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

(Stock Code: 6099)

- (1) POLL RESULTS OF THE 2023 ANNUAL GENERAL MEETING
HELD ON JUNE 28, 2024;**
- (2) PAYMENT OF 2023 FINAL DIVIDEND;**
- (3) ENGAGEMENT OF THE AUDITORS FOR 2024;**
- (4) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (5) APPOINTMENT OF CHAIRMAN OF THE REMUNERATION AND
APPRAISAL COMMITTEE, MEMBER OF EACH OF THE STRATEGY AND
SUSTAINABILITY COMMITTEE AND THE RISK MANAGEMENT
COMMITTEE UNDER THE BOARD;**
- (6) ADJUSTMENT TO THE COMPOSITION OF THE SUPERVISORY
COMMITTEE AND RESIGNATION OF SUPERVISORS;**
- AND**
- (7) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

1. POLL RESULTS OF THE AGM

References are made to (1) the notice of the 2023 annual general meeting (the “AGM”) dated June 6, 2024 and the supplemental notice of the AGM dated June 13, 2024; and (2) the circular for the AGM dated June 6, 2024 (the “Circular”) and the supplemental circular for the AGM dated June 13, 2024 (the “Supplemental Circular”) of China Merchants Securities Co., Ltd. (the “Company”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the Supplemental Circular.

The Board is pleased to announce that the AGM was held at China Merchants Securities Building, No. 111, Fuhua Yi Road, Futian Street, Futian District, Shenzhen, the PRC, by way of an on-site meeting, on Friday, June 28, 2024 at 10:00 a.m.

The AGM was convened by the Board and chaired by Mr. HUO Da, Chairman of the Board, and the votes were conducted by a combination of on-site voting and network voting. Computershare Hong Kong Investor Services Limited, the Company’s H Share registrar, 2 representatives from the Shareholders, 1 representative from the Supervisors and 2 representatives from King & Wood Mallesons were the scrutineers for the vote-taking at the AGM. All 15 Directors and 8 Supervisors attended the AGM. Mr. LIU Jie, vice president (chief

financial officer) and joint company secretary of the Company, and Ms. CHEN Xin, an independent non-executive Director candidate, attended the AGM, and all of the senior management of the Company were also present at the AGM.

As at the date of the AGM, the total number of issued Shares of the Company was 8,696,526,806 (comprising 7,422,005,272 A Shares and 1,274,521,534 H Shares), which was the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the AGM. As at the date of the AGM, the Company did not hold any treasury shares or repurchased shares pending cancellation. Shareholders controlled by China Merchants Group Limited, namely China Merchants Financial Holdings Co., Ltd. (招商局金融控股有限公司) (holding 2,047,900,517 A Shares of the Company), Shenzhen Jisheng Investment Development Co., Ltd. (深圳市集盛投資發展有限公司) (holding 1,703,934,870 A Shares of the Company), Best Winner Investment Limited (holding 89,042,607 H Shares of the Company), were required to abstain from voting on the below ordinary resolutions No. 9.01 and 9.02. Shareholders controlled by China COSCO Shipping Corporation Limited, namely China Ocean Shipping Company Limited (holding 544,632,418 A Shares of the Company), COSCO Shipping (Guangzhou) Co., Ltd. (holding 109,199,899 A Shares of the Company), Guangzhou Sanding Products Transport Co., Ltd. (廣州市三鼎油品運輸有限公司) (holding 748,194 A Shares of the Company), COSCO SHIPPING Investment Holdings Co., Limited (holding 8,857,004 A Shares and 207,797,720 H Shares of the Company), were required to abstain from voting on the below ordinary resolution No. 9.03. PICC Life Insurance Company Limited (holding 433,290,000 H Shares of the Company) was required to abstain from voting on the below ordinary resolution No. 9.04. Hebei Port Group Co., Ltd. (河北港口集團有限公司) (holding 343,282,732 A Shares and 90,674,300 H Shares of the Company), Shenzhen Huaqiang New City Development Co., Ltd. (深圳華強新城市投資集團有限公司) (holding 10,350,000 A Shares of the Company) and Shenzhen Jin'anxing Business Consulting Co., Ltd. (深圳市金安興商務諮詢有限公司) (holding 5,466,700 A Shares of the Company) were required to abstain from voting on the below ordinary resolution No. 9.06.

Save as disclosed above, (i) there was no restriction on any Shareholder casting votes on any of the resolutions proposed at the AGM; (ii) there were no Shareholders who were entitled to attend but were required to abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules; and (iii) none of the Shareholders was required to abstain from voting on any of the resolutions proposed at the AGM or has stated his/her/its intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

The Company engaged King & Wood Mallesons as the witness to the AGM. King & Wood Mallesons appointed Ms. LI Yao (李瑤) and Ms. HUANG Meiqi (黃美琪) to attend the AGM, and issued a written legal opinion stating that the procedures of calling and convening the AGM, the eligibility of the Shareholders and their proxies attending the AGM and the convenor and the voting procedures have complied with the requirements of the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Regulations on the Convening of

General Meetings of Listed Company (《上市公司股東大會規則》) and other laws, regulations and normative documents as well as the Articles of Association, and the poll results of the AGM are legal and valid.

A total of 32 Shareholders and their proxies, holding an aggregate of 5,876,164,403 Shares with voting rights, representing approximately 67.57% of the total Shares with voting rights of the Company, in which, 31 Shareholders of A Shares and their proxies, holding an aggregate of 5,101,411,696 Shares, representing approximately 58.66% of the total Shares with voting rights of the Company while one Shareholder of H Shares and its proxy, holding an aggregate of 774,752,707 Shares, representing approximately 8.91% of the total Shares with voting rights of the Company, attended the AGM.

The Shareholders present at the AGM considered and approved the following resolutions:

ORDINARY RESOLUTIONS			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
1.	To consider and approve the working report of the Board of the Company for 2023.	A Shares	5,101,322,436	99.998250	29,500	0.000579	59,760	0.001171
		H Shares	774,335,167	99.946107	223,040	0.028788	194,500	0.025105
		Total	5,875,657,603	99.991375	252,540	0.004298	254,260	0.004327
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
2.	To consider and approve the working report of the Supervisory Committee of the Company for 2023.	A Shares	5,101,322,436	99.998250	29,500	0.000579	59,760	0.001171
		H Shares	774,335,167	99.946107	223,040	0.028788	194,500	0.025105
		Total	5,875,657,603	99.991375	252,540	0.004298	254,260	0.004327
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
3.	To consider and approve the duty report of Independent Directors of the Company for 2023.	A Shares	5,101,322,436	99.998250	29,500	0.000579	59,760	0.001171
		H Shares	774,335,167	99.946107	223,040	0.028788	194,500	0.025105
		Total	5,875,657,603	99.991375	252,540	0.004298	254,260	0.004327
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
4.	To consider and approve the annual report of the Company for the year 2023.	A Shares	5,101,322,436	99.998250	29,500	0.000579	59,760	0.001171
		H Shares	774,335,167	99.946107	223,040	0.028788	194,500	0.025105
		Total	5,875,657,603	99.991375	252,540	0.004298	254,260	0.004327
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
5.	To consider and approve the final accounts report of the Company for 2023.	A Shares	5,101,322,436	99.998250	29,500	0.000579	59,760	0.001171
		H Shares	774,335,167	99.946107	223,040	0.028788	194,500	0.025105
		Total	5,875,657,603	99.991375	252,540	0.004298	254,260	0.004327
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							

ORDINARY RESOLUTIONS			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
6.	To consider and approve the resolution on the profit distribution plan of the Company for 2023.	A Shares	5,101,382,196	99.999422	29,500	0.000578	0	0.000000
		H Shares	774,752,107	99.999923	600	0.000077	0	0.000000
		Total	5,876,134,303	99.999488	30,100	0.000512	0	0.000000
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
7.	To consider and approve the resolution on the authorization for interim profit distribution of the Company for 2024.	A Shares	5,101,382,196	99.999422	29,500	0.000578	0	0.000000
		H Shares	774,752,107	99.999923	600	0.000077	0	0.000000
		Total	5,876,134,303	99.999488	30,100	0.000512	0	0.000000
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
8.	To consider and approve the resolution on the budget for proprietary investment of the Company for 2024.	A Shares	5,101,382,196	99.999422	29,500	0.000578	0	0.000000
		H Shares	774,752,107	99.999923	600	0.000077	0	0.000000
		Total	5,876,134,303	99.999488	30,100	0.000512	0	0.000000
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							

ORDINARY RESOLUTIONS		For		Against		Abstain		
		Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)	
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;	A Shares	1,349,546,809	99.997814	29,500	0.002186	0	0.000000
		H Shares	685,709,500	99.999912	600	0.000088	0	0.000000
		Total	2,035,256,309	99.998521	30,100	0.001479	0	0.000000
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);	A Shares	1,349,546,809	99.997814	29,500	0.002186	0	0.000000
		H Shares	685,709,500	99.999912	600	0.000088	0	0.000000
		Total	2,035,256,309	99.998521	30,100	0.001479	0	0.000000
9.03	Contemplated ordinary related party transactions with China COSCO Shipping Corporation Limited and its related parties;	A Shares	4,437,944,681	99.999335	29,500	0.000665	0 ⁽¹⁾	0.000000
		H Shares	566,954,387	99.999894	600	0.000106	0	0.000000
		Total	5,004,899,068	99.999399	30,100	0.000601	0	0.000000
9.04	Contemplated ordinary related party transactions with PICC Life Insurance Company Limited and related parties;	A Shares	5,101,382,196	99.999422	29,500	0.000578	0	0.000000
		H Shares	341,462,107	99.999824	600	0.000176	0	0.000000
		Total	5,442,844,303	99.999447	30,100	0.000553	0	0.000000
9.05	Contemplated ordinary related party transactions with the Directors, Supervisors and senior management of the Company; and	A Shares	5,101,382,196	99.999422	29,500	0.000578	0	0.000000
		H Shares	774,752,107	99.999923	600	0.000077	0	0.000000
		Total	5,876,134,303	99.999488	30,100	0.000512	0	0.000000
9.06	Contemplated ordinary related party transactions with other related parties.	A Shares	4,758,099,464 ⁽¹⁾	99.999380	29,500	0.000620	0	0.000000
		H Shares	774,752,107	99.999923	600	0.000077	0	0.000000
		Total	5,532,851,571	99.999456	30,100	0.000544	0	0.000000
As more than half of the votes were cast in favour of each of these resolutions, each of the above resolutions was duly passed as an ordinary resolution.								
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.	A Shares	5,101,382,196	99.999422	29,500	0.000578	0	0.000000
		H Shares	774,752,107	99.999923	600	0.000077	0	0.000000
		Total	5,876,134,303	99.999488	30,100	0.000512	0	0.000000
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								
11.	To consider and approve the resolution on the Shareholders' return plan (2024-2026) of the Company.	A Shares	5,101,358,196	99.998951	29,500	0.000579	24,000	0.000470
		H Shares	774,752,107	99.999923	600	0.000077	0	0.000000
		Total	5,876,110,303	99.999079	30,100	0.000513	24,000	0.000408
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								

SPECIAL RESOLUTION			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
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.	A Shares	5,052,253,639	99.036383	49,134,057	0.963147	24,000	0.000470
		H Shares	756,370,750	97.627378	18,381,957	2.372622	0	0.000000
		Total	5,808,624,389	98.850611	67,516,014	1.148981	24,000	0.000408
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.								
ORDINARY RESOLUTIONS			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
13.	To consider and approve the resolution on the engagement of the auditors of the Company for 2024.	A Shares	5,101,382,196	99.999422	29,500	0.000578	0	0.000000
		H Shares	774,752,107	99.999923	600	0.000077	0	0.000000
		Total	5,876,134,303	99.999488	30,100	0.000512	0	0.000000
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								
14.	To consider and approve the appointment of Ms. CHEN Xin as an independent non-executive Director of the Company.	A Shares	5,101,382,196	99.999422	29,500	0.000578	0	0.000000
		H Shares	774,752,107	99.999923	600	0.000077	0	0.000000
		Total	5,876,134,303	99.999488	30,100	0.000512	0	0.000000
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								
15.	To consider and approve the resolution on the adjustment to the number of members of the Supervisory Committee of the Company.	A Shares	5,101,358,196	99.998951	29,500	0.000579	24,000	0.000470
		H Shares	774,752,107	99.999923	600	0.000077	0	0.000000
		Total	5,876,110,303	99.999079	30,100	0.000513	24,000	0.000408
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								
SPECIAL RESOLUTION			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
16.	To consider and approve the amendments to the Articles of Association of the Company.	A Shares	5,101,382,196	99.999422	29,500	0.000578	0	0.000000
		H Shares	774,752,107	99.999923	600	0.000077	0	0.000000
		Total	5,876,134,303	99.999488	30,100	0.000512	0	0.000000
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.								

- (1) COSCO SHIPPING Investment Holdings Co., Limited, who was required to abstain from voting on ordinary resolution No. 9.03, had voted abstain on relevant resolution in respect of 8,857,004 A Shares held by it due to technical issue. Hebei Port Group Co., Ltd. (河北港口集團有限公司), which was required to abstain from voting on ordinary resolution No. 9.06, had voted for on relevant resolution in respect of 343,282,732 A Shares held by it due to inadvertent oversight. Pursuant to the Articles of Association, when any shareholders' general meeting considers any matters related to related-party transactions, the related Shareholder shall not vote and the number of voting shares that he represents shall not be counted as part of the total number of valid votes. Therefore, the votes cast by the aforesaid Shareholder were not included in the poll results as set out above.

2. PAYMENT OF 2023 FINAL DIVIDEND

2023 Final Dividend

The Board wishes to inform Shareholders that details of the final dividend of the Company for 2023 are as follows:

The final cash dividend for the year ended December 31, 2023 of RMB2.52 (tax inclusive) for every ten(10) Shares (the “**Final Dividend**”) will be paid to the H Shareholders on August 2, 2024. The register of members of H Shares of the Company will be closed from Tuesday, July 16, 2024 to Friday, July 19, 2024 (both days inclusive). In order to qualify for receiving the Final Dividend, the H Shareholders should ensure that all transfer documents accompanied by the relevant H 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 Monday, July 15, 2024. H Shareholders whose names appear on the register of members of H Shares of the Company on Friday, July 19, 2024 will be entitled to receive the Final Dividend.

Such cash dividend shall be denominated and declared in Renminbi and paid to A Shareholders in Renminbi and to H Shareholders in HK dollar. The actual amount of Final Dividend paid in HK dollar shall be determined based on the average exchange rate of Renminbi and HK dollar published by the People’s Bank of China for the five business days immediately prior to June 28, 2024, being the date of the AGM, (i.e. RMB0.912424 against HK dollar 1.00), being a cash dividend of HK dollar 2.76 (tax inclusive) for every ten(10) H Shares.

Pursuant to the Notice of the PRC State Administration of Taxation on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), dividend and bonus incomes received by overseas resident individual shareholders who hold shares issued by domestic non-foreign invested enterprises in Hong Kong is subject to the payment of individual income tax according to the items of “interests, dividend and bonus income”, which shall be withheld and paid by the withholding agents according to the relevant laws. The overseas resident individual shareholders who hold shares issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between the countries where they reside and China and the tax arrangements between Mainland and Hong Kong (Macau). The tax rate for dividends under the relevant tax agreements and tax arrangements is generally 10%, and for the purpose of simplifying tax administration, domestic non-foreign invested enterprises issuing shares in Hong Kong may, when distributing dividends, generally withhold individual income tax at the rate of 10%, and are not required to file an

application. If the tax rate for dividends is not equal to 10%, the following provisions shall apply: (1) for citizens from countries which have entered into tax agreements stipulating a tax rate of lower than 10%, the withholding agents will file applications on their behalf to seek entitlement of the relevant agreed preferential treatments, and upon approval by the governing tax authorities, the excess tax amounts withheld will be refunded; (2) for citizens from countries which have entered into tax agreements stipulating a tax rate of higher than 10% but lower than 20%, the withholding agents will withhold the individual income tax at the agreed-upon effective tax rate when distributing dividends, and are not required to file an application; (3) for citizens from countries without tax agreements or under other situations, the withholding agents will withhold the individual income tax at a tax rate of 20% when distributing dividends.

Pursuant to the Circular on Questions Concerning Withholding of Enterprise Income Tax for Dividends Distributed by Resident Enterprises in China to Non-resident Enterprises Holding H Shares of the Enterprises (Guo Shui Han [2008] No. 897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008] 897號)), a PRC resident enterprise, when distributing dividends for 2008 and for the years afterwards to holders of H Shares who are overseas non-resident enterprises, shall withhold and pay enterprise income tax at a flat rate of 10%.

The Company will withhold payment of the relevant income tax strictly in accordance with the relevant laws or requirements of the relevant government departments and strictly based on the Company's register of members of H Shares on the record date of the Final Dividend. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the mechanism of withholding of enterprise income tax.

The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent (the “**Receiving Agent**”) and will pay the declared Final Dividend to the Receiving Agent for its onward payment to the H Shareholders.

The Company will announce the details of the arrangement regarding the distribution of the Final Dividend to A Shareholders on the Shanghai Stock Exchange (the “**SSE**”) separately.

Payment of 2023 Final Dividend for Investors of Southbound Trading

For investors (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the Company has entered into the Agreement on Distribution of Cash Dividends of H shares for Southbound Trading (《港股通H股股票現金紅利派發協議》) with the Shanghai Branch and Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, respectively, pursuant to which, the Shanghai Branch and Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the nominees of the investors of H Shares for Southbound

Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H Shares of Southbound Trading will be paid in RMB. Pursuant to the Notice on Tax Policy Regarding Shanghai-Hong Kong Stock Connect Pilot Programs (Cai Shui [2014]No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) and the Notice on Tax Policy Regarding Shenzhen-Hong Kong Stock Connect Pilot Programs (Cai Shui [2016] No.127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)) issued by the Ministry of Finance, the State Administration of Taxation and the CSRC, for dividends received by mainland individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the individual investors. For dividends received by mainland securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold or pay the income tax of dividends for mainland enterprise investors and those enterprise investors shall report and pay the relevant tax themselves.

The record date and the date of distribution of the Final Dividend and other arrangements for the investors of Southbound Trading will be the same as those for the H Shareholders of the Company.

Payment of 2023 Final Dividend for Investors of Northbound Trading

Pursuant to the Notice on Tax Policy Regarding Shanghai-Hong Kong Stock Connect Pilot Programs (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) issued by the Ministry of Finance, the State Administration of Taxation and the CSRC, for dividend and bonus incomes obtained by investors (including enterprises and individuals) in the Hong Kong market from investing in A shares listed on the SSE, the implementation of differentiated taxation is suspended before the Hong Kong Securities Clearing Company Limited meets the conditions of providing identification, term of shareholding and other specific data of investors to the China Securities Depository and Clearing Corporation Limited; the income taxes thereof are withheld and paid by the listed company at the rate of 10%, which should be duly declared to the governing taxation authority. For Hong Kong investors who are tax residents of foreign countries that have entered into a tax treaty with the PRC specifying an income tax rate for dividend and bonus incomes below 10%, the investing enterprises or individuals may by themselves or entrust a withholding agent on their behalf to apply to the governing tax authority of the listed company to claim the preferential treatment as stipulated in such tax treaties. Upon the verification and approval of the governing tax authority, taxes shall be refunded based on the discrepancy between the levied taxes and the taxes payable pursuant to the tax rate of the tax treaty.

The record date and the date of distribution of the Final Dividend and other arrangements for the investors of Northbound Trading will be the same as those for the A Shareholders of the Company.

3. ENGAGEMENT OF THE AUDITORS FOR 2024

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

The Board hereby announces that, Shareholders have approved at the AGM the non-renewal of the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu (the “**Deloitte**”) as the Company’s domestic auditor and internal control auditor, and international auditor, respectively, and the appointment of 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, both with effective from June 28, 2024. Deloitte has confirmed in writing that there were no matters regarding the change of auditors of the Company that need to 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 regarding the change of auditors.

4. APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board hereby announces that, the appointment of Ms. CHEN Xin (“**Ms. CHEN**”) as an Independent Non-executive Director of the eighth session of the Board has been approved by the Shareholders at the AGM by way of ordinary resolutions. Therefore, Ms. CHEN will serve as an Independent Non-executive Director of the eighth session of the Board with effect from June 28, 2024. The term of office of Ms. CHEN shall expire at the end of the term of the eighth session of the Board. Pursuant to the Articles of Association, Ms. CHEN is eligible for re-election upon expiry of her term of office. The biographical details of Ms. CHEN and other information relating to her appointment were set out in the Supplemental Circular.

As at the date of this announcement, 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.

The Company will enter into a service contract with Ms. CHEN. During her term of office as an independent non-executive Director, 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.

Ms. CHEN has confirmed that, save as disclosed in the Supplemental Circular and this announcement, as at the date of this announcement: (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 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 appointment that shall be brought to the attention of the Shareholders.

Reference is made to the announcement of the Company dated July 11, 2023 in relation to the expiry of the terms of Independent Non-executive Directors. Upon expiration of his terms of office, Mr. XIANG Hua (“**Mr. XIANG**”) resigned from his positions as an Independent Non-executive Director, the chairman of the Remuneration and Appraisal Committee under the Board, a member of each of the Strategy and Sustainability Committee and the Risk Management Committee under the Board, but will continue to perform such duties until a new Independent Non-executive Director is appointed at the shareholders’ general meeting of the Company. Since the appointment of Ms. CHEN as an Independent Non-executive Director has been approved by the Shareholders at the AGM, Mr. XIANG will no longer serve as an Independent Non-executive Director, the chairman of the Remuneration and Appraisal Committee under the Board, a member of each of the Strategy and Sustainability Committee and the Risk Management Committee under the Board with effect from June 28, 2024. Mr. XIANG has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders and creditors of the Company.

5. APPOINTMENT OF CHAIRMAN OF THE REMUNERATION AND APPRAISAL COMMITTEE, MEMBER OF EACH OF THE STRATEGY AND SUSTAINABILITY COMMITTEE AND THE RISK MANAGEMENT COMMITTEE UNDER THE BOARD

The Board hereby announces that the compositions of the Remuneration and Appraisal Committee, the Strategy and Sustainability Committee and the Risk Management Committee under the Board have been changed. Ms. CHEN has been appointed as the chairman of the Remuneration and Appraisal Committee under the Board, a member of each of the Strategy and Sustainability Committee and the Risk Management Committee under the Board with effect from June 28, 2024.

The Strategy and Sustainability Committee, the Risk Management Committee and the Remuneration and Appraisal Committee under the Board shall comprise the following Directors from June 28, 2024:

STRATEGY AND SUSTAINABILITY COMMITTEE

Chairman: Mr. HUO Da

Members: Mr. ZHANG Jian, Mr. DENG Weidong, Mr. WU Zongmin, Mr. ZHANG Mingwen, Ms. DING Lusha and Ms. CHEN Xin

RISK MANAGEMENT COMMITTEE

Chairman: Mr. ZHANG Jian

Members: Mr. LIU Weiwu, Mr. WU Zongmin, Mr. MA Boyin, Mr. ZHANG Mingwen, Ms. DING Lusha and Ms. CHEN Xin

REMUNERATION AND APPRAISAL COMMITTEE

Chairman: Ms. CHEN Xin

Members: Mr. ZHANG Jian, Mr. LI Xiaofei, Mr. YIP, Ying Chi Benjamin and Mr. FENG Jinhua

6. ADJUSTMENT TO THE COMPOSITION OF THE SUPERVISORY COMMITTEE AND RESIGNATION OF SUPERVISORS

The number of members of the Supervisory Committee of the Company has been adjusted from nine to six, including four shareholders' representative Supervisors and two employees' representative Supervisors, with effect from the conclusion of the AGM.

In view of the aforesaid adjustment of the composition of the Supervisory Committee, Mr. ZOU Qun (“**Mr. ZOU**”) and Mr. WANG Jianping (“**Mr. WANG**”) have tendered their resignation as Supervisors of the Company with effect from June 28, 2024.

Each of Mr. ZOU and Mr. WANG confirmed that he has no disagreement with the Board and/or the Supervisory Committee and there is no other matter relating to his resignation that needs to be brought to the attention of the Shareholders and creditors of the Company.

The resignation of Mr. ZOU and Mr. WANG will not affect the operation of the Supervisory Committee and the Company. The Company would like to take this opportunity to express its sincere gratitude to Mr. ZOU and Mr. WANG for their valuable contributions to the Company during their tenure of office.

7. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board hereby announces that, the resolution on the amendments to the Articles of Association of the Company was duly passed as a special resolution at the AGM. For details of the amendments to the Articles of Association, please refer to the Supplemental Circular. The full text of the amended Articles of Association, which shall take effect on June 28, 2024, is available on the websites of the SSE (<http://www.sse.com.cn>), The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.cmschina.com>).

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

Shenzhen, the PRC
June 28, 2024

As at the date of this announcement, 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. YIP, Ying Chi Benjamin, Ms. ZHANG Ruijun, Ms. CHEN Xin, Mr. CAO Xiao and Mr. FENG Jinhua.