



# 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 2024 FIRST EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, JANUARY 18, 2024

Number of H Shares to which this form of proxy 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 2024 first extraordinary general meeting ("EGM") of the Company to be held at China Merchants Securities Building, No. 111 Fuhua Yi Road, Futian Street, Futian District, Shenzhen, Guangdong Province, the PRC on Thursday, January 18, 2024 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 EGM as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

Special Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1	To consider and approve the resolution on the proposed amendments to the Articles of Association of the Company.			
2	To consider and approve the resolution on the proposed amendments to the Rules of Procedure for General Meetings of the Company.			
3	To consider and approve the resolution on the proposed amendments to the Rules of Procedure for Board Meetings of the Company.			
4	To consider and approve the resolution on the proposed amendments to the Rules of Procedure for the Supervisory Committee of the Company.			
Ordinary Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
5	To consider and approve the resolution on the proposed amendments to the Rules for Independent Directors of the Company.			
Ordinary Resolutions Voted under Cumulative Voting System <sup>(Note 6)</sup>				
6	To consider and approve the resolution on the election of non-independent directors of the eighth session of the board of directors of the Company:	Cumulative Voting System (Please fill in the number of shares voted) <sup>(Note 6)</sup>		
	6.01 Mr. HUO Da as an executive director;			
	6.02 Mr. ZHANG Jian as a non-executive director;			
	6.03 Mr. DENG Weidong as a non-executive director;			
	6.04 Mr. LIU Weiwu as a non-executive director;			
	6.05 Mr. WU Zongmin as an executive director;			
	6.06 Mr. LI Xiaofei as a non-executive director;			
	6.07 Mr. MA Boyin as a non-executive director;			
	6.08 Mr. HUANG Jian as a non-executive director;			
	6.09 Mr. ZHANG Mingwen as a non-executive Director; and			
6.10 Ms. DING Lusha as a non-executive director.				
7	To consider and approve the resolution on the election of independent directors of the eighth session of the board of directors of the Company:	Cumulative Voting System (Please fill in the number of shares voted) <sup>(Note 6)</sup>		
	7.01 Mr. YIP, Ying Chi Benjamin as an independent non-executive director;			
	7.02 Ms. ZHANG Ruijun as an independent non-executive director;			
	7.03 Mr. CAO Xiao as an independent non-executive director; and			
	7.04 Mr. FENG Jinhua as an independent non-executive director.			
8	To consider and approve the resolution on the election of shareholders' representative supervisors of the eighth session of the supervisory committee of the Company:	Cumulative Voting System (Please fill in the number of shares voted) <sup>(Note 6)</sup>		
	8.01 Mr. ZHU Eric Liwei as a shareholders' representative supervisor;			
	8.02 Mr. WANG Zhangwei as a shareholders' representative supervisor;			
	8.03 Mr. MA Yunchun as a shareholders' representative supervisor;			
	8.04 Mr. PENG Luqiang as a shareholders' representative supervisor; and			
	8.05 Mr. ZOU Qun as a shareholders' representative supervisor.			

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

Signature <sup>(Note 7)</sup>: \_\_\_\_\_

*Notes:*

1. 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).
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 CAPITALS**.
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 EGM. 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.
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 form of proxy, 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 notice of the EGM.
6. For the voting on resolutions No. 6.01 to No. 6.10, resolutions No. 7.01 to No. 7.04 and resolutions No. 8.01 to No. 8.05, the cumulative voting system shall be adopted. Please indicate by inserting the number of votes in the space provided as to how you wish your votes to be cast.
  - (i) For the election of non-independent directors (i.e. executive directors and non-executive directors), the number of votes you are entitled to is equal to the number of shares you hold multiplied by the total number of non-independent directors that you are entitled to elect. Such number of votes may only be cast on the candidates for non-independent directors of the Company, and the candidate with the most votes shall be elected. The total number of votes cast by you for one or several candidate(s) for non-independent directors shall not be in excess of the number of votes to which you are entitled, otherwise such vote shall be invalid. Where the total number of votes cast for one or several candidate(s) for non-independent directors is less than the number of votes to which you are entitled, such vote shall be valid, and the voting rights attached to the difference between the votes actually cast and the votes which you are entitled to cast shall be deemed to have been waived.
  - (ii) For the election of independent directors, the number of votes you are entitled to is equal to the number of shares you hold multiplied by the total number of independent directors that you are entitled to elect. Such number of votes may only be cast on the candidates for independent directors of the Company, and the candidate with the most votes shall be elected. The total number of votes cast by you for one or several candidate(s) for independent directors shall not be in excess of the number of votes to which you are entitled, otherwise such vote shall be invalid. Where the total number of votes cast for one or several candidate(s) for independent directors is less than the number of votes to which you are entitled, such vote shall be valid, and the voting rights attached to the difference between the votes actually cast and the votes which you are entitled to cast shall be deemed to have been waived.
  - (iii) For the election of shareholders’ representative supervisors, the number of votes you are entitled to is equal to the number of shares you hold multiplied by the total number of shareholders’ representative supervisors that you are entitled to elect. Such number of votes may only be cast on the candidates for shareholders’ representative supervisors of the Company, and the candidate with the most votes shall be elected. The total number of votes cast by you for one or several candidate(s) for shareholders’ representative supervisors shall not be in excess of the number of votes to which you are entitled, otherwise such vote shall be invalid. Where the total number of votes cast for one or several candidate(s) for shareholders’ representative supervisors is less than the number of votes to which you are entitled, such vote shall be valid, and the voting rights attached to the difference between the votes actually cast and the votes which you are entitled to cast shall be deemed to have been waived.
7. 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.
8. 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 EGM or the time appointed for voting by poll.
9. 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.
10. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.
11. For details of the resolutions, please refer to the circular of the Company dated December 28, 2023.