



# 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 2019 SECOND EXTRAORDINARY GENERAL MEETING TO BE HELD ON SEPTEMBER 9, 2019

Number of H Shares to which this second proxy form relates <sup>(Note 1)</sup>
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I/We<sup>(Note 2)</sup>

of<sup>(Note 2)</sup>

being shareholder(s) of \_\_\_\_\_ H Shares<sup>(Note 3)</sup> of China Merchants Securities Co., Ltd. (the "Company"), hereby

appoint THE CHAIRMAN OF THE MEETING or<sup>(Note 4)</sup>

of<sup>(Note 4)</sup>

as my/our proxy to attend and act for me/us on my/our behalf at the 2019 second extraordinary general meeting ("EGM") of the Company to be held at Marco Polo Shenzhen, 28 Fuhua 1st Road, Futian CBD, Shenzhen on Monday, September 9, 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 resolution set out in the notice of the EGM as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
(1)	(a) to approve the securities and financial products, transactions and services framework agreement (the "2019 Framework Agreement") dated May 21, 2019 entered into between the Company and China Merchants Group Limited; (b) to approve the proposed annual caps for the three years ending December 31, 2021 (the "Proposed Annual Caps"); and (c) to authorize any directors of the board of the Company to revise the Proposed Annual Caps and to make amendments, adjustments or supplements to the 2019 Framework Agreement, according to the provisions in domestic and foreign laws and regulations, requirements and advices from the relevant domestic and foreign governmental authorities and regulatory institutions.			
(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.			

Date: \_\_\_\_\_ 2019

Signature<sup>(Notes 6 and 7)</sup>: \_\_\_\_\_

### Notes:

- 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).
- 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 second proxy form 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 second proxy form, 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 First Notice and the Supplemental Notice of the EGM.
- 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.
- 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 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.
- In relation to the form of proxy (the "First Proxy Form") despatched on July 26, 2019 excluding the supplemental resolution No. (2) set out in the Supplemental Notice of the EGM, shareholders who had returned the First Proxy Form to the Company's H Share registrar should note that:
  - 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 the supplemental notice of the EGM.
  - 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 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.
  - 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 this second proxy form no later than the closing time. Shareholder shall present in person if he/she intended to vote at the EGM.
- For details of the resolutions, please refer to the First Circular and the Supplemental Circular of the Company dated July 25, 2019 and August 23, 2019 respectively.