



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 AT THE 2019 ANNUAL GENERAL MEETING TO BE HELD ON MAY 19, 2020

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 annual general meeting ("AGM") of the Company to be held at Marco Polo Shenzhen, 28 Fuhua 1st Road, Futian CBD, Shenzhen on Tuesday, May 19, 2020 at 10:00 a.m. to vote on my/our behalf at such meeting in respect of the resolutions set out in the 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 2019.			
2.	To consider and approve the working report of the Supervisory Committee of the Company for 2019.			
3.	To consider and approve the duty report of independent Directors of the Company for 2019.			
4.	To consider and approve the annual report of the Company for 2019.			
5.	To consider and approve the final accounts report of the Company for 2019.			
6.	To consider and approve the resolution on the budget for proprietary investment of the Company for 2020.			
7.	To consider and approve the resolution on contemplated ordinary related party transactions of the Company for 2020.			
7.01	Contemplated ordinary related party transactions with China Merchants Bank Co., Ltd.			
7.02	Contemplated ordinary related party transactions with China Merchants Group Limited and its associates			
7.03	Contemplated ordinary related party transactions with China Merchants Fund Management Co., Ltd.			
7.04	Contemplated ordinary related party transactions with Bosera Asset Management Co., Ltd.			
7.05	Contemplated ordinary related party transactions with Great Wall Securities Co., Ltd.			
7.06	Contemplated ordinary related party transactions with China COSCO Shipping Corporation Limited its concerted parties and related parties where Mr. Huang Jian, Mr. Wang Daxiong being the director and senior management			
7.07	Contemplated ordinary related party transactions with PICC Life Insurance Company Limited and China-US Insurance Advisory CO., LTD..			
7.08	Contemplated ordinary related party transactions with connected person			
7.09	Contemplated ordinary related party transactions with other related parties			
8.	To consider and approve the resolution on engagement of the auditors of the Company for 2020.			
9.	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.			
Special Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
10.	To consider and approve the resolution in relation to the proposed amendments to the Articles of Association of China Merchants Securities Co., Ltd..			
11.	To consider and approve the resolution in relation to the proposed amendments to the Rules of Procedure for General Meetings of China Merchants Securities Co., Ltd..			
12.	To consider and approve the resolution in relation to the proposed amendments to the Rules of Procedure for Board Meetings of China Merchants Securities Co., Ltd..			
13.	To consider and approve the resolution in relation to the proposed amendments to the Rules of Procedure for the Supervisory Committee of China Merchants Securities Co., Ltd..			
14.	To consider and approve the resolution on grant of General Mandate to the Board to issue additional H shares of the Company.			
15.	To consider and approve the resolution on grant of General Mandate to issue debt financing instruments, including:			
15.01	Issuer of debt financing instruments			
15.02	Issue size of debt financing instruments			
15.03	Type of debt financing instruments			
15.04	Maturity of debt financing instruments			
15.05	Interest rate of debt financing instruments			
15.06	Security and other credit enhancement arrangements			
15.07	Use of proceeds			
15.08	Issue price			
15.09	Issue target			
15.10	Listing of debt financing instruments			
15.11	Guarantee measures for repayment of debt financing instruments			
15.12	Authorization for issuance of the Company's onshore and offshore debt financing instruments			
15.13	Validity period of the resolution.			
16.	To consider and approve the resolution on profit distribution plan of the Company for 2019.			
17.	To consider and approve the resolution in relation to the Extension of the Validity Period of the Resolution on the Rights Issue Plan of the Company in 2019.			
18.	To consider and approve the resolution in relation to the Extension of the Validity Period of the Full Authorization to the Board to Deal with Relevant Matters in Relation to the Rights Issue Plan.			

Date: 2020

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 AGM. 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 AGM other than those referred to in the notice of the AGM.
- 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 AGM 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 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.
- Completion and return of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.
- For details of the resolutions, please refer to the circular of the Company to be published in relation to the AGM on or before April 29, 2020.