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If you have sold or otherwise transferred all your shares in **China Merchants Securities Co., Ltd.**, you should at once hand this supplemental circular and the enclosed second form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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

(Stock Code: 6099)

**PROPOSED ENGAGEMENT OF
THE AUDITORS OF THE COMPANY FOR 2024,
PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR,
PROPOSED ADJUSTMENT TO THE NUMBER OF MEMBERS OF
THE SUPERVISORY COMMITTEE OF THE COMPANY,
PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION OF THE COMPANY
AND
SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING**

Pursuant to the Articles of Association, Shareholders who individually or jointly hold 3% or more of the total number of the Company's voting shares for a consecutive of 180 days or more shall be entitled to propose motions in writing to the Company no later than 10 days before the holding of the shareholders' general meeting of the Company. China Merchants Financial Holdings Co., Ltd. (directly and indirectly holding approximately 44.17% of the issued Shares of the Company) has submitted supplemental proposals to the Company in relation to the proposed engagement of the auditors of the Company for 2024, the proposed appointment of independent non-executive Director and the proposed adjustment to the number of members of the Supervisory Committee of the Company as ordinary resolutions, and a supplemental proposal to the Company in relation to the proposed amendments to the Articles of Association of the Company as a special resolution at the AGM for consideration and approval, details of which are set forth in this supplemental circular (the "**Supplemental Circular**").

The Supplemental Circular shall be read in conjunction with the circular of the 2023 annual general meeting dated June 6, 2024 (the "**First Circular**").

A notice (the "**First Notice**") and the proxy form (the "**First Proxy Form**") convening the AGM to 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. were despatched along with the First Circular on June 6, 2024, and published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.cmschina.com). A supplemental notice notifying the AGM to be held as originally scheduled and containing additional proposed resolutions is set out on pages N-1 to N-2 of the Supplemental Circular. The second proxy form (the "**Second Proxy Form**") containing the originally proposed resolutions and the additional proposed resolutions is also enclosed herewith.

If you are not able to attend the AGM, please complete and return the Second Proxy Form in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof and deposit it together with the notarised power of attorney or other document of authorization with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares). Completion and return of the Second Proxy Form will not preclude you from attending and voting at the AGM in person.

June 13, 2024

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context otherwise requires:

“A Share(s)”	domestic share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the SSE (stock code: 600999)
“AGM”	the annual general meeting of 2023 to be held by the Company 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.
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board” or “Board of Directors”	the board of directors of the Company
“Company”	China Merchants Securities Co., Ltd., a joint stock limited company incorporated in the PRC under the laws of the PRC in August 1993; the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 6099) and the A Shares of which are listed on the SSE (stock code: 600999)
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“H Share(s)”	overseas-listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange (stock code: 6099)
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)” or “Independent Director(s)”	the independent non-executive Director(s) of the Company
“Latest Practicable Date”	June 11, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC” or “China”	the People’s Republic of China, and for the purposes of this circular only, except where the context requires otherwise, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Share(s)”	the ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“Shareholders(s)”	holder(s) of the Share(s)
“SSE”	the Shanghai Stock Exchange
“Supervisor(s)”	members of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

Unless the context otherwise requires, all amounts are stated in RMB.

LETTER FROM THE BOARD



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

(Stock Code: 6099)

Executive Directors:

Mr. HUO Da (*Chairman of the Board*)

Mr. WU Zongmin (*President*)

Non-executive Directors:

Mr. ZHANG Jian

Mr. DENG Weidong

Mr. LIU Weiwu

Mr. LI Xiaofei

Mr. MA Boyin

Mr. HUANG Jian

Mr. ZHANG Mingwen

Ms. DING Lusha

Registered Office:

No. 111, Fuhua Yi Road

Futian Street

Futian District

Shenzhen

the PRC

Principal Place of Business in Hong Kong:

48/F, One Exchange Square

8 Connaught Place

Central

Hong Kong

Independent Non-executive Directors:

Mr. XIANG Hua

Mr. YIP, Ying Chi Benjamin

Ms. ZHANG Ruijun

Mr. CAO Xiao

Mr. FENG Jinhua

June 13, 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED ENGAGEMENT OF
THE AUDITORS OF THE COMPANY FOR 2024,
PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR,
PROPOSED ADJUSTMENT TO THE NUMBER OF MEMBERS OF
THE SUPERVISORY COMMITTEE OF THE COMPANY,
PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION OF THE COMPANY
AND
SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

References are made to (i) the announcement of the Company dated June 11, 2024 in relation to the engagement of the auditors of the Company for 2024; (ii) the announcement of the Company dated June 11, 2024 in relation to the proposed appointment of independent non-executive Director and the proposed amendments to the Articles of Association of the Company; (iii) the First Circular; and (iv) the First Notice, which contain, among others, the original proposed resolutions to be submitted at the 2023 annual general meeting for Shareholders' approval. This Supplemental Circular shall be read in conjunction with the First Circular.

Pursuant to the Articles of Association, Shareholders who individually or jointly hold 3% or more of the total number of the Company's voting shares for a consecutive of 180 days or more shall be entitled to propose motions in writing to the Company no later than 10 days before the holding of the shareholders' general meeting of the Company. China Merchants Financial Holdings Co., Ltd. (directly and indirectly holding approximately 44.17% of the issued Shares of the Company) has submitted supplemental proposals to the Company in relation to the proposed engagement of the auditors of the Company for 2024, the proposed appointment of independent non-executive Director and the proposed adjustment to the number of members of the Supervisory Committee of the Company as ordinary resolutions, and a supplemental proposal to the Company in relation to the proposed amendments to the Articles of Association of the Company as a special resolution at the 2023 annual general meeting for consideration and approval, details of which are set forth in this Supplemental Circular.

1. THE RESOLUTION ON THE ENGAGEMENT OF THE AUDITORS OF THE COMPANY FOR 2024

Reference is made to the announcement of the Company dated June 11, 2024, in relation to the proposed change of auditors and the proposed appointment of auditors for the year ending December 31, 2024.

In accordance with the requirements of the Administrative Measures for the Appointment of Accounting Firms by State-owned Financial Enterprises (Caijin [2020] No. 6) (《國有金融企業選聘會計師事務所管理辦法》(財金[2020]6號)) (the "**Measures**") issued by the Ministry of Finance of the People's Republic of China, since Deloitte Touche Tohmatsu Certified Public Accountants LLP, the current domestic auditor of the Company, and Deloitte Touche Tohmatsu, the Company's international auditor, have been the auditors of the financial statements of the Company for six consecutive years, upon the completion of relevant procedures, the Board has resolved, with the recommendation from the audit committee of the Board (the "**Audit Committee**"), to propose to appoint KPMG Huazhen LLP as the Company's domestic auditor and internal control auditor for the year ending December 31, 2024, and KPMG as the Company's international auditor for the year ending December 31, 2024. The total audit fees charged by KPMG Huazhen LLP and KPMG to the Company for 2024 shall not exceed RMB4.53 million (tax inclusive), including meal and traveling expenses, etc. It is also proposed to the AGM to authorize the Board to determine the adjustment in the audit fees if there is any increase to the audit fees due to the change in the scope of services.

LETTER FROM THE BOARD

The terms of service of Deloitte Touche Tohmatsu Certified Public Accountants LLP, the current domestic auditor and internal control auditor of the Company, and Deloitte Touche Tohmatsu, the current international auditor of the Company, will expire on the date of the AGM. Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu 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. 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 Deloitte Touche Tohmatsu Certified Public Accountants LLP and/or Deloitte Touche Tohmatsu regarding the proposed change of auditors.

The Board and the Audit Committee have reviewed the qualifications, credentials and experience of KPMG Huazhen LLP and KPMG, and are of the opinion that they meet the regulatory requirements in respect of practicing qualifications, professional competence, independence and integrity.

The above resolution has been considered and approved by the Board on June 11, 2024, and is hereby proposed at the AGM for the Shareholders' consideration and approval by way of an ordinary resolution.

2. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated June 11, 2024 in relation to the proposed appointment of independent non-executive Director and the proposed amendments to the Articles of Association.

The Board has resolved to nominate Ms. CHEN Xin (“**Ms. CHEN**”) as a candidate for independent non-executive Director of the eighth session of the Board at the meeting held on June 11, 2024. The appointment of Ms. CHEN is subject to the consideration and approval by the Shareholders at the AGM by way of an ordinary resolution.

The term of office of Ms. CHEN as an independent non-executive Director of the Company will take effect from the date on which the resolution in relation to her appointment as an independent non-executive Director of the eighth session of the Board is approved by the Shareholders at the AGM by way of an ordinary resolution until the expiry of the term of the eighth session of the Board. Pursuant to the Articles of Association, Ms. CHEN is eligible for re-election upon the expiry of her term of office.

The biographical details of Ms. CHEN and other information relating to her appointment are as follows:

Ms. CHEN Xin (陳欣), aged 55, served as a member of the Executive Committee and the Head of China market of Banque Internationale à Luxembourg S.A. from April 2022 to April 2023. From January 2015 to March 2022, she successively served as the head of the preparatory group of London Branch, the chief representative of London Representative Office and the General Manager of London Branch of Shanghai Pudong Development Bank (a company listed on the Shanghai Stock Exchange, stock code: 600000). Ms. CHEN served as a deputy section chief of the Reserve Management

LETTER FROM THE BOARD

Division of the Foreign Exchange Business Department (外匯業務司儲備管理處), section chief of the Clearing Division of the Reserve Management Department (儲備管理司清算處) of SAFE (the State Administration of Foreign Exchange), dealer of the dealing room of the People's Bank of China Representative Office for Europe, section chief of the Risk Management Division (風險管理處), deputy head of the Comprehensive Division (綜合處), head of the Internal Audit Division & Human Resource Division (內部審計處兼人力資源處) of the Reserve Management Department of SAFE, the head and chief dealer of the Dealing Room of the People's Bank of China Representative Office for Europe, General Manager of China Huaou Investment Company Limited (中國華歐投資有限公司) (Ginkgo Tree Investment Co., Ltd (銀杏樹投資有限公司)), deputy head of the preparatory group and the deputy CEO of Agricultural Bank of China (UK) Ltd.

Ms. CHEN Xin obtained a bachelor's degree in international accounting from Tianjin University of Finance and Economics in July 1991 and a master's degree in MBA from University of Westminster in the United Kingdom in February 2002.

With many years of experience in the financial industry, Ms. CHEN is able to promote the diversity of the Board and will bring more sophisticated perspective, expertise and experience in the financial industry to the Board. When determining the nomination of Ms. CHEN as an independent non-executive Director of the Company, the Company considered the diversity of Board members in several aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge, as well as the contribution and value that can be provided to the Board. The benefits from the diversity of the Board members are also taken into full consideration according to their objective conditions. The selection of Board members is conducted in accordance with laws, regulations and relevant requirements of the securities regulatory authorities. Based on the Board diversity policy and nomination policy of the Company and at the recommendation of the nomination committee of the Board, the Board has proposed to appoint Ms. CHEN as an independent non-executive Director of the Company after comprehensively taking into account of her education background, knowledge, skills, experience and the contributions she can make to the Board.

As at the Latest Practicable Date, Ms. CHEN has confirmed: (i) that she meets the independence requirements in relation to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) that she has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect her independence at the time of her election. Accordingly, the Board considers that Ms. CHEN meets the independence requirements set out in Rule 3.13 of the Listing Rules.

Upon the approval by the Shareholders at the AGM by way of an ordinary resolution on the appointment of Ms. CHEN as an independent non-executive Director of the Company, the Company will enter into a service contract with Ms. CHEN. During her term of office as an independent non-executive Director of the Company, Ms. CHEN will receive RMB0.2 million (before tax) per annum as director's allowance from the Company, which is determined with reference to her duties and responsibilities with the Company, and shall be stipulated in the service contract.

LETTER FROM THE BOARD

Ms. CHEN has confirmed that, save as disclosed above, as of the Latest Practicable Date: (1) she does not hold any other positions in the Company or any of its subsidiaries, nor has she held any directorships in the last three years in any other public companies where the securities of which are listed on any securities market in Hong Kong or overseas; (2) she does not have any relationship with any other Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; (3) she does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (4) she does not have any matters regarding her proposed appointment that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor is there any other matter regarding her proposed appointment that shall be brought to the attention of the Shareholders.

The above resolution has been considered and approved by the Board on June 11, 2024, and is hereby proposed at the AGM for the Shareholders' consideration and approval by way of an ordinary resolution.

3. PROPOSED ADJUSTMENT TO THE NUMBER OF MEMBERS OF THE SUPERVISORY COMMITTEE OF THE COMPANY

An ordinary resolution will be proposed at the AGM to approve the adjustment to the number of members of the Supervisory Committee of the Company, the full text of which is set out as below:

In accordance with the Articles of Association, the Supervisory Committee of the Company consists of nine Supervisors, including six shareholders' representative Supervisors and three employees' representative Supervisors.

To further optimize the governance structure of the Company, the Supervisory Committee has resolved to propose that the number of members of the Supervisory Committee of the Company be adjusted from nine to six, including four shareholders' representative Supervisors and two employees' representative Supervisors, and has proposed to amend the relevant provisions of the Articles of Association accordingly.

The above resolution has been considered and approved by the Supervisory Committee on June 11, 2024, and is hereby proposed at the AGM for the Shareholders' consideration and approval by way of an ordinary resolution.

4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Reference is made to the announcement of the Company dated June 11, 2024 in relation to the proposed appointment of independent non-executive Director and the proposed amendments to the Articles of Association.

LETTER FROM THE BOARD

According to the Rules on Strengthening the Supervision and Administration of Listed Securities Companies (《關於加強上市證券公司監管的規定》) and the proposed adjustments to the members of the Supervisory Committee of the Company, on June 11, 2024, the Board has resolved to make proposed amendments (the “**Proposed Amendments**”) to the existing Articles of Association. The Proposed Amendments mainly include: (1) adjusting the relevant provisions on the number of members of the Supervisory Committee; and (2) revising the restrictions on the rights of entities directly and indirectly holding more than 5% of the shares without approval.

The details of the Proposed Amendments are set out as follows:

Serial number and content of original articles	Serial number and content of new articles	Reasons for amendments
<p>Article 41</p> <p>Any entity or individual is prohibited from directly or indirectly holding 5% or above of the shares in the Company without the approval of CSRC, failing which such act shall be rectified in due course and relevant shares will not carry voting rights before such rectification.</p>	<p>Article 41</p> <p>Any entity or individual is prohibited from directly or indirectly holding 5% or above of the shares in the Company without the approval of CSRC, failing which such act shall be rectified in due course and <u>the entity or individual is forbidden to exercise such rights of requesting a general meeting, voting, nomination, making a proposal, disposing of its shareholding, etc. before</u> such rectification.</p>	<p>Rules on Strengthening the Supervision and Administration of Listed Securities Companies:</p> <p>3. The listed securities companies shall, in accordance with the relevant provisions of the Regulation on the Supervision and Administration of Securities Companies and the Provisions for the Administration of Equity Ownership in Securities Companies, specify in their articles of association that any entity or individual, who became a substantial shareholder or the actual controller of the company without the approval from the securities regulatory authority under the State Council, shall be rectified in due course. The entity or individual is forbidden to exercise such rights of requesting a general meeting, voting, nomination, making a proposal, disposing of its shareholding, etc. before such rectification.</p> <p>.....</p>

LETTER FROM THE BOARD

Serial number and content of original articles	Serial number and content of new articles	Reasons for amendments
<p>Article 179 The Company shall have a Board of Supervisors. The Board of Supervisors shall consist of <u>nine</u> supervisors. The Board of Supervisors shall have one chairman, who shall be elected by more than half of all the supervisors. The chairman of the Board of Supervisors shall convene and preside over the meeting of the Board of Supervisors; and where the chairman of the Board of Supervisors cannot perform such functions or fails to do so or is vacant, a supervisor jointly elected by half or more of the supervisors shall convene and preside over the meeting of the Board of Supervisors.</p> <p>In the Board of Supervisors, <u>six</u> supervisors shall be representatives of shareholders elected by the general meeting of shareholders; and <u>three</u> shall be representatives of the staff and workers elected by the staff and workers of the Company by democratic means.</p>	<p>Article 179 The Company shall have a Board of Supervisors. The Board of Supervisors shall consist of <u>six</u> supervisors. The Board of Supervisors shall have one chairman, who shall be elected by more than half of all the supervisors. The chairman of the Board of Supervisors shall convene and preside over the meeting of the Board of Supervisors; and where the chairman of the Board of Supervisors cannot perform such functions or fails to do so or is vacant, a supervisor jointly elected by half or more of the supervisors shall convene and preside over the meeting of the Board of Supervisors.</p> <p>In the Board of Supervisors, <u>four</u> supervisors shall be representatives of shareholders elected by the general meeting of shareholders; and <u>two</u> shall be representatives of the staff and workers elected by the staff and workers of the Company by democratic means.</p>	<p>Adjusted according to the Company's management needs</p>

Except for the above articles, other articles in the original Articles of Association shall remain unchanged. The English version of the Articles of Association is an unofficial translation of the Chinese version. In the event of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.

The Proposed Amendments are subject to the consideration and approval by the Shareholders at the AGM by way of a special resolution. The amended Articles of Association shall come into effect from the date of approval upon consideration by the AGM. Before that, the existing Articles of Association shall remain effective. The Board has also resolved to propose to the AGM to authorize the Board in turn to authorize the management of the Company to handle the filing and change of business registration procedures with relevant regulatory authorities involved in the Proposed Amendments, and to make adjustments to the Proposed Amendments according to the opinions of relevant filing and registration authorities (if any).

LETTER FROM THE BOARD

The above resolution has been considered and approved by the Board on June 11, 2024, and is hereby proposed at the AGM for the Shareholders' consideration and approval by way of a special resolution.

AGM

The First Notice and the First Proxy Form convening the AGM to 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. were despatched along with the First Circular on June 6, 2024, and published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.cmschina.com). A supplemental notice notifying the AGM to be held as originally scheduled and containing additional proposed resolutions is set out on pages N-1 to N-2 of this Supplemental Circular. The Second Proxy Form containing the originally proposed resolutions and the additional proposed resolutions is also enclosed herewith.

If you are not able to attend the AGM, please complete and return the Second Proxy Form in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof and deposit it together with the notarised power of attorney or other document of authorization with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares). Completion and return of the Second Proxy Form will not preclude you from attending and voting at the AGM in person.

RECOMMENDATION

The Board believes that all the resolutions mentioned above are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favor of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
HUO Da
Chairman

SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING



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

SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

References are made to (i) the notice (the “**First Notice**”) and the circular (the “**First Circular**”) dated June 6, 2024 of China Merchants Securities Co., Ltd. (the “**Company**”), which set out, among others, the time for convening the 2023 annual general meeting (the “**AGM**”) of the Company, and the resolutions to be proposed at the AGM for the Shareholders’ consideration and approval.

Supplemental notice is hereby given that the AGM 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. as previously scheduled, for the purpose of considering and approving the following supplemental resolutions, in addition to the resolutions set out in the First Notice:

ORDINARY RESOLUTIONS

13. To consider and approve the resolution on the engagement of the auditors of the Company for 2024.
14. To consider and approve the appointment of Ms. CHEN Xin as an independent non-executive Director of the Company.
15. To consider and approve the resolution on the adjustment to the number of members of the Supervisory Committee of the Company.

SPECIAL RESOLUTION

16. To consider and approve the amendments to the Articles of Association of the Company.

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

Shenzhen, the PRC
June 13, 2024

Notes:

1. Save for the above supplemental resolutions, there are no other changes to the resolutions set out in the First Notice. For details of other resolutions to be considered and approved at the AGM, eligibility for attending the AGM, registration procedures, arrangements for closure of register of members and other relevant matters, please refer to the First Notice and the First Circular dated June 6, 2024.

SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

2. Proxy

The proxy form (the “**First Proxy Form**”) despatched along with the First Notice did not contain the additional resolutions as set out in this supplemental notice. As such, the second proxy form (the “**Second Proxy Form**”) has been prepared by the Company and is enclosed with this supplemental notice. Holders of H Shares shall deliver the Second Proxy Form to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by a designated person or by post in any event not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof. Arrangements in relation to proxies of holders of A Shares of the Company will be determined and announced separately in the PRC by the Company.

To be valid, the Second Proxy Form shall be delivered in person or by post by the holders of H Shares of the Company 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 not less than 24 hours before the time for holding the AGM or any adjournment thereof or the time appointed for voting by poll. If the Second Proxy Form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the Second Proxy Form. Completion and return of the Second Proxy Form will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they so wish.

Shareholders who had returned the First Proxy Form to the Company’s H Share registrar should note that:

- (i) 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/it. 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 AGM (except for those resolutions to which the Shareholders has indicated his/her/its voting direction in the First Proxy Form), including the additional resolutions set out in this supplemental notice.
- (ii) 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 AGM or any adjournment thereof, the First Proxy Form previously lodged by him/her/it will be revoked and superseded by the Second Proxy Form. The Second Proxy Form, if correctly completed, will be deemed as a valid proxy form lodged by such Shareholder.
- (iii) 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 AGM 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 the Second Proxy Form no later than the closing time. Shareholder shall present in person if he/she/it intended to vote at the AGM.

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.