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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)

NOTICE OF 2023 AGM

NOTICE IS HEREBY GIVEN that the AGM will be held at Conference Room, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Thursday, June 20, 2024 at 2 p.m. to consider the following issues:

Ordinary Resolutions

1. To consider and approve the 2023 Work Report of the Board of the Company
2. To consider and approve the 2023 Work Report of the Supervisory Committee of the Company
3. To consider and approve the 2023 Final Financial Report of the Company
4. To consider and approve the 2023 Annual Report of the Company
5. To consider and approve the 2023 Profit Distribution Plan of the Company
6. To consider and approve the resolution on the authorization to the Board to decide on the interim profit distribution for 2024
7. To consider and approve the resolution on the estimated ordinary transactions with related parties of the Company for 2024:
 - 7.1 Ordinary related-party transactions with Jiangsu Guoxin Investment Group Limited and its related companies
 - 7.2 Ordinary related-party transactions with Jiangsu Communications Holding Co., Ltd. and its related companies
 - 7.3 Ordinary related-party transactions with Govtor Capital Group Co., Ltd. and its related companies
 - 7.4 Ordinary related-party transactions with Jiangsu SOHO Holdings Group Co., Ltd. and its related companies
 - 7.5 Ordinary related-party transactions with other related parties

8. To consider and approve the resolution on the estimated investment amount for the proprietary business of the Company for 2024
9. To consider and approve the resolution on the re-appointment of the accounting firms of the Company for 2024
10. To consider and approve the report on performance of duties of the Independent Non-executive Directors for 2023
11. To consider and approve the resolution on the election of Mr. Lo Kin Wing Terry as an Independent Non-executive Director of the sixth session of the Board
12. To consider and approve the resolution on the election of Mr. Lv Wei as a non-employee representative Supervisor of the sixth session of the Supervisory Committee

Special Resolution

13. To consider and approve the resolution on repurchase and cancellation of part of the restricted A Shares

INFORMATION OF THE RESOLUTIONS

Information of the resolutions to be considered at the AGM and the recommendations of the Directors regarding those resolutions are set out in detail in a circular of the Company, which has been published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.htsc.com.cn) on Friday, May 17, 2024, and has been despatched to H Shareholders in the manner in which H Shareholders have selected to receive corporate communications.

DEFINITIONS

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

“A Share(s)”	domestic share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi and are listed for trading on the Shanghai Stock Exchange
“AGM”	the annual general meeting of 2023 to be held by the Company at Conference Room, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Thursday, June 20, 2024 at 2 p.m.

“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board” or “Board of the Company”	the board of directors of the Company
“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 “華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 Stock Exchange of Hong Kong Limited 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); the global depository receipts of which have been listed on the London Stock Exchange plc since June 2019 (Symbol: HTSC), unless the context otherwise requires, including its predecessor
“Director(s)”	the director(s) of the Company
“H Share(s)”	foreign share(s) in the share capital of the Company with nominal value of RMB1.00 each, which are listed on The Stock Exchange of Hong Kong Limited and to be traded in HK dollars
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	May 14, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this notice prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time

“PRC” or “China”	the People’s Republic of China, excluding, for the purposes of this notice, Hong Kong, Macau Special Administrative Region and Taiwan
“Share(s)”	the ordinary share(s) of RMB1.00 each in the share capital of the Company, comprising A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)

By order of the Board of the Company
Zhang Hui
Joint Company Secretary

Jiangsu, the PRC, May 20, 2024

As at the date of this notice, the Board comprises Mr. Zhang Wei, Mr. Zhou Yi and Ms. Yin Lihong as executive Directors; Mr. Ding Feng, Mr. Chen Zhongyang, Mr. Ke Xiang, Mr. Liu Changchun and Mr. Zhang Jinxin as non-executive Directors; and Mr. Wang Jianwen, Mr. Wang Quansheng, Mr. Peng Bing, Mr. Wang Bing and Mr. Tse Yung Hoi as independent non-executive Directors.

Notes:

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

The register of members of H Shares will be closed from Thursday, June 13, 2024 to Thursday, June 20, 2024 (both days inclusive), during which period no Share transfers of H Shares will be effected. Purchasers of Shares who have submitted their Share transfer documents 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 Wednesday, June 12, 2024 are entitled to attend and vote in respect of all resolutions to be proposed at the AGM.

In order to attend the AGM, 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 Wednesday, June 12, 2024.

2. Proxy

- (1) Each Shareholder entitled to attend and vote at the AGM 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 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 AGM.

- (3) Any voting at the AGM shall be taken by poll.

3. Registration procedures for attending the AGM

A Shareholder attending in person should present proof of identity or stock account cards when attending the AGM. In the case of attendance by proxy, the proxy should present proof of identity and the proxy form(s) from the Shareholder. If a Shareholder is a legal person, its legal representative may attend the AGM 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 AGM.

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 AGM will demand a poll in relation to all the proposed resolutions at the AGM in accordance with Article 119 of Articles of Association.

The aforesaid resolutions 1 to 12 are ordinary resolutions to be passed by the affirmative votes representing at least half of the total number of Shares held by the attending Shareholders having voting rights; the resolution 13 is a special resolution 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.

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 at the Latest Practicable Date, Jiangsu Guoxin Investment Group Limited, the Shareholder who has substantial interests in the resolution 7.1, will abstain from voting in this matter; Jiangsu Communications Holding Co., Ltd., who has substantial interests in the resolution 7.2, will abstain from voting in this matter; and Govtor Capital Group Co., Ltd., who has substantial interests in the resolution 7.3, will abstain from voting in this matter; and Jiangsu SOHO Holdings Group Co., Ltd., Jiangsu SOHO International Group Corp., Jiangsu Suhui Asset Management Co., Ltd. and Jiangsu Overseas Group Co., Ltd., who have substantial interests in the resolution 7.4, will abstain from voting in this matter. Saved as disclosed above, no Shareholder is considered to have a material interest in any of the resolutions proposed at the AGM and has to abstain from voting at the AGM approving the resolutions.

5. Miscellaneous

- (1) The AGM 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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the PRC

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