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恒 投 證 券 HENGTOU SECURITIES

(a joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name “恒泰证券股份有限公司” and carrying on business in Hong Kong as “恒投證券” (in Chinese) and “HENGTOU SECURITIES” (in English))

(the “**Company**”)
(**Stock code: 01476**)

NOTICE OF 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of the Company for the year 2016 will be held at the meeting room of Grand Mercure Beijing Central, 6 Xuan Wu Men Nei Avenue, Xi Cheng District, Beijing, the PRC at 9:00 a.m. on Friday, 16 June 2017 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2016;
2. To receive, consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2016;
3. To receive, consider and approve the annual report of the Company for year ended 31 December 2016;
4. To consider and approve the Company's profit distribution plan for the year ended 31 December 2016, namely no profit distribution of the Company for the year ended 31 December 2016;
5. To receive, consider and approve the Company's final accounts report for the year ended 31 December 2016;

6. To consider and approve the re-appointment of Ruihua Certified Public Accountants LLP (瑞華會計師事務所(特殊普通合夥)) as the Company's domestic external auditor for the year 2017 for a term until the conclusion of the annual general meeting of the Company to be held in 2018 and to authorise the Board to determine its remuneration;
7. To consider and approve the re-appointment of RSM Hong Kong (中瑞岳華(香港)會計師事務所) as the Company's international external auditor for the year 2017 for a term until the conclusion of the annual general meeting of the Company to be held in 2018 and to authorise the Board to determine its remuneration; and
8. To consider and approve the appointment of Ms. Gao Liang as non-executive Director of the third session of the Board of the Company for a term commencing from the date of approval at the AGM or the date of approval from the relevant governmental authorities of the PRC (whichever is later) until the expiry of the term of the third session of the Board of the Company; and to authorize the Board to determine her remuneration and determine the terms of the service contract.

SPECIAL RESOLUTIONS

9. To consider and approve the proposed amendments to Articles of Association of the Company;
10. To consider and approve the proposed issue of subordinated corporate bonds.

TO RECEIVE THE RELEVANT REPORT

11. The work report of Independent Directors for the year 2016.

By order of the Board
Pang Jiemin
Chairman

Beijing, the PRC, 28 April 2017

Notes:

1. Details of the above resolutions are set out in the circular of the Company dated 28 April 2017.
2. Pursuant to the requirements of the Rules of General Meeting of Listed Companies issued by the China Securities Regulatory Commission, Independent Directors shall present a duty performance report at an annual general meeting. Such report will be presented at the AGM, but no Shareholder's approval is required. The 2016 work report of the Independent Directors is made available to the Shareholders in the Appendix V to the aforesaid circular.
3. In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 17 May 2017 to Friday, 16 June 2017 (both days inclusive) during which period no transfer of shares will be effected. Shareholders of the Company whose names appear on the register of members on Friday, 9 June 2017 shall be entitled to attend the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's head office in the PRC at 11/F, China Life Centre, No. 17 Finance Street, Xicheng District, Beijing, the PRC (for holders of domestic shares), or 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 (for holders of H Shares) no later than 4:30 p.m. on Tuesday, 16 May 2017 for registration.
4. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not be a Shareholder.
5. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
6. In order to be valid, the proxy form must be deposited, for the holders of H Shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, or for the holders of Domestic Shares, to the Company's head office in the PRC, not less than 24 hours before the time for holding the AGM (i.e. before 9:00 a.m. on Thursday, 15 June 2017). If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.
7. Shareholders shall produce their identity documents and supporting documents in respect of shares held when attending the AGM. If corporate Shareholders appoints authorised representative to attend the AGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the AGM.

8. Shareholders who intend to attend the AGM should complete and return the reply slip in writing by hand or by post to the Company's H shares registrar (for holders of H Shares) or the head office of the Company in the PRC (for holders of Domestic Shares) before Friday, 26 May 2017.
9. The AGM is expected to be held for less than half a day. Shareholders who intend to attend the AGM shall arrange and bear their own transportation and accommodation expenses.
10. The name and address of the Company's H shares registrar is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor,
Hopewell Centre,
183 Queen's Road East,
Wanchai,
Hong Kong
Tel: +852 2862 8555
Fax: +852 2865 0990
11. The address of head office of the Company in the PRC is as follows:

11/F, China Life Centre,
No. 17 Finance Street,
Xicheng District, Beijing,
the PRC
Contact person: Wang Hui
Tel: +86 10 8327 0996
Fax: +86 10 8327 0998
12. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the AGM, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
13. Pursuant to rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the chairman of the general meeting will also demand that all the resolutions proposed at the general meeting will be voted on by way of poll in registered form pursuant to Article 118 of the Articles of Association of the Company.

As at the date of this announcement, the Board comprises Mr. Pang Jiemin and Mr. Wu Yigang as executive directors, Mr. Zhang Tao, Mr. Chen Guanglei and Mr. Sun Chao as non-executive directors, and Mr. Peng Diyun, Ms. Zhou Jianjun and Dr. Lam Sek Kong as independent non-executive directors.