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(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6099)

**(1) PROPOSED CHANGE OF AUDITORS AND PROPOSED
APPOINTMENT OF AUDITORS FOR THE YEAR
ENDING DECEMBER 31, 2018**
**(2) PROPOSED CHANGE OF REGISTERED ADDRESS
AND**
(3) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

**PROPOSED CHANGE OF AUDITORS AND PROPOSED APPOINTMENT OF AUDITORS
FOR THE YEAR ENDING DECEMBER 31, 2018**

This announcement is made by China Merchants Securities Co., Ltd. (the “**Company**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

In accordance with the relevant requirements of the Administrative Measures on Tendering Procedures for the Appointment of Accounting Firms by Financial Enterprises (Provisional) (《金融企業選聘會計師事務所招標管理辦法(試行)》) (Caijin [2010] No. 169) (the “**Measures**”) issued by the Ministry of Finance of the People’s Republic of China, the term of appointment of an accounting firm by a financial enterprise shall not exceed 5 years in principle. Since the term of service of ShineWing Certified Public Accountants LLP, the current domestic auditor of the Company, has reached the time limit stipulated in the Measures, the board of directors of the Company (the “**Board**”) has resolved, with the recommendation from the audit committee of the Board (the “**Audit Committee**”), to propose to appoint Deloitte Touche Tohmatsu as the Company’s international auditor and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company’s domestic auditor and internal control auditor for the year ending December 31, 2018 (the “**Proposed Auditors Appointment**”).

The terms of service of SHINEWING (HK) CPA Limited, the current international auditor of the Company, and ShineWing Certified Public Accountants LLP, the current domestic auditor and internal control auditor of the Company, will expire at the 2017 annual general meeting of the Company. ShineWing Certified Public Accountants LLP and SHINEWING (HK) CPA Limited have confirmed in writing that there were no matters regarding the proposed change of auditors of the Company that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”). The Board is not aware of any matter regarding the proposed change of auditors that should be brought to the attention of the Shareholders. The Board and the Audit Committee confirmed that there were no disagreements or unresolved matters between the Company and ShineWing Certified Public Accountants LLP and/or SHINEWING (HK) CPA Limited regarding the proposed change of auditors.

The Board would like to take this opportunity to express its sincere gratitude to ShineWing Certified Public Accountants LLP and SHINEWING (HK) CPA Limited for their professional services provided to the Company for the past years.

PROPOSED CHANGE OF REGISTERED ADDRESS

The Board proposed to change the registered address of the Company in the People's Republic of China (the "PRC") to "No. 111, Fuhuayi Road, Futian District, Shenzhen" (深圳市福田區福華一路111號).

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

Reference is made to the circular of the Company dated November 30, 2017 and the announcements of the Company dated October 27, 2017 and December 15, 2017 in relation to, among other things, certain proposed amendments to the existing articles of association of the Company (the "**Previous Amendments**"). The special resolution in relation to the Previous Amendments was passed in the extraordinary general meeting of the Company on December 15, 2017. According to the relevant PRC laws and regulations, the Previous Amendments to the Articles of Association are subject to the obtaining of approval from the relevant securities regulatory authorities, which has yet to be obtained as at the date of this announcement.

Due to the proposed change in registered address, the Board proposed the following amendment (the "**Proposed Articles Amendment**") to the articles of association of the Company:

Original Article

Article 5 Address: 38–45F, Block A, Jiangsu Building, Yitian Road, Futian District, Shenzhen...

New Article

Article 5 Address: No. 111, Fuhuayi Road, Futian District, Shenzhen

The Proposed Articles Amendment is subject to approval of the Shareholders at a general meeting of the Company and the obtaining of approval from the relevant securities regulatory authorities.

GENERAL

The Proposed Auditors Appointment, the proposed change of registered address and the Proposed Articles Amendment are subject to the approval of the Shareholders at the general meeting of the Company.

A circular containing, among other things, details of the Proposed Auditors Appointment, the proposed change of registered address and the Proposed Articles Amendment will be despatched by the Company to the Shareholders as soon as practicable.

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

Shenzhen, the PRC
March 27, 2018

As at the date of this announcement, the Board of the Company comprises Mr. HUO Da, Mr. WANG Yan and Mr. XIONG Jiantao as executive directors; Ms. SU Min, Mr. XIONG Xianliang, Mr. SU Jian, Ms. PENG Lei, Mr. HUANG Jian, Mr. WANG Daxiong and Mr. CHEN Zhigang as non-executive directors; and Mr. XIANG Hua, Mr. XIAO Houfa, Mr. XIONG Wei, Mr. HU Honggao and Mr. WONG Ti as independent non-executive directors.