



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)

SECOND PROXY FORM

AT THE 2023 ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, JUNE 28, 2024

Number of H Shares to which this second proxy form relates ^(Note 1)	
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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 2023 annual general meeting ("AGM") of the Company 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. or any adjournment thereof and to vote on my/our behalf at such meeting or at any adjournment thereof in respect of the resolutions set out in the first notice and the supplemental 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 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 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 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		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
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.			

Ordinary Resolutions		For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
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		For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
16.	To consider and approve the amendments to the Articles of Association of the Company.			

Date: _____ 2024

Signature *(Note 6)*: _____

Notes:

- Please insert the number of H Shares registered in your name(s) to which this second proxy form relates. If the number is inserted, this second proxy form will be deemed to relate to such number of H Shares inserted only. If no number is inserted, this second proxy form 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 CAPITALS**.
- 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 of the Company (the “**Shareholder**”) may appoint one or more proxies to attend and vote at the AGM. A proxy need not be a Shareholder. Any alteration made to this second proxy form 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 second proxy form, 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 First Notice and the Supplemental Notice of the AGM.
- This second proxy form 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 second proxy form must be signed by the joint holder whose name stands first in the register of members of the Company.
- To be valid, if this second proxy form 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 second proxy form, 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/it 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. 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 second proxy form will not preclude you from attending and voting at the AGM should you so desire.
- Shareholders who had returned the form of proxy (the “**First Proxy Form**”) dated June 6, 2024 despatched to the Company’s H Share registrar should note that:
 - if a Shareholder did not return this 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 voting direction in the First Proxy Form), including the additional resolutions set out in the supplemental notice of the AGM;
 - if a Shareholder delivered this 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, this second proxy form will revoke and supersede the First Proxy Form previously lodged by him/her/it. This second proxy form, if correctly completed, will be deemed as a valid proxy form lodged by such Shareholder; and
 - if a Shareholder delivered this 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, this 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 this 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 this second proxy form no later than the closing time. Shareholder shall present in person if he/she/it intended to vote at the AGM.
- For details of the resolutions to be proposed on the AGM for consideration, please refer to the circular of the Company dated June 6, 2024 and the Supplemental Circular dated June 13, 2024.