies of shareholders of A Shares of the Company will be determined and announced separately in the PRC by the Company.

To be valid, the Second Proxy Form shall be delivered in person or by post by the holders of H Shares of the Company 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 not less than 24 hours before the time for holding the EGM or any adjournment thereof or the time appointed for voting by poll. If the Second Proxy Form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the Second Proxy Form. Completion and return of the Second Proxy Form will not preclude shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish.

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 EGM (except for those resolutions to which the shareholders has indicated his/her voting direction in the First Proxy Form), including the additional resolution No. (2) set out in this supplemental notice of the EGM.
- (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 EGM or any adjournment thereof, the First Proxy Form previously lodged by him/her will be revoked and superseded by the Second Proxy Form. 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 EGM or any adjournment thereof, the Second Proxy Form will be invalid and the First Proxy Form previously 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 the Second Proxy Form no later than the closing time. Shareholder shall be present in person if he/she intended to vote at the EGM.

As at the date of this notice, the executive directors of the Company are Mr. HUO Da and Mr. XIONG Jiantao; the non-executive directors of the Company are Ms. SU Min, Mr. SU Jian, Mr. XIONG Xianliang, Ms. PENG Lei, Mr. HUANG Jian, Mr. WANG Daxiong 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. WONG Ti.