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*(A joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name 华泰证券股份有限公司 and carrying on business in Hong Kong as HTSC)*

**(Stock Code: 6886)**

## **POLL RESULTS OF THE 2017 ANNUAL GENERAL MEETING; ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND APPROVAL AND EFFECTIVENESS OF THE ARTICLES OF ASSOCIATION**

### **THE 2017 ANNUAL GENERAL MEETING**

References are made to the circular of the 2017 annual general meeting (the “**AGM**”) of the Company (the “**Circular**”) and the notice of the AGM dated April 26, 2018, and the supplemental circular of the AGM (the “**Supplemental Circular**”) and the revised notice of the AGM dated May 24, 2018. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as defined in the Circular and the Supplementary Circular.

The Board is pleased to announce that the AGM was held at Conference Room, Renaissance Nanjing Olympic Centre Hotel, No.139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC by way of an on-site meeting at 1:30 p.m. on Wednesday, June 13, 2018. The AGM was convened by the Board and chaired by the chairman of the Board, Mr. Zhou Yi. Certain members of the supervisory committee and senior management of the Company as well as the secretary of the Board attended the AGM.

### **I. VOTING ARRANGEMENT**

Voting was conducted by poll for the resolutions proposed at the AGM. Holders of H Shares were entitled to participate in the voting at the AGM in person or by proxy. Holders of A Shares were entitled to participate the voting at the AGM in person, by proxy, or through online voting. Online voting was made available during the trading period (i.e. 9:15 to 9:25, 9:30 to 11:30, and 13:00 to 15:00)

on June 13, 2018 through the voting platform of the trading system and from 9:15 to 15:00 on June 13, 2018 through the network voting platform on a designated website. The convening, procedures and voting methods of the AGM were in compliance with the requirements of laws and regulations including the *Company Law of the People's Republic of China* (《中華人民共和國公司法》) and the *Articles of Association* of the Company.

As at the date of the AGM, a total of 7,162,768,800 Shares (comprising 1,719,045,680 H Shares and 5,443,723,120 A Shares) were in issue and entitled the holders of which to attend and vote for or against or abstain from voting in respect of the resolutions at the AGM. Jiangsu Guoxin Investment Group Limited, the largest Shareholder, had 1,250,928,425 A Shares, representing 17.464314% of the total number of issued Shares, and as a connected shareholder, has abstained from voting on No. 5.1 of the ordinary resolution (ordinary connected transactions with Jiangsu Guoxin Investment Group Limited and its affiliated companies). Jiangsu Communications Holding Co., Ltd., the second largest Shareholder, had 450,019,418 A Shares, representing 6.282758% of the total number of issued Shares, and as a connected shareholder, has abstained from voting on No. 5.2 of the ordinary resolution (ordinary connected transactions with Jiangsu Communications Holding Co., Ltd. and its affiliated companies). Govtor Capital Group Co., Ltd., the third largest Shareholder, had 342,028,006 A Shares, representing 4.775081% of the total number of issued Shares, and as a connected shareholder, has abstained from voting on No. 5.3 of the ordinary resolution (ordinary connected transactions with Govtor Capital Group Co., Ltd. and its affiliated companies). Jiangsu SOHO Holdings Group Co., Ltd., the fourth largest Shareholder, and its affiliated company Jiangsu SOHO International Group Corporation had 244,461,966 A Shares in total, representing 3.412953% of the total number of issued Shares, and as the connected shareholders, have abstained from voting on No. 5.4 of the ordinary resolution (ordinary connected transactions with Jiangsu SOHO Holdings Group Co., Ltd. and its affiliated companies).

Save as disclosed above, there were no restrictions on any Shareholders to cast votes on the resolutions at the AGM. There were no Shares held by any Shareholders which entitled the holders of which to attend and abstain from voting as set out in Rule 13.40 of the Listing Rules and no Shareholder was required under the Listing Rules to abstain from voting in favour. No parties had stated their intention in the Circular and the Supplemental Circular to vote against or abstain from any of the proposed resolutions.

Computershare Hong Kong Investor Services Limited, the Company's H share registrar, two representatives from the Shareholders, one Supervisor and Allbright Law Offices were appointed as the scrutineers for vote-taking at the AGM.

## II. AGM ATTENDANCE

Attendance of the AGM was as follows:

Total number of Shareholders and authorised proxies attended and vote in the AGM		390
of which	number of holders of A Shares	380
	number of holders of H Shares	10
Total number of Shares with voting rights held by Shareholders that attended the AGM (shares)		3,600,051,644
of which	total number of Shares held by holders of A Shares participated in the voting (shares)	3,130,054,853
	total number of Shares held by holders of H Shares participated in the voting (shares)	469,996,791
Percentage of total number of Shares with voting rights held by Shareholders that attended the AGM as compared to the issued Shares (%)		50.260615
of which	percentage of total number of Shares held by holders of A Shares participated in the voting as compared to the issued Shares (%)	43.698951
	percentage of total number of Shares held by holders of H Shares participated in the voting as compared to the issued Shares (%)	6.561664

## III. POLL RESULTS

The poll results to the proposed resolutions are set out as follows:

No.	Ordinary Resolutions	Number of Votes (%) <sup>1</sup>		
		For	Against	Abstain
1.	To consider and approve the 2017 Work Report of the Board	3,591,821,544 99.771389%	207,700 0.005770%	8,022,400 0.222841%
2.	To consider and approve the 2017 Work Report of the Supervisory Committee	3,587,406,843 99.648761%	207,700 0.005769%	12,437,101 0.345470%
3.	To consider and approve the 2017 Final Financial Report	3,587,405,743 99.648730%	201,900 0.005608%	12,444,001 0.345662%
4.	To consider and approve the 2017 Annual Report	3,587,405,543 99.648724%	209,000 0.005806%	12,437,101 0.345470%
5.	To consider and approve the resolution on the estimated ordinary transactions with related parties of the Company for 2018:	/		

5.1	Ordinary connected transactions with Jiangsu Guoxin Investment Group Limited and its affiliated companies	2,336,969,718 99.482637%	211,000 0.008982%	11,942,501 0.508381%
5.2	Ordinary connected transactions with Jiangsu Communications Holding Co., Ltd. and its affiliated companies	3,137,873,725 99.614020%	216,000 0.006857%	11,942,501 0.379123%
5.3	Ordinary connected transactions with Govtor Capital Group Co., Ltd. and its affiliated companies	3,245,866,237 99.626847%	214,900 0.006596%	11,942,501 0.366557%
5.4	Ordinary connected transactions with Jiangsu SOHO Holdings Group Co., Ltd. and its affiliated companies	3,343,431,177 99.637664%	216,000 0.006437%	11,942,501 0.355899%
5.5	Ordinary connected transactions with other related parties	3,587,900,143 99.662463%	209,000 0.005806%	11,942,501 0.331731%
6.	To consider and approve the resolution on the estimated investment amount for the proprietary business of the Company for 2018	3,587,904,243 99.662577%	204,900 0.005692%	11,942,501 0.331731%
7.	To consider and approve the resolution on the re-appointment of the accounting firm of the Company for 2018	3,587,904,243 99.662577%	204,900 0.005692%	11,942,501 0.331731%
8.	To consider and approve the resolution on amendments to the Regulations on the Management of Transactions with Related Parties of Huatai Securities Co., Ltd.	3,587,911,143 99.662769%	198,000 0.005500%	11,942,501 0.331731%
9.	To consider and approve the resolution on the election of Mr. Chen Zhibin as an independent non-executive Director of the fourth session of the Board of the Company	3,587,651,143 99.655547%	457,800 0.012716%	11,942,701 0.331737%

No.	Special Resolutions	Number of Votes (%) <sup>1</sup>		
		For	Against	Abstain
10.	To consider and approve the 2017 Profit Distribution Plan	3,587,764,143 99.658685%	359,500 0.009986%	11,928,001 0.331329%
11.	To consider and approve the resolution on amendments to the Articles of Association	3,587,910,943 99.662763%	212,700 0.005908%	11,928,001 0.331329%
12.	To consider and approve the resolution on the grant of general mandate to the Board to issue Shares	3,335,904,728 92.662691%	210,481,147 5.846615%	53,665,769 1.490694%
13.	To consider and approve the resolution on the proposed extension of the validity period of resolution of the general meeting on the Non-public Issuance	3,532,707,691 98.129361%	13,743,184 0.381750%	53,600,769 1.488889%
14.	To consider and approve the resolution on the proposed extension of the validity period of authorisation granted by the general meeting to the Board and its authorised persons to deal with matters in respect of the Non-public Issuance	3,532,712,691 98.129500%	13,738,184 0.381611%	53,600,769 1.488889%

*Note:*

1. For the purpose of calculating the result of the resolution, number of the votes for and against shall be regarded as execution of voting rights.

Each of the above-mentioned ordinary resolutions was duly passed by obtaining more than half of the votes in favour of each resolution; each of the above-mentioned special resolutions was duly passed by obtaining more than two-thirds of the votes in favour of each resolution. No new proposal has been submitted for voting and approval. No resolution proposed was vetoed or amended at the AGM.

For detailed information on the resolutions, please refer to the Circular and the Supplemental Circular.

#### IV. ATTESTATION BY LAWYERS

Allbright Law Offices, the PRC legal advisers to the Company, considered that the convening and the procedures of the AGM, the qualifications of the convenor and attendees of the AGM and voting process and the poll results of the AGM are in compliance with the requirements of the *Company Law of the People's Republic of China* (《中華人民共和國公司法》), *the Rules on General Meetings* and the *Articles of Association* of the Company and other relevant laws and regulations and the resolutions of the AGM are lawful and valid.

#### ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The election of Mr. Chen Zhibin as independent non-executive Director of the fourth session of the Board has been proposed to the Shareholders as an ordinary resolution of the AGM, and has been duly approved.

Qualification of Mr. Chen Zhibin to act as independent director of a securities company has been approved by the Jiangsu Securities Regulatory Bureau. Mr. Chen Zhibin shall perform his duties as an independent non-executive Director of the fourth session of the Board of the Company from June 13, 2018 and his term of office will end at the conclusion of the current session of the Board.

The biographical details of Mr. Chen Zhibin are set out below:

**Mr. Chen Zhibin**, born in January 1965, Chinese nationality, has no right of permanent overseas residence. Mr. Chen is a postdoctorate in accounting, and a professor and doctoral student supervisor at the Faculty of Finance and Accounting at Southeast University. Mr. Chen is also a managerial accounting consultant to the Ministry of Finance and the vice director of the governmental accounting committee of the Accounting Society of China. Mr. Chen Zhibin served as an independent non-executive Director of the third session of the Board and a member of the Audit Committee of the Board from October 2015 to April 2016. Since May 2018, Mr. Chen has served in Jiangsu Phoenix Publishing & Media Corporation Limited\* (江蘇鳳凰出版傳媒股份有限公司) (Shanghai Stock Exchange, Stock Code: 601928). In the past three years, Mr. Chen Zhibin has also served as an independent director of Jiangsu Kuang Da Automobile Fabric Group Co., Ltd.\* (江蘇曠達汽車織物集團股份有限公司) (Shenzhen Stock Exchange, Stock Code: 002516), Jiangsu Province Transportation Planning and Design Institute Co., Ltd.\* (江蘇省交通規劃設計院股份有限公司) (now renamed as China Design Group Co., Ltd.\* (中設設計集團股份有限公司)) (Shanghai Stock Exchange, Stock Code: 603018) and Jinling Hotel Corporation\* (金陵飯店股份有限公司) (Shanghai Stock Exchange, Stock Code: 601007).

\* For identification purpose only

Save as disclosed in the biographical details, Mr. Chen Zhibin is not related to any directors, supervisors, senior management members, substantial shareholders or controlling shareholders of the Company; he is not a holder of any equity interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong); there is not any information required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, there is not any matter and he has not participated previously in any matter required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; he did not hold any directorship in other listed companies nor other positions in the members of the Group during the preceding three years, and there is no other matter required to be brought to the attention of the shareholders and the Hong Kong Stock Exchange. As at the date of this announcement, Mr. Chen Zhibin has not been penalised by the China Securities Regulatory Commission and other relevant authorities nor reprimanded by any stock exchange during the preceding three years.

During his term as independent non-executive Director of the Company, Mr. Chen Zhibin will receive remuneration from the Company in accordance with the scale of remuneration for independent directors approved by the general meeting of the Company.

#### **THE APPROVAL AND EFFECTIVENESS OF THE ARTICLES OF ASSOCIATION**

The amendments to the Articles of Association made by Company will become effective upon approval from the securities regulatory authorities and after completing the procedures of change in business registration. Prior to obtaining such approval and completion of such procedures of registration, the existing Articles of Association shall continue to be effective.



## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the meanings as set out below.

“Company” a joint stock company incorporated in the People’s Republic of China with limited liability under the corporate name 华泰证券股份有限公司 (Huatai Securities Co., Ltd.), converted from our predecessor 华泰证券有限责任公司 (Huatai Securities Limited Liability Company) on December 7, 2007, carrying on business in Hong Kong as “HTSC”, and was registered as a registered non-Hong Kong company under Part 16 of the Companies Ordinance under the Chinese approved name of “华泰六八八六股份有限公司” and English name of “Huatai Securities Co., Ltd.”; the H shares of which were listed on the Main Board of The Stock Exchange of Hong Kong Limited since June 1, 2015 (Stock Code: 6886) and the A shares of which were listed on the Shanghai Stock Exchange since February 26, 2010 (Stock Code: 601688), and except where the content otherwise requires, including its predecessors

By order of the Board  
**Zhou Yi**  
Chairman

Jiangsu, PRC, June 13, 2018

*As at the date of this announcement, the Board comprises Mr. Zhou Yi as an executive Director; Ms. Pu Baoying, Mr. Gao Xu, Mr. Chen Ning, Mr. Xu Feng, Mr. Xu Qing and Mr. Zhou Yong as non-executive Directors; and Mr. Chen Chuanming, Mr. Liu Hongzhong, Mr. Lee Chi Ming, Ms. Liu Yan and Mr. Chen Zhibin as independent non-executive Directors.*