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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)

REVISED NOTICE OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING

REVISED NOTICE IS HEREBY GIVEN that the 2018 first extraordinary general meeting of the Company (the “EGM”) will be held at Conference Room, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the People’s Republic of China on Monday, October 22, 2018 at 2:00 p.m. to consider the following issues:

Ordinary Resolutions

1. To consider and approve the 2018 interim profit distribution plan
2. To consider and approve the resolution on the election of non-executive Directors and executive Directors:
 - 2.1 To consider and approve the resolution on the election of Mr. Ding Feng as a non-executive Director of the fourth session of the Board
 - 2.2 To consider and approve the resolution on the election of Mr. Chen Yongbing as a non-executive Director of the fourth session of the Board
 - 2.3 To consider and approve the resolution on the election of Ms. Hu Xiao as a non-executive Director of the fourth session of the Board
 - 2.4 To consider and approve the resolution on the election of Ms. Fan Chunyan as a non-executive Director of the fourth session of the Board
 - 2.5 To consider and approve the resolution on the election of Mr. Zhu Xuebo as an executive Director of the fourth session of the Board
3. To consider and approve the resolution on the election of Shareholder Supervisors:
 - 3.1 To consider and approve the resolution on the election of Mr. Chen Ning as a Shareholder Supervisor of the fourth session of the Supervisory Committee
 - 3.2 To consider and approve the resolution on the election of Ms. Yu Lanying as a Shareholder Supervisor of the fourth session of the Supervisory Committee

- 3.3 To consider and approve the resolution on the election of Ms. Yang Yaling as a Shareholder Supervisor of the fourth session of the Supervisory Committee
4. To consider and approve the resolution on the plan of the AssetMark Overseas Listing
5. To consider and approve the resolution on the compliance of the AssetMark Overseas Listing with the Notice on Issues in Relation to Regulating Overseas Listing of Subsidiaries of Domestic Listed Companies
6. To consider and approve the resolution on the undertaking of maintaining independent listing status of the Company
7. To consider and approve the resolution on the description of the sustainable profitability and prospects of the Company
8. To consider and approve the resolution on the authorization granted to the Board and its authorized party(ies) in dealing with matters regarding the AssetMark Overseas Listing
9. To consider and approve the resolution on the Report on the Use of the Proceeds Raised in the Previous Issuance of Shares by the Company

Special Resolutions

10. To consider and approve the resolution on the provision of assured entitlement only to H Shareholders for the AssetMark Overseas Listing
11. To consider and approve the resolution on the amendment to the Articles of Association
12. To consider and approve the resolution on the Issuance and Admission of GDRs
13. To consider and approve the resolution on the proposal on the Issuance and Admission of GDRs
14. To consider and approve the resolution on the validity period of the resolutions in respect of the Issuance and Admission of GDRs
15. To consider and approve the resolution on the granting of authorization to the Board and such persons authorized by the Board to consider in their sole discretion matters in connection with the Issuance and Admission of GDRs
16. To consider and approve the resolution on the distribution of accumulated profits prior to the Issuance and Admission of GDRs
17. To consider and approve the resolution on the plan for the use of proceeds from the Issuance and Admission of GDRs

INFORMATION OF THE RESOLUTIONS

The resolutions to be considered at the EGM and the recommendations of the Directors regarding such resolutions are set out in detail in the original circular dispatched by the Company on Friday, September 14, 2018 and the supplementary circular to be dispatched by the Company on Wednesday, September 26, 2018.

DEFINITIONS

In this notice, the following expression has the meaning set out below unless the context otherwise requires.

“Company” a joint stock company incorporated in the PRC 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 have been listed on the main board of the Hong Kong Stock Exchange since June 1, 2015 (Stock Code: 6886); the A Shares of which have been listed on the Shanghai Stock Exchange since February 26, 2010 (Stock Code: 601688), unless the context otherwise requires, including its predecessor

Yours faithfully,
By order of the Board of the Company
Zhou Yi
Chairman

Jiangsu, the PRC, September 26, 2018

As at the date of this notice, the Board comprises Mr. Zhou Yi as an executive Director; Ms. Pu Baoying, Mr. Chen Ning, Mr. Gao Xu, 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.

Notes:

1. Eligibility for attending the EGM and date of registration of members for H Shares

The register of members of H Shares will be closed from Saturday, September 22, 2018 to Monday, October 22, 2018 (both days inclusive), during which time no Share transfer of H Shares will be registered. Purchasers of Shares who have submitted their documents of Share transfer to the H Share Registrar of the Company and registered as Shareholders on the H Share register of members of the Company before 4:30 p.m. on Friday, September 21, 2018 are entitled to attend and vote in respect of all resolutions to be proposed at the EGM.

In order to attend the EGM, holders of H Shares should ensure that all transfer documents, accompanied by the relevant 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 Friday, September 21, 2018.

2. Proxy

- (1) Each Shareholder entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote on his/her behalf. A proxy need not be a Shareholder.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of the attorney authorizing that the attorney to sign or other documents of authorization must be notarised.

To be valid, for holders of H Shares, the revised form of proxy and notarised power of the attorney or other documents of authorization must be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the EGM.

- (3) Any voting at the EGM shall be taken by poll.
- (4) If a Shareholder has not yet returned the original form of proxy dispatched by the Company on September 7, 2018 (the "**Original Form of Proxy**") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the EGM on his/her behalf, he/she is required to submit the revised form of proxy. In this case, the Shareholder shall not submit the Original Form of Proxy.
- (5) If a Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
 - a) If no revised form of proxy is returned by the Shareholder, the Original Form of Proxy will be treated as a valid form of proxy returned by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the EGM, including the additional proposed resolutions as set out in the supplementary circular to Shareholders to be dispatched by the Company and this revised notice of EGM.
 - b) If the revised form of proxy is returned by the Shareholder no less than 24 hours before the time appointed for the EGM, the revised form of proxy will be treated as a valid form of proxy returned by the Shareholder if duly completed.
 - c) If the revised form of proxy is returned by the Shareholder after the closing time as set out in this revised notice of EGM, the revised form of proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously returned by the Shareholder. The Original Form of Proxy will be treated as a valid form of proxy returned by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the EGM, including the additional proposed resolutions as set out in the supplementary circular to Shareholders to be dispatched by the Company and this revised notice of EGM.

3. **Registration procedures for attending the EGM**

- (1) A Shareholder attending in person should present proof of identity or stock account cards when attending the EGM. In the case of attendance by proxy, the proxy should present proof of identity and the form of proxy(s) from the Shareholders. If a Shareholder is a legal person, its legal representative may attend the EGM by providing his/her identity card and valid proof of its capacity as a legal representative of such Shareholder appointing such person to attend the meeting. In the case of attendance by proxy of the legal representative, the proxy should present his/her identity card and a written letter of authorization duly issued by such legal representative when attending the EGM.
- (2) Shareholders intending to attend the EGM in person or by their proxies should complete and return the reply slip for attending the EGM to Computershare Hong Kong Investor Services Limited (for holders of H Shares) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Tuesday, October 2, 2018.

4. **Voting by poll**

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a shareholders' general meeting must be taken by poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM in accordance with Article 113 of Articles of Association.

The aforesaid ordinary resolutions are to be passed by the affirmative votes representing at least one half of the total number of Shares held by the attending Shareholders having voting rights; and the aforesaid special resolutions are to be passed by the affirmative votes representing at least two thirds of the total number of Shares held by the attending Shareholders having voting rights.

Resolutions 2 and 3 shall adopt the method of cumulative poll, i.e. the number of votes carried by each Share held by the Shareholders shall be equal to the number of proposed non-executive Directors or Shareholder Supervisors and the Shareholders may concentrate their entitled votes when voting. In particular: (1) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of non-executive Directors and executive Directors upon whom he/she can vote, when electing non-executive Directors and executive Directors. Such votes may only be voted for the candidates of the non-executive Directors and executive Directors of the Company, and the candidates who have the most votes shall be appointed; and (2) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of Shareholder Supervisor upon whom he/ she can vote, when electing Shareholder Supervisors. Such votes may only be voted for the candidates of the Shareholder Supervisor of the Company, and the candidates who have the most votes shall be appointed.

Pursuant to Rule 2.15 of the Listing Rules, where shareholders' approval is required with regard to a transaction, any shareholder that has a material interest in such transaction shall abstain from voting on the resolution(s) approving such transaction at the shareholders' general meeting.

As far as the Directors are aware as of the date of this notice, no shareholder is considered to have a material interest in any of the resolutions proposed at the EGM and has to abstain from voting at the EGM approving the resolutions.

5. **Miscellaneous**

- (1) The EGM is expected to be held for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.

(2) The address of Computershare Hong Kong Investor Services Limited is: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

(3) The registered address of the Company:

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Nanjing, Jiangsu Province,
People's Republic of China

Contact Office: Board Office

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