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*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6099)**

## **NOTICE OF 2023 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2023 annual general meeting (the “AGM”) of China Merchants Securities Co., Ltd. (the “**Company**”) will be held at China Merchants Securities Building, No. 111, Fuhua Yi Road, Futian Street, Futian District, Shenzhen, the PRC on Friday, June 28, 2024 at 10:00 a.m. to consider and approve the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the working report of the Board of the Company for 2023.
2. To consider and approve the working report of the Supervisory Committee of the Company for 2023.
3. To consider and approve the duty report of Independent Directors of the Company for 2023.
4. To consider and approve the annual report of the Company for the year 2023.
5. To consider and approve the final accounts report of the Company for 2023.
6. To consider and approve the resolution on the profit distribution plan of the Company for 2023.
7. To consider and approve the resolution on the authorization for interim profit distribution of the Company for 2024.
8. To consider and approve the resolution on the budget for the proprietary investment of the Company for 2024.
9. To consider and approve the resolution on the contemplated ordinary related party transactions of the Company for 2024:
  - 9.01 Contemplated ordinary related party transactions with China Merchants Bank Co., Ltd. and its subsidiaries;

- 9.02 Contemplated ordinary related party transactions with China Merchants Group Limited and its related parties (including major upstream and downstream enterprises, but excluding China Merchants Bank and its subsidiaries);
- 9.03 Contemplated ordinary related party transactions with China COSCO Shipping Corporation Limited and its related parties;
- 9.04 Contemplated ordinary related party transactions with PICC Life Insurance Company Limited and its related parties;
- 9.05 Contemplated ordinary related party transactions with the Directors, Supervisors and senior management of the Company; and
- 9.06 Contemplated ordinary related party transactions with other related parties.
10. To consider and approve the resolution on the guarantee authorization scheme for the year 2024 of China Merchants Securities International Company Limited and its wholly-owned subsidiaries.
11. To consider and approve the resolution on the Shareholders' return plan (2024-2026) of the Company.

### **SPECIAL RESOLUTION**

12. To consider and approve the resolution on the grant of the General Mandate to the Board to issue additional H Shares of the Company.

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

Shenzhen, the PRC  
June 6, 2024

*Notes:*

1. Eligibility for attending the AGM and date of registration of members.
- (1) For the purpose of determining the H Shareholders who are entitled to attend the AGM, the register of members of H Shares of the Company will be closed from Monday, June 24, 2024 to Friday, June 28, 2024 (both days inclusive), during which period no transfer of H Shares will be registered. All transfer documents accompanied by the relevant share certificates shall be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not

later than 4:30 p.m. on Friday, June 21, 2024. H Shareholders whose names appear on the register of members of H Shares of the Company on Friday, June 21, 2024 are entitled to attend and vote at the AGM.

- (2) Further announcement will be made by the Company in the PRC regarding the record date and arrangements for holders of A Shares of the Company who are entitled to attend the AGM.

## 2. Proxy

- (1) A Shareholder who is entitled to attend and vote at the AGM may appoint one or more proxy(ies) to attend and vote on his/her/its behalf. A proxy need not be a Shareholder of the Company. A proxy of a Shareholder who has appointed more than one proxy may only vote by poll.
- (2) If a Shareholder wishes to appoint his/her/its proxy(ies) to attend the AGM, the instrument appointing a proxy shall be in writing under the hand of the appointor or his/her/its attorney duly authorized in writing, or if the appointor is a legal person, either under seal or signed by a director or duly authorized attorney. If the instrument is signed by an attorney of the appointor, the power of attorney authorizing the attorney to sign or other document of authorization shall be notarized.
- (3) In order to be valid, the notarized power of attorney or other document of authorization and the form of proxy shall be delivered to 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 appointed for the AGM.

## 3. Registration procedures for attending the AGM

- (1) A Shareholder attending in person should present valid proof of identity or stock account card when attending the AGM. In the case of attendance by proxy, the proxy should present valid proof of identity and the proxy form(s) of the Shareholder.
- (2) If a Shareholder is a legal person, its legal representative should present his/her proof of identity and valid proof of his/her capacity as a legal representative. In the case of attendance by proxy of the legal representative, the proxy should present his/her proof of identity and a written letter of authorization duly issued by such legal representative when attending the AGM.

## 4. Voting by poll

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a shareholders' general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the AGM will demand a poll in relation to all the proposed resolutions at the AGM in accordance with Article 108 of the Articles of Association of the Company.

Pursuant to Rule 2.15 of the Listing Rules, where Shareholders' approval is required with regard to a transaction, any Shareholder that has a material interest in such transaction shall abstain from voting on the resolution(s) approving such transaction at the shareholders' general meeting. As such, the abovementioned ordinary resolution No. 9 will be taken by poll by Shareholders who do not hold any interest in relation to such resolution. Shareholders controlled by China Merchants Group Limited are required to abstain from voting on the abovementioned ordinary resolutions No. 9.01 and 9.02. Shareholders controlled by China COSCO Shipping Corporation Limited are required to abstain from

voting on the abovementioned ordinary resolution No. 9.03. PICC Life Insurance Company Limited is required to abstain from voting on the abovementioned ordinary resolution No. 9.04. Shareholders who have a controlling relationship with or are controlled by the same entity that controls any of such other related parties mentioned in ordinary resolution No. 9.06 set out in the notice of the AGM are required to abstain from voting on ordinary resolution No. 9.06.

5. Miscellaneous

(1) Shareholders who attend the AGM in person or by proxy shall bear their own travelling and accommodation expenses.

(2) The contact details of the AGM are as follows:

Computershare Hong Kong Investor Services Limited

Address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for lodging transfer documents)  
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for deposit of proxy form)

Telephone: (852) 2862 8555  
Fax: (852) 2865 0990

The Company

Contact address: No. 111, Fuhua Yi Road, Futian Street, Futian District, Shenzhen, Guangdong Province, the PRC  
General office of China Merchants Securities Co., Ltd.

Contact person: SHANG Zhe and SUN Ya  
Contact number: (86)755-8308 1596 and (86)755-8308 1580  
Fax: (86)755-8294 4669

(3) For details of the resolutions to be submitted for consideration and approval at the AGM, please refer to the circular of the Company dated June 6, 2024.

*As at the date of this notice, the executive directors of the Company are Mr. HUO Da and Mr. WU Zongmin; the non-executive directors of the Company are Mr. ZHANG Jian, Mr. DENG Weidong, Mr. LIU Weiwu, Mr. LI Xiaofei, Mr. MA Boyin, Mr. HUANG Jian, Mr. ZHANG Mingwen and Ms. DING Lusha; and the independent non-executive directors of the Company are Mr. XIANG Hua, Mr. YIP, Ying Chi Benjamin, Ms. ZHANG Ruijun, Mr. CAO Xiao and Mr. FENG Jinhua.*