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)

China Merchants Securities Co., Ltd.
Terms of Reference of the Nomination Committee under the Board of Directors

November 24, 2025

CHAPTER 1 GENERAL PROVISIONS

Clause 1 To improve the governance structure of China Merchants Securities Co., Ltd. (the "**Company**"), standardize the appointment of directors and senior officers, and optimize the composition of the board of directors and senior officers, the Company has established the Nomination Committee under the board of directors (the "**Nomination Committee**") and formulated these rules in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Rules for Governance of Securities Companies, the Measures for the Administration of Independent Directors of Listed Companies, the Articles of Association of China Merchants Securities Co., Ltd. (the "**Articles of Association**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant requirements.

Clause 2 The Nomination Committee is a dedicated working organization established by the board of directors, and is mainly responsible for formulating the selection criteria and procedures for directors and senior officers, selecting and reviewing candidates for directors and senior officers and their qualifications, and making recommendations to the board of directors on the nomination, appointment or removal of directors and the appointment or dismissal of senior officers, etc.

Clause 3 The Company shall provide necessary working conditions for the Nomination Committee to perform its duties. The secretary to the board of directors, the general office, human resource department and other relevant departments of the Company are responsible for the daily work of the Nomination Committee, such as work liaison, organization of meetings, preparation of materials and file management.

The Nomination Committee may engage an intermediary or external professional to provide professional advice. The related cost incurred by the Nomination Committee when performing its duties shall be borne by the Company.

CHAPTER 2 COMPOSITION

Clause 4 The Nomination Committee shall comprise five (5) directors, the majority of whom shall be independent directors, and include at least one (1) director of a different gender. The members shall have professional knowledge and work experience necessary for their performance of duties within the committee.

Clause 5 The members of the Nomination Committee shall be elected by the majority of all directors of the board of directors.

Clause 6 The Nomination Committee shall have one (1) convener (chairman) who shall be an independent director and responsible for presiding over the operation of the Nomination Committee. The convener shall be elected from independent directors.

Clause 7 The term of office of the Nomination Committee shall coincide with that of the board of directors. Members of the committee may serve consecutive terms if re-elected upon the expiration of their terms of office. If any member ceases to be a director of the Company, he/she shall automatically be disqualified as a member. The board of directors shall fill the vacancy in accordance with clauses 4 to 6 above.

CHAPTER 3 DUTIES

Clause 8 The main duties of the Nomination Committee are as follows:

(I) to review the structure, size and composition of the board of directors (including skills, knowledge and experience) at least annually, assist the board of directors in maintaining a board skills matrix, and make recommendations on any changes to the board of directors to align with the corporate strategies;

(II) to make recommendations to the board of directors on the size and composition of the board of directors based on the business activities, asset scale and equity structure of the Company;

(III) to study and develop criteria and procedures for the selection of directors and senior officers, and make recommendations to the board of directors;

(IV) to identify qualified candidates for directors and senior officers and review their qualifications, and make recommendations to the board of directors on the nomination, appointment or removal of directors, the appointment or dismissal of senior officers;

(V) to assess the independence of the independent directors;

(VI) to make recommendations to the board of directors on the appointment or re-appointment of directors and succession plans for directors, in particular the chairman and the president;

(VII) to support the Company's evaluation of performance of the board of directors at least once every two (2) years;

(VIII) to conduct an annual assessment of each director's time commitment and contribution to the board of directors, as well as the director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of other listed companies, other significant external time commitments and other circumstances;

(IX) to handle other matters authorized by the board of directors;

(X) to perform other duties required by laws and regulations, and the Articles of Association.

Clause 9 The Nomination Committee shall be accountable to the board of directors, and shall submit its proposals to the board of directors for consideration and approval.

Clause 10 The Nomination Committee shall develop a policy on diverse board membership and shall be responsible for monitoring the implementation of the policy and, where appropriate, reviewing and revising the policy to ensure its effectiveness. The Nomination Committee may consider the diversity of board members from a number of aspects, including but not limited to gender, age, cultural and educational background, race, professional experience, skills, knowledge and length of service. Taking into account the above relevant factors, the Nomination Committee shall make recommendations to the board of directors on the appointment of director candidates based on their expertise and the contribution they can make to the board of directors. In reviewing the size and composition of the board of directors and identifying and proposing director candidates, the Nomination Committee shall consider relevant factors to achieve a diverse board membership in light of the business model and specific needs of the Company.

CHAPTER 4 RULES OF MEETINGS

Clause 11 The Nomination Committee shall convene meetings as necessary, and the meeting shall be convened and presided over by the chairman, or, where the chairman fails or refuses to perform his/her duties, a majority of members of the Nomination Committee shall jointly appoint an independent director to perform the duties on his/her behalf.

Clause 12 All members shall be notified at least three (3) days prior to the convening of a meeting and shall be provided with relevant materials and information in principle. If it is necessary for the Company to convene a meeting of the Nomination Committee as soon as possible due to urgent circumstances, it shall explain to the members that the time requirement for notification may be waived with the consent of two-thirds or more of the members.

Clause 13 The quorum of a meeting of the Nomination Committee shall be two-thirds or more of members. Each member shall have one (1) vote and the resolution(s) adopted at the meeting shall be passed by a majority of all members.

Clause 14 Meetings of the Nomination Committee shall be held on-site in principle. As long as all directors present at the meeting can fully communicate and express their opinions, the meeting may be held by way of video, telephone or by other means in accordance with the procedures when necessary.

Clause 15 In principle, the members of the Nomination Committee shall attend meetings in person. Where a member of the Nomination Committee is unable to attend a meeting for any reason, he/she shall review meeting materials in advance, express clear opinions and authorize in writing another member to attend the meeting on his/her behalf. The appointor shall solely assume legal responsibilities.

The power of attorney shall clearly state:

(I) the names of the appointor and the proxy;

(II) the matters delegated, scope and period of authorization given by the appointor, his/her consent, objection or abstention on each matter and brief descriptions (if any); and

(III) the signature (or seal) of the appointor and the date, etc.

Each member may act as proxy for a maximum of one (1) member only. An independent director shall authorize another independent director of the committee to attend the meeting on his/her behalf when he/she fails to attend such meeting in person for any reason.

The appointed member who attends the meeting shall exercise the member's duties within the scope of authorization. If a member does not attend a meeting in person and does not appoint a proxy to attend the meeting, he/she shall be deemed as having abstained from voting at such meeting.

Clause 16 Directors, senior officers of the Company and other relevant personnel may be invited to attend meetings as deemed necessary by the Nomination Committee.

Clause 17 Minutes of the meetings of the Nomination Committee, which shall be true, accurate and complete and fully reflect the opinions of attendees on matters being considered, shall be prepared. The members, secretary to the board of directors, record-keeper and other relevant personnel present at the meetings shall sign the minutes of meetings for confirmation. The minutes of meetings shall be properly maintained.

Clause 18 The procedures for convening the meetings of the Nomination Committee, the voting methods and the resolution(s) adopted at the meetings shall comply with the applicable laws and regulations, as well as the Articles of Association and these rules.

Clause 19 Members present at the meeting and persons attending the meeting shall keep confidential all matters considered at the meeting and shall not disclose the same without authorization.

Clause 20 Archives of the meetings of the Nomination Committee, including notice of meeting, meeting materials, power of attorney, audio record of meeting, minutes signed by the attending members for confirmation, shall be kept by the secretary to the board of directors according to laws for a period of at least ten (10) years.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Clause 21 Any matters not covered herein shall be governed by the relevant laws, regulations and the Articles of Association. The relevant laws, regulations and the Articles of Association shall prevail if they are in conflict with these rules in terms of mandatory provisions.

Clause 22 Laws and regulations in these rules refer to laws, administrative regulations, departmental rules, normative documents and relevant provisions of the securities regulatory authority, industry associations and stock exchange where the securities of the Company are listed.

Clause 23 The interpretation and amendment of these rules shall be vested in the board of directors of the Company.

Clause 24 These rules shall become effective on the date of the abolition of the board of supervisors upon consideration and approval by the board of directors. From the effective date of these rules, the original Terms of Reference of the Nomination Committee under the Board of Directors of China Merchants Securities Co., Ltd. (Zhao Zheng Fa [2025] No. 6) that were considered and approved at the thirteenth meeting of the eighth session of the board of directors of the Company held on December 30, 2024 shall be abolished accordingly.