



# 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)

H Share Registrar:  
Computershare Hong Kong  
Investor Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wan Chai, Hong Kong

**PROPOSED H SHARE RIGHTS ISSUE OF  
CHINA MERCHANTS SECURITIES CO., LTD.  
OF 294,120,354 H SHARES ON THE BASIS OF  
THREE (3) H RIGHTS SHARES FOR EVERY TEN (10) EXISTING H SHARES  
HELD ON THE H SHARE RECORD DATE  
AT HK\$8.185 PER H RIGHTS SHARE  
PAYABLE IN FULL ON ACCEPTANCE  
NOT LATER THAN  
4:00 P.M. ON TUESDAY, AUGUST 11, 2020  
EXCESS APPLICATION FORM**

Registered Office:  
No. 111, Fuhua Yi Road  
Futian Street  
Futian District  
Shenzhen  
Guangdong, PRC

Principal Place of  
Business in Hong Kong:  
48/F, One Exchange Square  
8 Connaught Place  
Central  
Hong Kong

Name(s) and address of Qualified H Shareholder(s)

Total number of excess H Rights Share(s)  
applied

Box A

Total subscription monies paid for the  
excess H Rights Shares in HK\$

Box B

Application can only be made by the  
Qualified H Shareholder(s) (other than  
the PRC Southbound Trading Investors)

To: The Directors  
China Merchants Securities Co., Ltd.

Dear Sirs,

I/We, being the Qualified H Shareholder(s) (other than the PRC Southbound Trading Investors) named above, hereby irrevocably apply for excess H Rights Share(s) (write the number of H Shares in Box A) at the Subscription Price of HK\$8.185 per H Rights Share under the H Share Rights Issue in respect of which I/we enclose a separate remittance by cheque or cashier's order in favour of "CHINA MERCHANTS SECURITIES CO., LTD. – EAF" and crossed "Account Payee Only" issued for HK\$ (write the full amount in Box B) being payment in full on application for the aforementioned number of excess H Rights Share(s), and I/we hereby request you to allot such excess H Rights Shares applied for, or any lesser number, to me/us and to send by ordinary post or courier at my/our risk to my/our address on the H Shareholders' Register above my/our share certificate(s) for the number of excess H Rights Shares as may be allotted to me/us in respect of this application and/or a cheque for any application monies refundable to me/us. I/We understand that the Board will allocate the excess H Rights Shares (if any) at their sole and absolute discretion on a fair and equitable basis but will give preference to topping-up odd lots to whole board lots. The remaining excess H Rights Shares (if preference will be given) or all excess H Rights Shares (if no preference will be given) will be allocated to Qualified H Shareholders (other than the PRC Southbound Trading Investors) who have applied for excess H Rights Shares on a *pro rata* basis with reference to their number of excess H Rights Shares applied for and with board lot allocations to be made on a best effort basis. If the aggregate number of H Rights Shares not taken up by the Qualified H Shareholders under the PALs is greater than the aggregate number of excess H Rights Shares applied for through the EAFs, the Directors will allocate to each Qualified H Shareholder (other than the PRC Southbound Trading Investors) who applies for excess H Rights Shares in full application.

Beneficial H Shareholders whose H Shares are held by a nominee company (including HKSCC Nominees Limited), should note that the Board will regard the nominee company (including HKSCC Nominees Limited) as a single H Shareholder in accordance with the H Shareholders' Register. Accordingly, Beneficial H Shareholders whose H Shares are registered in the name of a registered H Shareholders, or which are held in CCASS, should note that the aforesaid arrangement in relation to the allocation of excess H Rights Shares will not be extended to them individually. I/We, hereby undertake to accept such number of excess H Rights Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus and subject to the articles of association of the Company. In respect of any excess H Rights Shares allotted to me/us, I/we authorise you to place my/our name(s) on the H Shareholders' Register as holder(s) of such H Rights Shares.

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of applicant(s) (all joint applicants must sign)

Name of bank on which cheque/  
cashier's order is drawn: \_\_\_\_\_

Cheque/cashier's order number: \_\_\_\_\_

Date: \_\_\_\_\_ 2020

Contact Tel. no.: \_\_\_\_\_





# 招商證券股份有限公司

China Merchants Securities Co., Ltd.

(於中華人民共和國註冊成立的股份有限公司)

(股份代號：6099)

H股股份過戶登記處：  
香港中央證券登記有限公司  
香港灣仔  
皇后大道東183號  
合和中心  
17樓1712至1716號舖

建議H股供股  
招商證券股份有限公司  
按每持有十(10)股現有H股  
獲發三(3)股H股供股股份之基準於H股股權登記日  
以每股H股供股股份8.185港元之價格  
發行294,120,354股H股  
股款須不遲於2020年8月11日(星期二)下午四時正  
於接納時繳足  
額外申請表格

註冊辦事處：  
中國廣東省  
深圳市  
福田區  
福田街道  
福華一路111號  
香港主要營業地點：  
香港  
中環  
康樂廣場8號  
交易廣場一期48樓

合資格H股股東姓名及地址

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所申請額外H股供股股份之總數目

甲欄

--

額外H股供股股份之應繳款項總額(港元)

乙欄

--

只有合資格H股股東有權申請(中國南向交易投資者除外)

致：招商證券股份有限公司  
列位董事台照

敬啟者：

本人/吾等為上文列示的合資格H股股東(中國南向交易投資者除外)，現謹不可撤銷地根據H股供股以認購價每股H股供股股份8.185港元申請認購額外H股供股股份(請於甲欄填寫股份數目)，並隨附以「CHINA MERCHANTS SECURITIES CO., LTD. – EAF」為抬頭人，並以「只准入抬頭人賬戶」劃線方式獨立開出的港元股款(請於乙欄填寫全數金額)之支票或本票，作為申請時需支付的上述額外H股供股股份數目的全數款項。本人/吾等謹要求閣下配發本人/吾等所申請(或任何較所申請數目為少數目)的額外H股供股股份予本人/吾等，並按本人/吾等上述於H股股東名冊上的地址將本人/吾等就本申請可能獲配發的額外H股供股股份數目的股票及/或任何有關申請款項的退款支票以平郵或速遞方式寄予本人/吾等，郵誤風險概由本人/吾等自行承擔。本人/吾等明白董事會將按公平及公正基準唯一及全權酌情配發額外H股供股股份，惟湊足完整買賣單位之申請將獲優先分配。餘下額外H股供股股份(若優先補足)或所有額外H股供股股份(若無優先補足)，將參照申請認購額外H股供股股份之合資格H股股東(中國南向交易投資者除外)申請的額外H股供股股份數目，將按比例分配予彼等，及盡量按買賣單位進行分配。倘未獲合資格H股股東透過暫定配額通知書接納之H股供股股份總數多於透過額外申請表格申請之額外H股供股股份總數，則董事將向每名申請認購額外H股供股股份之合資格H股股東(中國南向交易投資者除外)悉數分配其申請之額外H股供股股份。

透過代理人公司(包括香港中央結算(代理人)有限公司)持有H股之實益H股股東務請注意，董事會將根據H股股東名冊視代理人公司(包括香港中央結算(代理人)有限公司)為單一H股股東。因此，以登記擁有人名義登記或透過中央結算系統持有H股股份的實益H股股東務須注意，上述分配額外H股供股股份的安排將不會個別適用於彼等。本人/吾等謹此承諾按照上述供股章程所載條款，並在貴公司的公司章程規限下接納可能配發予本人/吾等的額外H股供股股份數目。本人/吾等就任何獲配發的額外H股供股股份授權貴公司將本人/吾等的姓名/名稱列入H股股東名冊，作為該等H股供股股份的持有人。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

申請人簽署(所有聯名申請人均須簽署)

支票/銀行本票的付款銀行名稱：\_\_\_\_\_ 支票/銀行本票號碼：\_\_\_\_\_

日期：2020年\_\_\_\_\_月\_\_\_\_\_日 聯絡電話：\_\_\_\_\_



## IMPORTANT

**THIS EXCESS APPLICATION FORM (THIS “EAF”) IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE ONLY BY THE QUALIFIED H SHAREHOLDER(S) (OTHER THAN THE PRC SOUTHBOUND TRADING INVESTORS) NAMED OVERLEAF WHO WISH(ES) TO APPLY FOR EXCESS H RIGHTS SHARES IN ADDITION TO THOSE H RIGHTS SHARES PROVISIONALLY ALLOTTED TO HIM/HER/IT/THEM UNDER THE H SHARE RIGHTS ISSUE. THE OFFER CONTAINED IN THIS EAF AND THE ACCOMPANYING PROVISIONAL ALLOTMENT LETTER (THE “PAL”) EXPIRES AT 4:00 P.M. ON TUESDAY, AUGUST 11, 2020 (OR SUCH LATER DATE AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER” BELOW).**

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS EAF, OR AS TO THE ACTION TO BE TAKEN OR IF YOU HAVE SOLD ALL OR PART OF YOUR H SHARES IN CHINA MERCHANTS SECURITIES CO., LTD. (THE “COMPANY”), YOU SHOULD CONSULT A LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

Reference is made to the prospectus (the “Prospectus”) issued by the Company dated July 28, 2020 in relation to the H Share Rights Issue. Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

A copy of the Prospectus, together with copies of the PAL and this EAF and other documents specified in the paragraph headed “Statutory and General Information — Documents Delivered to the Registrar of Companies” in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission, Registrar of Companies in Hong Kong and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility as to the contents of any of the documents referred to above.

Dealings in the securities and the Nil-paid H Rights and the H Rights Shares may be settled through CCASS operated by HKSCC and you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers for details of those settlement arrangements and how such arrangements may affect your rights and interests.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this EAF, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this EAF.

Subject to the granting of the listing of, and permission to deal in, the Nil-paid H Rights and the H Rights Shares on the Stock Exchange, and subject to compliance with the stock admission requirements of HKSCC, the Nil-paid H Rights and the H Rights Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Nil-paid H Rights and the H Rights Shares on the Stock Exchange or such other date(s) as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the “General Rules of CCASS” and “CCASS Operational Procedures” in effect from time to time.

The H Share Rights Issue is conditional upon (i) the Underwriting Agreement becoming unconditional and not being terminated in accordance with its terms; and (ii) there not having occurred any event which would prevent the H Share Rights Issue from becoming unconditional. If the H Share Rights Issue does not become unconditional, the H Share Rights Issue will not proceed.

The Joint Global Coordinators (on behalf of the Underwriters) have the right under the Underwriting Agreement to terminate the Underwriting Agreement by notice in writing to the Company at any time prior to the Latest Time for Termination, in certain circumstances set out in the Underwriting Agreement. Details of the circumstances under which the Joint Global Coordinators (on behalf of the Underwriters) have the right to terminate the Underwriting Agreement are set out in the paragraph headed “Letter from the Board — Termination of the Underwriting Agreement” in the Prospectus.

If prior to the Latest Time for Termination the Joint Global Coordinators (on behalf of the Underwriters) terminate the Underwriting Agreement, the H Share Rights Issue will not proceed.

**THE PROSPECTUS DOCUMENTS WILL NOT BE REGISTERED OR FILED UNDER THE APPLICABLE SECURITIES OR EQUIVALENT LEGISLATION OF ANY JURISDICTIONS OTHER THAN (I) HONG KONG AND (II) THE PRC (IN ACCORDANCE WITH THE NOTICE OF THE CSRC FILING REQUIREMENTS FOR HONG KONG LISTED ISSUERS MAKING RIGHTS ISSUE TO MAINLAND SHAREHOLDERS THROUGH MAINLAND-HONG KONG STOCK CONNECT (ANNOUNCEMENT [2016] NO. 21) (“CSRC NOTICE”).**

No action has been taken to permit a public offering of the Nil-paid H Rights and/or the H Rights Shares, or the distribution of the Prospectus or any of the related application forms, in any territory or jurisdiction outside Hong Kong. Accordingly, no person receiving a copy of any of the Prospectus Documents in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for excess H Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements.

## 重要提示

本額外申請表格(「本額外申請表格」)乃有價值但不可轉讓，且僅供背頁列明且有意申請其於H股供股項下獲暫定配發的H股供股股份以外的額外H股供股股份的合資格H股股東(中國南向交易投資者除外)使用。本額外申請表格及隨附之暫定配額通知書(「暫定配額通知書」)所述要約將於2020年8月11日(星期二)下午四時正(或下文「惡劣天氣的影響」一段所述的有關較後日期)截止。

閣下如對本額外申請表格的任何方面或應採取的行動有任何疑問或 閣下如已出售招商證券股份有限公司(「本公司」)的全部或部分H股股份，應諮詢 閣下的持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

茲提述本公司就H股供股所刊發日期為2020年7月28日的供股章程(「供股章程」)。除本文另有所指外，本表格所用詞彙應與供股章程所界定者具有相同涵義。

供股章程連同暫定配額通知書、本額外申請表格及供股章程附錄三「法定及一般資料—送呈公司註冊處處長文件」一段內指明的其他文件，已遵照香港法例第32章《公司(清盤及雜項條文)條例》第342C條的規定送呈香港公司註冊處處長登記。證券及期貨事務監察委員會、香港公司註冊處處長及香港聯合交易所有限公司(「聯交所」)對上文所述的任何文件的內容概不負責。

證券及未繳股款H股供股權及H股供股股份進行的買賣可透過香港結算營運的中央結算系統進行交收，有關該等交收安排的詳情以及該等安排對 閣下的權利及權益可能造成的影響，敬請諮詢持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

香港交易及結算所有限公司、聯交所及香港結算對本額外申請表格的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不就因本額外申請表格全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

待未繳股款H股供股權及H股供股股份獲准於聯交所上市及買賣後，及在符合香港結算的股份收納規定後，未繳股款H股供股權及H股供股股份將獲香港結算接納為合資格證券，可自其各自於聯交所開始買賣未繳股款H股供股權及H股供股股份的日期或由香港結算釐定的有關其他日期起，於中央結算系統寄存、結算及交收。聯交所參與者之間在任何交易日進行的交易，須於其後第二個交易日在中央結算系統進行交收。所有中央結算系統活動均須遵守不時有效的《中央結算系統一般規則》及《中央結算系統運作程序規則》。

H股供股須待(i)承銷協議根據其條款成為無條件且並未被終止；及(ii)概無發生任何事件可能阻止H股供股成為無條件。倘H股供股未能成為無條件，則H股供股將不會進行。

根據承銷協議，倘發生承銷協議載列的若干情況，聯席全球協調人(代表承銷商)有權於最後終止時限前的任何時間向本公司發出書面通知終止承銷協議。聯席全球協調人(代表承銷商)有權終止承銷協議的情況詳情載於供股章程「董事會函件—終止承銷協議」一段。

倘聯席全球協調人(代表承銷商)於最後終止時限前終止承銷協議，則H股供股將不會進行。

除(i)香港及(ii)中國(根據中國證監會發佈之公告「關於港股通下香港上市公司向境內原股東作出供股的備案規定」(公告[2016]21號)(「中國證監會公告」))外，章程文件將不會根據任何司法權區的任何適用證券法例或同等法例登記或備案。

本公司並未採取任何行動以批准在香港以外任何地區或司法權區公開發售未繳股款H股供股權及／或H股供股股份或派發供股章程或任何有關申請表格。因此，任何人士在香港以外任何地區或司法權區接獲任何章程文件，均不得視之為申請額外H股供股股份之提呈發售或邀請，除非於相關司法權區可毋須遵守任何登記或其他法律或監管規定而合法作出該建議或邀請。



**H Shareholders should note that the H Shares have been dealt in on an ex-rights basis on the Stock Exchange from Friday, July 17, 2020. The Nil-paid H Rights will be dealt in from Thursday, July 30, 2020 to Thursday, August 6, 2020 (both days inclusive).**

Any dealings in the H Shares from the date of the Prospectus up to the date on which all the conditions of the H Share Rights Issue are fulfilled or waived (as applicable), which is currently expected to be 5:00 p.m. on Wednesday, August 12, 2020, and any dealings in the Nil-paid H Rights between Thursday, July 30, 2020 to Thursday, August 6, 2020 (both days inclusive) are accordingly subject to the risk that the H Share Rights Issue may not become unconditional and/or may not proceed. H Shareholders and potential investors should therefore exercise caution when dealing in the H Shares or Nil-paid H Rights, and if they are in any doubt about their position, they are recommended to consult their professional advisers.

**This EAF should be completed and lodged, together with payment as to HK\$8.185 per H Rights Share for the number of excess H Rights Shares applied for, with the H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, so as to be received not later than 4:00 p.m. on Tuesday, August 11, 2020 (or such later date as mentioned in the paragraph headed "Effect of Bad Weather" below). All remittances must be made in Hong Kong dollars and must be forwarded either by cheque drawn on a Hong Kong dollar bank account with a licensed bank in Hong Kong or by a separate cashier's order issued by a licensed bank in Hong Kong. All such cheques or cashier's orders must be made payable to "CHINA MERCHANTS SECURITIES CO., LTD. – EAF" and crossed "Account Payee Only". Any payments for the excess H Rights Shares should be rounded up to 2 decimal points.**

All cheques and cashier's orders will be presented for payments immediately following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and return of this EAF together with a cheque or cashier's order in payment for the excess H Rights Shares applied for will constitute a warranty by the applicant that the cheque or cashier's order will be honoured on first presentation. Any EAF in respect of which the cheque or cashier's order is dishonoured on first presentation is liable to be rejected. H Shareholders are not guaranteed to be allotted all or any of the excess H Rights Shares applied for.

#### **EFFECT OF BAD WEATHER**

The latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares will not take place at 4:00 p.m. on Tuesday, August 11, 2020 if there is a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning, or "extreme conditions" caused by super typhoons: (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Tuesday, August 11, 2020. Instead, the latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares will be extended to 5:00 p.m. on the same Business Day; or (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Tuesday, August 11, 2020. Instead, the latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.. If the latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares does not take place on Tuesday, August 11, 2020, the dates mentioned in this EAF may be affected. The Company will notify the H Shareholders by way of an announcement of any change to the expected timetable as soon as practicable.

#### **DISTRIBUTION OF THIS EAF AND THE OTHER PROSPECTUS DOCUMENTS**

This EAF shall only be sent to the Qualified H Shareholders (other than the PRC Southbound Trading Investors).

No action has been taken to permit a public offering of the Nil-paid H Rights and/or the H Rights Shares, other than in Hong Kong, or the distribution of the Prospectus Documents in any jurisdiction other than Hong Kong. Accordingly, no person receiving a copy of any of the Prospectus Documents in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for excess H Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements.

The Prospectus Documents will not be registered or filed under the applicable securities or equivalent legislation of any jurisdictions other than (i) Hong Kong and (ii) the PRC (in accordance with the CSRC notice).

#### **QUALIFIED H SHAREHOLDERS AND EXCLUDED H SHAREHOLDERS**

To qualify for the H Shares Rights Issue and to apply for excess H Rights Shares under this EAF, an H Shareholder must have been registered as a member of the Company at the close of business on Monday, July 27, 2020 and must not be an Excluded H Shareholder. Excluded H Shareholders are (i) H Shareholders whose name(s) appear in the H Shareholders' Register at the close of the business on Monday, July 27, 2020 and whose address(es) as shown in such register is/are in any of the Specified Territories, except for those H Shareholders with addresses in Australia, Germany, Liechtenstein, Luxembourg, the Netherlands, New Zealand, Norway, the PRC and the UK who fulfil the relevant requirements to the satisfaction of the Company; and (ii) any H Shareholders or Beneficial H Shareholders at that time who are otherwise known by the Company to be resident in any of the Specified Territories, except for those H Shareholders or Beneficial H Shareholders with addresses in Australia, Germany, Liechtenstein, Luxembourg, the Netherlands, New Zealand, Norway, the PRC and the UK who fulfil the relevant requirements to the satisfaction of the Company.

Receipt of this EAF and/or any other Prospectus Documents or the crediting of Nil-paid H Rights to a stock account in CCASS does not and will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this EAF and/or any other Prospectus Documents must be treated as sent for information purpose only and should not be copied or redistributed. Persons (including, but not limited to, agents, custodians, nominees and trustees) who receive a copy of this EAF and/or any other Prospectus Documents or whose stock account in CCASS is credited with Nil-paid H Rights should not, in connection with the H Share Rights Issue, distribute or send the same in, into or from, or transfer Nil-paid H Rights to any person in, into or from, any of the Specified Territories. If an EAF and/or any other Prospectus Documents or any credits of Nil-paid H Rights to a stock account in CCASS are received by any person in any Specified Territories, or by his/her/its/their agent, custodian, nominee or trustee, he/she/it/they must not seek to apply for any excess H Share Rights Shares under this EAF unless such person is able to demonstrate to the satisfaction of the Company, or the Company determines that such actions would not violate applicable legal or regulatory requirements. Any person (including, but not limited to, any agents, custodians, nominees and trustees) who does forward this EAF or any other Prospectus Documents in, into or from any Specified Territories (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

股東務須注意，H股已由2020年7月17日(星期五)起於聯交所按除權基準買賣。未繳股款H股供股權將於2020年7月30日(星期四)至2020年8月6日(星期四)(包括首尾兩日)止期間內買賣。

於供股章程日期直至H股供股的所有條件達成或被豁免(如適用)當日(目前預期為2020年8月12日(星期三)下午五時正)止期間內任何H股買賣，及於2020年7月30日(星期四)至2020年8月6日(星期四)(包括首尾兩日)期間任何未繳股款H股供股權買賣，須承擔H股供股未必成為無條件及／或未必進行的相應風險。因此，H股股東及準投資者於買賣H股或未繳款H股供股股份時，務請審慎行事。倘彼等對其本身的情況有任何疑問，建議諮詢其專業顧問。

填妥本額外申請表格後，連同按所申請額外H股供股股份數目以每股H股供股股份8.185港元計算的款項，須不遲於2020年8月11日(星期二)下午四時正(或下文「惡劣天氣的影響」一段所述的有關較後日期)交回H股股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖。所有股款必須以港幣支付，並以香港持牌銀行港幣銀行戶口開出的支票或以香港持牌銀行發出的獨立銀行本票支付。所有該等支票或銀行本票均須註明抬頭人為「CHINA MERCHANTS SECURITIES CO., LTD. – EAF」，並以「只准入抬頭人賬戶」劃線方式開出。額外H股供股股份之任何付款應調高至兩個小數位。

所有支票及銀行本票將於收取後即時過戶，而自有關款項產生的所有利息將撥歸本公司所有。填妥並遞交本額外申請表格連同支付所申請額外H股供股股份款項的支票或銀行本票將構成申請人的保證，即支票或銀行本票將於首次過戶時獲兌現。倘支票或銀行本票於首次過戶時未能兌現，則任何有關的額外申請表格可遭拒絕受理。概不保證H股股東將獲配發所申請的全部或任何額外H股供股股份。

### 惡劣天氣的影響

倘在下列時間懸掛8號或以上熱帶氣旋警告信號，或發出「黑色」暴雨警告，或超強颱風導致的「極端情況」，則接納H股供股股份以及申請認購額外H股供股股份及付款之最後時間將不會於2020年8月11日(星期二)下午四時正發生：(i)在2020年8月11日(星期二)中午十二時正之前任何本地時間在香港懸掛或發出上述警告信號，但在中午十二時正之後取消。接納H股供股股份及支付股款及申請額外H股供股股份及支付股款的最後時間將順延至同一個營業日下午五時正；或(ii)在2020年8月11日(星期二)中午十二時正至下午四時正期間任何本地時間，在香港懸掛或發出上述警告信號。接納H股供股股份及支付股款及申請額外H股供股股份及支付股款的最後時間將改為下一個營業日(在該日上午九時正至下午四時正期間任何時間並無懸掛或發出任何該等警告信號)下午四時正。倘接納H股供股股份以及申請認購額外H股供股股份及付款之最後時間並未於2020年8月11日(星期二)發生，則本額外申請表格所述的日期可能受到影響。本公司將在切實可行的情況下盡快就預期時間表的任何變動以公告形式知會H股股東。

### 派發本額外申請表格及其他章程文件

本額外申請表格只可向合資格H股股東(中國南向交易投資者除外)寄發。

本公司並未採取任何行動以批准在香港以外公開發售未繳股款H股供股權及／或H股供股股份或在香港以外任何司法權區派發章程文件。因此，在香港以外任何地區或司法權區接獲任何章程文件之人士，均不得視之為申請額外H股供股股份之提呈發售或邀請，除非於相關司法權區可毋須遵守任何登記或其他法律或監管規定而合法作出該建議或邀請。

除(i)香港及(ii)中國(根據中國證監會通知)外，章程文件將不會根據任何司法權區的任何適用證券法例或同等法例登記或備案。

### 合資格H股股東及除外H股股東

為符合資格參與H股供股及根據本額外申請表格申請額外H股供股股份，H股股東須於2020年7月27日(星期一)營業時間結束時成為本公司的登記股東，且並非除外H股股東。除外H股股東指(i)於2020年7月27日(星期一)營業時間結束時名列H股股東名冊且於該登記冊內所示地址位於任何指定地區之H股股東(惟地址位於澳洲、德國、列支敦士登、盧森堡、荷蘭、新西蘭、挪威、中國及英國且本公司信納符合有關規定之H股股東或實益H股股東除外)；及(ii)當時據本公司另行得悉為任何指定地區居民之任何H股股東或實益H股股東(惟地址位於澳洲、德國、列支敦士登、盧森堡、荷蘭、新西蘭、挪威、中國及英國且本公司信納符合有關規定之H股股東或實益H股股東除外)。

收取本額外申請表格及／或任何其他章程文件或將未繳股款H股供股權存入中央結算系統的證券賬戶並不會亦將不會構成在提呈要約即屬違法的該等司法權區提呈要約，而在該等情況下，本額外申請表格及／或任何其他章程文件必須被視為僅供參考而發出，且不應複印或轉發。收取本額外申請表格及／或任何其他章程文件或其在中央結算系統的證券賬戶被存入未繳股款H股供股權的人士(包括但不限於代理、託管人、代名人及受託人)，不應就H股供股在、向或自任何特定地區分發或寄發有關文件，或將未繳股款H股供股權轉讓予身在、前往或來自任何特定地區的任何人士。倘於任何特定地區的任何人士，或其代理、託管人、代名人或受託人收取額外申請表格及／或任何其他章程文件或存入中央結算系統的證券賬戶的任何未繳股款H股供股權，則彼／其／彼等不得尋求根據本額外申請表格申請認購任何額外H股供股股份，除非該名人士能向本公司證明並令其信納或本公司確定該等行動不會違反適用法律或監管規定。在、向或自任何特定地區轉發本額外申請表格或任何其他章程文件的任何人士(包括但不限於任何代理、託管人、代名人及受託人)，不論基於合約或法律責任或其他理由，均應提醒收件人注意本節內容。

## REPRESENTATIONS AND WARRANTIES

By completing, signing and submitting this EAF, each subscriber of H Rights Shares being offered and sold outside the United States hereby represents and warrants to the Company and the Underwriters and to any person acting on their behalf, unless in their sole discretion, the Company and the Underwriters waive such requirement expressly in writing that:

- (i) he/she/it was an H Shareholder at the H Share Record Date, or he/she/it lawfully acquired or may lawfully acquire the Nil-paid H Rights, directly or indirectly, from such a person;
- (ii) he/she/it is not located in any other jurisdiction in which it is unlawful to purchase or take up the Nil-paid H Rights or subscribe for or accept H Rights Shares;
- (iii) he/she/it is not resident or located in, or a citizen of, the United States;
- (iv) he/she/it is not accepting an offer to purchase or take up the Nil-paid H Rights or subscribe for or accept H Rights Shares on a non-discretionary basis for a person who is resident or located in, or a citizen of, the United States at the time the instruction to accept was given;
- (v) he/she/it is not doing so for the account of any person who is located in the United States, unless:
  - (a) the instruction to purchase or take up the Nil-paid H Rights or to subscribe for or accept H Rights Shares was received from a person outside the United States; and
  - (b) the person giving such instruction has confirmed that he/she/it (x) has the authority to give such instruction and (y) either (A) has investment discretion over such account or (B) is an investment manager or investment company that is acquiring the H Rights Shares in an “offshore transaction” within the meaning of Regulation S under the U.S. Securities Act;
- (vi) he/she/it is acquiring the Nil-paid H Rights and/or the H Rights Shares in an “offshore transaction” as defined in Regulation S under the U.S. Securities Act;
- (vii) he/she/it has not been offered the H Rights Shares by means of any “directed selling efforts” as defined in Regulation S under the U.S. Securities Act;
- (viii) he/she/it is not purchasing or taking up the Nil-paid H Rights or subscribing for or accepting the H Rights Shares with a view to the offer, sale, allotment, take up, exercise, resale, renouncement, pledge, transfer, delivery or distribution, directly or indirectly, of any such Nil-paid H Rights or H Rights Shares into the United States or any other jurisdiction referred to in paragraph (ii) above;
- (ix) he/she/it understands that neither the Nil-paid H Rights nor the H Rights Shares have been or will be registered under the U.S. Securities Act or with any securities regulatory authority of any state, territory, or possession of the United States and the Nil-paid H Rights or H Rights Shares are being distributed and offered outside the United States in reliance on Regulation S under the U.S. Securities Act. Consequently, he/she/it understands the Nil-paid H Rights or H Rights Shares may not be offered, sold, pledged or otherwise transferred in or into the United States, except in reliance on an exemption from, or in transactions not subject to, the registration requirements of the U.S. Securities Act; and
- (x) if he/she/it (or any person for whom he/she/it is acquiring the H Shares) is in New Zealand, he/she/it (and any such person):
  - a. is a person who (i) is an investment business within the meaning of clause 37 of Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand) (the “FMC Act”); (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act; (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act; or (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act;
  - b. acknowledges that: (i) Part 3 of the FMC Act shall not apply in respect of the offer of shares to him/her/it; (ii) no product disclosure statement under the FMC Act may be prepared in respect of the offer of shares; and (iii) any information provided to him/her/it in respect of the offer is not required to, and may not, contain all of the information that a product disclosure statement under New Zealand law is required to contain;
  - c. warrants that if in the future he/she/it elects to directly or indirectly offer or sell any of the shares allotted to him/her/it, he/she/it undertakes not to do so in a manner that could result in (i) such offer or sale being viewed as requiring a product disclosure statement or other similar disclosure document or any registration or filing in New Zealand; (ii) any contravention of the FMC Act; or (iii) the Company or its directors incurring any liability; and
  - d. warrants that (i) any person for whom he/she/it is acquiring shares meets one or more of the criteria specified in subclause (a) above; and (ii) he/she/it has procured, where required, a safe harbour certificate in accordance with clause 44 of Schedule 1 of the FMC Act.

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties above.



## 聲明及保證

填妥、簽署及交回本額外申請表格，即表示在美國境外提呈發售及出售之H股供股股份之每名認購人據此向本公司及承銷商及代彼等行事之任何人士作出以下聲明及保證(除非本公司及承銷商全權酌情決定以書面方式明確豁免有關規定)：

- (i) 彼／其於H股股權登記日為H股股東，或彼已依法或可依法直接或間接向有關人士收購未繳股款H股供股權；
- (ii) 在彼／其所處之任何其他司法權區購買或承購未繳股款H股供股權或認購或接納H股供股股份不屬違法；
- (iii) 彼／其並非居於或身處美國，亦非美國公民；
- (iv) 彼／其並非按非酌情基準為發出接納指示時居於或身處美國或為美國公民之人士接納收購或承購未繳股款H股供股權或認購或接納H股供股股份之要約；
- (v) 彼／其並非代身處美國之任何人士作出有關舉動，除非：
  - (a) 購買或承購未繳股款H股供股權或認購或接納H股供股股份之指示乃由位於美國境外之人士發出；及
  - (b) 發出該項指示之人士已確認彼(x)有權發出該項指示，及(y)(A)對有關賬戶擁有投資決定權，或(B)為在美國證券法S規例所界定之「境外交易」中收購H股供股股份之投資經理或投資公司；
- (vi) 彼／其在美国證券法S規例所界定之「境外交易」中收購未繳股款H股供股權及／或H股供股股份；
- (vii) 彼／其並非在美国證券法S規例所界定之任何「定向銷售活動」獲提呈發售H股供股股份；
- (viii) 彼／其收購或承購未繳股款H股供股權或認購或接納H股供股股份之目的並非為直接或間接向美國境內或上文第(ii)段所述之任何其他司法權區發售、出售、配發、承購、行使、轉售、宣佈放棄、質押、轉讓、分發或派發有關未繳股款H股供股權或H股供股股份；
- (ix) 彼／其知悉未繳股款H股供股權或H股供股股份並無亦將不會根據美國證券法登記，亦不會在美國任何州、屬地或領地之任何證券監管當局登記，而未繳股款H股供股權或H股供股股份乃依據美國證券法S規例在美國境外發售及出售。因此，彼知悉未繳股款H股供股權或H股供股股份不可在或向美國發售、出售、質押或以其他方式轉讓，惟依據美國證券法登記規定之豁免或在毋須遵守美國證券法登記規定之交易除外；及
- (x) 倘彼／其(或彼／其為之購買H股的任何人士)處於新西蘭，則彼／其(或任何有關人士)：
  - a. (i)為2013年金融市場行為法(新西蘭)(「金融市場行為法」)附表一第37條所界定的投資企業；(ii)符合金融市場行為法附表一第38條所訂明的投資活動標準；(iii)屬金融市場行為法附表一第39條所界定的大型；或(iv)屬金融市場行為法附表一第40條所界定的政府機構；
  - b. 確認：(i)金融市場行為法第3部不適用於向彼／其提呈的股份發售；(ii)毋須根據金融市場行為法就股份發售擬備產品披露聲明；及(iii)向彼／其提供有關股份發售的任何資料毋須亦不會包括新西蘭法律規定的產品披露聲明所須載入的所有資料；
  - c. 保證倘彼／其日後選擇直接或間接提呈發售或出售分配予彼／其的任何股份，則彼／其承諾不會以可能導致以下事項的方式提呈發售或出售股份：(i)有關股份發售或出售被視為須作出產品披露聲明或其他類似披露文件或須在新西蘭登記或備案；(ii)違反金融市場行為法的任何行為；或(iii)本公司或其董事承擔任何責任；及
  - d. 保證(i)彼／其為之購買股份的任何人士符合上文(a)款所指的一項或多項標準；及(ii)彼／其已根據金融市場行為法附表一第44條出示安全港證明(如需要)。

為免生疑問，香港結算及香港中央結算(代理人)有限公司概不會受上述任何聲明及保證所規限。



## GENERAL

You will be notified by the Company of any allotment of excess H Rights Shares made to you. If no excess H Rights Shares are allotted and issued to you, a refund cheque for the full amount tendered on application will be despatched to you at your own risk and, if the number of excess H Rights Shares allotted and issued to you is less than the number applied for, a cheque for the surplus application monies will be despatched to you at your own risk. Such despatch is expected to take place on or about Wednesday, August 19, 2020. Any such cheque will be drawn in favour of the person(s) named on this form. It is expected that share certificates in respect of the H Rights Shares will be despatched at your own risk on or about Wednesday, August 19, 2020.

All documents, including cheques for amounts due, will be sent by ordinary post or courier at the risk of the relevant applicants or other persons entitled thereto to their registered address. This EAF and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong. References in this EAF to time are to Hong Kong time unless otherwise stated.

By completing, signing and submitting this EAF, you agree to disclose to the Company and/or its H Share Registrar and their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the application for excess H Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) provides the holders of securities with rights to ascertain whether the Company or its H Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong), the Company and its H Share Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at 48/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary or (as the case may be) the H Share Registrar.

**A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION  
NO RECEIPT WILL BE GIVEN**

(For office use only)

Application number	Number of excess H Rights Shares applied for	Amount paid on application	Balance refunded
		HK\$	HK\$

## 一般事項

閣下將獲本公司通知有關閣下所獲配發的任何額外H股供股股份。倘閣下未獲配發及發行任何額外H股供股股份，則閣下在申請認購時所付全數款項的退款支票及如閣下獲配發及發行的額外H股供股股份數目少於所申請數目，則多繳申請款項的退款支票將會寄發予閣下，郵誤風險概由閣下自行承擔。預期該等支票將於2020年8月19日(星期三)或前後寄發。任何該等支票將以名列本表格的人士為抬頭人。預期有關H股供股股份的股票將於2020年8月19日(星期三)或前後寄發，郵誤風險概由閣下自行承擔。

所有文件(包括應付款額的支票)將按登記地址以平郵或速遞方式寄發予有關申請人或其他應得的人士，郵誤風險概由彼等自行承擔。本額外申請表格及所有據此作出的申請均須受香港法例管轄及按香港法例詮釋。除另有說明者外，本額外申請表格內所提及的時間均為香港時間。

填妥、簽署及交回本額外申請表格，即閣下同意向本公司及／或其H股股份過戶登記處及彼等各自的顧問及代理披露個人資料及彼等所需而有關於閣下或閣下為其利益而申請額外H股供股股份的人士的任何資料。香港法例第486章《個人資料(私隱)條例》給予證券持有人權利可確定本公司或其H股股份過戶登記處是否持有其個人資料、索取有關資料的副本，以及更正任何不準確的資料。根據香港法例第486章《個人資料(私隱)條例》，本公司及其H股股份過戶登記處有權就處理任何查閱資料的要求收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類的資料的所有要求，應寄往本公司的香港主要營業地址(地址為香港中環康樂廣場8號交易廣場一期48樓)或根據適用法律不時通知的地點並以公司秘書或(視乎情況而定)H股股份過戶登記處為收件人。

**每份申請表格須隨附一張獨立開出的支票或銀行本票**

**本公司將不另發股款收據**

(公司專用欄)

申請編號	申請的額外H股供股股份數目	申請時繳付的款項	退還款項
		港幣 元	港幣 元