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)

FORM OF PROXY
OF HOLDERS OF H SHARES FOR USE
AT THE 2017 FIRST EXTRAORDINARY GENERAL MEETING
TO BE HELD ON DECEMBER 15, 2017

Number of H Shares to which this form of proxy relates *(Note 1)*	

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 2017 first extraordinary general meeting ("**EGM**") of the Company to be held at St. Helen Shenzhen Bauhinia on Friday, December 15, 2017 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 notice of the EGM as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

	Special Resolution	**For***(Note 5)*	**Against***(Note 5)*	**Abstain***(Note 5)*
1.	Resolution in relation to the amendments to the Articles of Association of China Merchants Securities Co., Ltd.			

Date: _____ 2017 Signature*(Note 7)*: _____

Notes:

1. Please insert the number of H Shares registered in your name(s) to which this form of proxy relates. If the number is inserted, this form of proxy will be deemed to relate to such number of H Shares inserted only. If no number is inserted, this form of proxy will be deemed to relate to all the H Shares in the Company registered in your name(s).
2. 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 letters.
3. Please insert the number of H Shares registered in your name(s).
4. 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 may appoint one or more proxies to attend and vote at the EGM. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be duly initiated by the person who signs it.
5. 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 form of proxy, your proxy will also be entitled to vote at his/her discretion on any other resolution duly put to the EGM other than those referred to in the notice of the EGM.
6. This form of proxy 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 form of proxy must be signed by the joint holder whose name stands first in the register of members of the Company.
7. To be valid, if this form of proxy 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 form of proxy, 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 EGM or the time appointed for voting by poll.
8. Where there are joint holders of any H Shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such H Shares as if he/she were solely entitled thereto. However, if more than one of such joint holders are present at the EGM, 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 of the Company. In the event that a shareholder appoints more than one proxy to attend the EGM, such proxies may only exercise their voting rights in a poll.
9. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.