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(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6099)

**(1) POLL RESULTS OF ANNUAL GENERAL
MEETING HELD ON JUNE 22, 2018**
**(2) CHANGE OF REGISTERED ADDRESS OF THE COMPANY AND
AMENDMENT TO THE ARTICLES OF ASSOCIATION**
(3) PAYMENT OF 2017 FINAL DIVIDEND

VOTING RESULTS OF THE MEETING

References are made to the announcement dated March 27, 2018, the notice of 2017 annual general meeting (the “**AGM**”) dated May 7, 2018 and the circular for the AGM dated May 21, 2018 (the “**Circular**”) of China Merchants Securities Co., Ltd. (the “**Company**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The board of Directors (the “**Board**”) of the Company is pleased to announce that the AGM was convened on Friday, June 22, 2018 with both on-site voting and network voting. The on-site meeting was held at St. Helen Shenzhen Bauhinia, Shenzhen, the PRC on the same date at 10:00 a.m..

The meeting was convened by the Board and chaired by Mr. HUO Da, Chairman of the Board. Voting at the AGM was conducted by a combination of network voting and on-site voting. Computershare Hong Kong Investor Services Limited, the Company’s H Share registrar, two representatives from the Company’s shareholders, one representative from the Company’s Supervisors and two representatives from the Shenzhen Office of Jia Yuan Law Offices, Beijing were the scrutineers for the vote-taking at the AGM. Fifteen Directors and nine Supervisors of the Company and one representative from SHINEWING (HK) CPA Limited (the international accounting firm of the Company) attended the AGM while Mr. WU Huifeng, secretary to the Board, and certain members of the senior management of the Company observed the AGM.

As at the date of the AGM, the total number of issued shares of the Company was 6,699,409,329, which was the total number of shares entitling the holders to attend and vote for or against or abstain from voting in respect of the resolutions at the AGM. Save as set out below, there was no restriction on any Shareholder casting votes on any of the proposed resolutions at the AGM. No Shareholder was required to abstain from voting in respect of the resolutions proposed at the AGM save for the below ordinary resolution No. 7. The below ordinary resolution No. 7 was taken by poll by Shareholders who do not hold any interest in relation to such resolution. Shareholders controlled by China Merchants Group Limited were required to abstain from voting on the below ordinary resolution No. 7.02. Shareholders controlled by China COSCO Shipping Corporation Limited were required to abstain from voting on the below ordinary resolution No. 7.05. PICC Life Insurance Company Limited is required to abstain from voting on the below ordinary resolution No. 7.06.

A total of 28 Shareholders and their proxies, holding an aggregate of 4,365,954,654 shares with voting rights, representing approximately 65.169247% of the total shares with voting rights of the Company, in which, 27 Shareholders of A Shares and their proxies, holding an aggregate of 3,789,937,212 shares, representing approximately 56.571214% of the total shares with voting rights of the Company while 1 Shareholder of H Shares and their proxies, holding an aggregate of 576,017,442 shares, representing approximately 8.598033% of the total shares with voting rights of the Company, have attended the AGM.

POLL RESULTS OF 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 for 2017	A Shares	3,789,936,212	99.999974	1,000	0.000026	0	0.000000
		H Shares	575,842,842	99.969688	174,600	0.030312	0	0.000000
		Total	4,365,779,054	99.995978	175,600	0.004022	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.							
2.	To consider and approve the the working report of the Supervisory Committee for 2017	A Shares	3,789,936,212	99.999974	1,000	0.000026	0	0.000000
		H Shares	575,842,842	99.969688	174,600	0.030312	0	0.000000
		Total	4,365,779,054	99.995978	175,600	0.004022	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.							
3.	To consider and approve the annual duty report of independent Directors of the Company for 2017	A Shares	3,789,936,212	99.999974	1,000	0.000026	0	0.000000
		H Shares	575,842,842	99.969688	174,600	0.030312	0	0.000000
		Total	4,365,779,054	99.995978	175,600	0.004022	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.							
4.	To consider and approve the annual report of the Company for 2017	A Shares	3,789,936,212	99.999974	1,000	0.000026	0	0.000000
		H Shares	575,842,842	99.969688	174,600	0.030312	0	0.000000
		Total	4,365,779,054	99.995978	175,600	0.004022	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.							
5.	To consider and approve the resolution on profit distribution plan of the Company for 2017	A Shares	3,789,937,212	100.000000	0	0.000000	0	0.000000
		H Shares	576,017,442	100.000000	0	0.000000	0	0.000000
		Total	4,365,954,654	100.000000	0	0.000000	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 (%)	
6.	To consider and approve the resolution on the budget for proprietary investment of the Company for 2018	A Shares	3,789,936,212	99.999974	1,000	0.000026	0	0.000000	
		H Shares	576,017,442	100.000000	0	0.000000	0	0.000000	
		Total	4,365,953,654	99.999977	1,000	0.000023	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 contemplated ordinary related party transactions of the Company for 2018:								
	7.01	Contemplated ordinary related party transactions with China Merchants Bank Co., Ltd.	A Shares	3,789,866,412	99.998132	70,800	0.001868	0	0.000000
			H Shares	571,309,193	99.182620	4,708,249	0.817380	0	0.000000
			Total	4,361,175,605	99.890538	4,779,049	0.109462	0	0.000000
	7.02	Contemplated ordinary related party transactions with China Merchants Group Limited and its subsidiaries	A Shares	903,839,191	99.992167	1,000	0.000111	69,800	0.007722
			H Shares	503,602,793	99.073746	500,000	0.098365	4,208,249	0.827889
			Total	1,407,441,984	99.661593	501,000	0.035476	4,278,049	0.302931
	7.03	Contemplated ordinary related party transactions with China Merchants Fund Management Co., Ltd.	A Shares	3,789,866,412	99.998132	1,000	0.000026	69,800	0.001842
			H Shares	571,309,193	99.182620	500,000	0.086803	4,208,249	0.730577
			Total	4,361,175,605	99.890538	501,000	0.011475	4,278,049	0.097987
	7.04	Contemplated ordinary related party transactions with Bosera Asset Management Co., Ltd.	A Shares	3,789,866,412	99.998132	1,000	0.000026	69,800	0.001842
			H Shares	571,309,193	99.182620	2,088,850	0.362637	2,619,399	0.454743
			Total	4,361,175,605	99.890538	2,089,850	0.047867	2,689,199	0.061595
	7.05	Contemplated ordinary related party transactions with China COSCO Shipping Corporation Limited and other related parties controlled by it	A Shares	3,370,342,864	99.997899	1,000	0.000030	69,800	0.002071
			H Shares	480,757,393	98.629760	500,000	0.102577	6,179,049	1.267663
			Total	3,851,100,257	99.825036	501,000	0.012987	6,248,849	0.161977
	7.06	Contemplated ordinary related party transactions with PICC Life Insurance Company Limited	A Shares	3,789,866,412	99.998132	1,000	0.000026	69,800	0.001842
			H Shares	238,009,193	98.060193	500,000	0.206001	4,208,249	1.733806
			Total	4,027,875,605	99.881491	501,000	0.012424	4,278,049	0.106085
	7.07	Contemplated ordinary related party transactions with other related parties	A Shares	3,789,866,412	99.998132	1,000	0.000026	69,800	0.001842
			H Shares	571,309,193	99.182620	500,000	0.086803	4,208,249	0.730577
			Total	4,361,175,605	99.890538	501,000	0.011475	4,278,049	0.097987
	As more than half of the votes were cast in favour of each of these resolutions, each of these resolutions was duly passed as an ordinary resolution.								

ORDINARY RESOLUTIONS			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
8.	To consider and approve the resolution on engagement of the Auditors of the Company for 2018	A Shares	3,789,936,212	99.999974	1,000	0.000026	0	0.000000
		H Shares	576,017,442	100.000000	0	0.000000	0	0.000000
		Total	4,365,953,654	99.999977	1,000	0.000023	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.								
9.	To consider and approve the resolution on the Shareholders' return plan (2018-2020) of the Company	A Shares	3,789,936,212	99.999974	1,000	0.000026	0	0.000000
		H Shares	576,017,442	100.000000	0	0.000000	0	0.000000
		Total	4,365,953,654	99.999977	1,000	0.000023	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.								
SPECIAL RESOLUTION			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
10.	To consider and approve the resolution on change of registered address of the Company and amendment to the Articles of Association	A Shares	3,789,936,212	99.999974	1,000	0.000026	0	0.000000
		H Shares	576,017,442	100.000000	0	0.000000	0	0.000000
		Total	4,365,953,654	99.999977	1,000	0.000023	0	0.000000
As more than two thirds of the votes were cast in favour of this resolution, this resolution was duly passed as a special resolution.								

CHANGE OF REGISTERED ADDRESS OF THE COMPANY AND AMENDMENT TO THE ARTICLES OF ASSOCIATION

The Board announced that the above special resolution has been passed at the AGM. The registered address of the Company in the PRC will be changed to “No. 111, Fuhuay Road, Futian District, Shenzhen” (深圳市福田區福華一路111號) (subject to the final information approved by the market supervisory authority).

In addition, the Board further announced that due to the change in registered address, Article No. 5 of the Articles of Association of the Company will be amended as follow:

Original Article

Article No. 5
Address: 38-45F, Block A,
Jiangsu Building, Yitian Road,
Futian District, Shenzhen*
(深圳市福田區益田路江蘇大廈
A座38至45層)

New Article

Article No. 5
Address: No.111,
Fuhuay Road,
Futian District, Shenzhen*
(深圳市福田區福華一路111號)

The relevant proposed amendments will be effected upon the grant of approval from the relevant securities regulatory authorities. The AGM has authorised the Board in turn to authorise the management of the Company to handle with full discretion regarding the changes of the Articles of Association of the Company, the change in the business registration, and other related specific matters.

PAYMENT OF 2017 FINAL DIVIDEND

The Board wishes to inform Shareholders that details of the final dividend of the Company for 2017 are as follows:

The final cash dividend for the year ended 31 December 2017 of RMB3.46 (tax inclusive) for every ten(10) Shares (the “**Final Dividend**”) will be paid to the holders of A Shares and H Shares of the Company on August 17, 2018. The register of members of H Shares of the Company will be closed from July 11, 2018 to July 16, 2018 (both days inclusive), during which time no share transfers of H Shares will be effected. In order to qualify for receiving the Final Dividend, holders of H Shares should ensure that all transfer documents, accompanied by the relevant H Share certificates, are 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, before 4:30 p.m. on July 10, 2018. Holders of H Shares whose names appear on the register of members of the H Shares on July 16, 2018 (the “**Record Date**”) are entitled to receive the Final Dividend.

Such cash dividend will be denominated and declared in Renminbi and paid to holders of A Shares in Renminbi and to holders of H Shares in Hong Kong dollar. The actual amount of dividend paid in Hong Kong dollar will be determined based on the average exchange rate of Renminbi and Hong Kong dollar published by the People’s Bank of China for the five business days immediately prior to June 22, 2018, being the date of the AGM, (i.e. RMB0.820082 against HK\$1.00), being a cash dividend of HK\$2.84 (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), dividend and bonus income 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. 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 their onward payment to the holders of H Shares. Mr. WU Huifeng was authorized to exercise the rights on behalf of the Company to execute all instructions, guidelines, decisions, notices and approvals to nominees in relation to the nominee agreement.

The Company will announce the details of the arrangement regarding the distribution of the Final Dividend to holders of A Shares on the SSE separately.

Payment of 2017 Final Dividend for Investors of Southbound Trading

For investors of the SSE and the SZSE (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the nominee of the holders of H Shares for Southbound Trading will receive the cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depositary 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 China Securities Regulatory Commission, 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 cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H Shares of the Company.

Payment of 2017 Final Dividend for Shanghai-Hong Kong Stock Connect Investors

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 CSDC; 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.

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

Shenzhen, the PRC
June 22, 2018

As at the date of this announcement, the Board of Directors of the Company comprises Mr. HUO Da, Mr. WANG Yan and Mr. XIONG Jiantao as executive Directors; Ms. SU Min, Mr. XIONG Xianliang, Mr. SU Jian, Ms. PENG Lei, Mr. HUANG Jian, Mr. WANG Daxiong and Mr. CHEN Zhigang as non-executive Directors; and Mr. XIANG Hua, Mr. XIAO Houfa, Mr. XIONG Wei, Mr. HU Honggao and Mr. WONG Ti as independent non-executive Directors.

* For identification purpose only