
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, Company manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in the Company, you should at once hand this supplemental circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the Company, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULARS TO SHAREHOLDERS DATED 22 JULY 2019 AND 6 AUGUST 2019
IN RELATION TO
NOMINATION OF DIRECTORS AND
SHAREHOLDER REPRESENTATIVE SUPERVISOR BY THE SHAREHOLDERS
AND
SUPPLEMENTAL NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING**

This supplemental circular should be read in conjunction with the circulars of the Company dated 22 July 2019 and 6 August 2019 (collectively, the “**EGM Circulars**”) and notices of the Company dated 22 July 2019 and 6 August 2019 (the “**EGM Notices**”) in relation to the 2019 second extraordinary general meeting of the Company (the “**EGM**”). A supplemental notice of the EGM (the “**Third Notice**”) is set out on pages 9 to 11 of this supplemental circular. A third form of proxy for use at the EGM is also enclosed with this supplemental circular (the “**Third Proxy Form**”).

If you intend to attend the EGM by proxy, you are required to complete and return the enclosed Third Proxy Form in accordance with the instructions printed thereon to the H Shares registrar of the Company, Computershare Hong Kong Investor Services Limited (the “**H Shares Registrar**”), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares), or to the Company's head office in the PRC (the “**Head Office**”) at 11/F, China Life Centre, No. 17 Finance Street, Xicheng District, Beijing, the PRC (for the holders of domestic shares) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the EGM (i.e. before 9:00 a.m. on Thursday, 19 September 2019) (the “**Closing Time**”) or any adjournment thereof. Completion and return of the Third Proxy Form shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

4 September 2019

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LETTER FROM THE BOARD

恒投證券 HENGTOU SECURITIES

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in Hong Kong as “恒投證券” (in Chinese) and “HENGTOU SECURITIES” (in English))

(the “Company”)
(Stock Code: 01476)

Executive Directors:

Pang Jiemin
Wu Yigang

Non-executive Directors:

Zhang Tao
Sun Chao
Dong Hong
Gao Liang

Independent non-executive Directors:

Zhou Jianjun
Lam Sek Kong
Lv Wendong

Registered address:

Manshishangdu Office and
Commercial Complex,
Hailaer East Street,
Xincheng District, Hohhot,
Inner Mongolia Autonomous Region,
the PRC

Head office:

11/F, China Life Centre,
No. 17 Finance Street, Xicheng District,
Beijing, the PRC

Place of business in Hong Kong:

40/F, Sunlight Tower,
248 Queen's Road East,
Wanchai, Hong Kong

4 September 2019

To the Shareholders,

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULARS TO SHAREHOLDERS DATED 22 JULY 2019 AND 6 AUGUST 2019
IN RELATION TO
NOMINATION OF DIRECTORS AND
SHAREHOLDER REPRESENTATIVE SUPERVISOR BY THE SHAREHOLDERS
AND
SUPPLEMENTAL NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

This supplemental circular should be read in conjunction with the EGM Circulars. Unless otherwise defined, capitalized terms used in this supplemental circular shall have the same meanings as those defined in the EGM Circulars.

Reference is made to the announcement of the Company dated 3 September 2019.

The purpose of this supplemental circular is to give you further information in relating to the nomination of directors (the “**Directors**”) and shareholder representative supervisor (the “**Supervisor**”) of the Company by Shareholders.

DIRECTORS AND SHAREHOLDER REPRESENTATIVE SUPERVISOR NOMINATED BY SHAREHOLDERS

As disclosed in the Announcement, subsequent to the despatch of the EGM Notices, pursuant to the relevant requirements of the articles of association of the Company, certain shareholders holding over 5% of the share capital of the Company put forward proposals to nominate candidates for Directors and shareholder representative Supervisor of the Company for the fourth session of the board of directors or supervisory committee (as appropriate) of the Company which will end on 21 December 2020 as follow:

- (i) Beijing Qingyun Intercontinental Technology Co., Ltd. (北京慶雲洲際科技有限公司) nominated Mr. Yu Lei (余磊) as a candidate for non-executive Director;
- (ii) Beijing Hongzhi Huitong Industrial Co., Ltd. (北京鴻智慧通實業有限公司) nominated Mr. Wang Linjing (王琳晶) as a candidate for non-executive Director;
- (iii) Baotou Huazi Industry Co., Ltd. (包頭華資實業股份有限公司) nominated Mr. Xie Deren (謝德仁) and Mr. Dai Genyou (戴根有) as candidates for independent non-executive Directors; and
- (iv) Beijing Huijin Jiaye Investment Co., Ltd. (北京匯金嘉業投資有限公司) nominated Mr. Chen Feng (陳風) as a candidate for shareholder representative Supervisor.

The term of office of Mr. Yu Lei and Mr. Wang Linjing, whose qualification as Directors have been approved by the relevant governmental authorities of the PRC, will commence from the date of the EGM until the expiry of the term of the fourth session of the board of directors of the Company. The term of office of (i) Mr. Xie Deren and Mr. Dai Genyou as Directors and (ii) Mr. Chen Feng as Supervisor, whose qualification as Directors or Supervisor is subject to approval by the relevant governmental authorities of the PRC, will commence from the date of the EGM or the date of approval by the relevant governmental authorities of the PRC (whichever is later) and shall end at the expiry of the term of the fourth session of the board of directors or supervisory committee (as appropriate) of the Company.

LETTER FROM THE BOARD

Accordingly, the following ordinary resolutions will be proposed at the EGM:

- i) To consider and approve the election of Mr. Yu Lei as a non-executive Director;
- ii) To consider and approve the election of Mr. Wang Linjing as a non-executive Director;
- iii) To consider and approve the election of Mr. Xie Deren as an independent non-executive Director;
- iv) To consider and approve the election of Mr. Dai Genyou as an independent non-executive Director;
and
- v) To consider and approve the election of Mr. Chen Feng as a shareholder representative Supervisor.

The biographical details of Mr. Yu Lei, who was nominated as a non-executive Director, are set out below:

Mr. Yu Lei (余磊), aged 41, has been the chairman of the board of directors of Tianfeng Securities Co., Ltd. (天風證券股份有限公司) since November 2006, a director of Wuhan Dangdai Technology Industry Group Co., Ltd. (武漢當代科技產業集團股份有限公司) since February 2012, a director of Wuhan Dangdai Technology Investment Co., Ltd. (武漢當代科技投資有限公司) since October 2014, a director of Wuhan Mingcheng Jinshi Technology Co., Ltd. (武漢明誠金石科技有限公司) since July 2015, a director of Zhongzheng Baojia Nanfang Co., Ltd. (中證報價南方股份有限公司) since October 2015, a director of Huatai Insurance Group Co., Ltd. (華泰保險集團股份有限公司) since June 2016 and a director of Wuhan Dangdai Qianyuan Technology Co., Ltd. (武漢當代乾源科技有限公司) since April 2017. He was the vice general manager and secretary of the board of directors of Wuhan Renfu High-tech Industry Co., Ltd. (武漢人福高科技產業股份有限公司) from November 2002 to January 2007, a director of Hubei Kangleyuan Development Co., Ltd. (湖北康樂苑發展有限公司) and a director of Wuhan Dangdai Ocean Real Estate Co., Ltd. (武漢當代海洋置業股份有限公司) from September 2013 to July 2016, the chairman of the board of directors of Hubei Fanxing Technology Industry Co., Ltd. (湖北繁星科技產業有限公司) from October 2008 to March 2016, a director of Wuhan Yada Education Investment Co., Ltd. (武漢市雅達教育投資有限公司) from March 2011 to July 2018 and the executive partner of Shanghai Tianhe Investment Partnership (上海天闔投資合夥企業) from February 2015 to November 2017.

Mr. Yu Lei graduated from the Law School of Wuhan University in July 2000 and obtained his bachelor's degree in economic law. He later majored criminal law at the Law School of Wuhan University and obtained his master's degree and doctoral degree in law.

Saved as disclosed above, Mr. Yu Lei did not hold any other position in the Company or any of its subsidiaries, or hold any directorships in any other listed companies in the last three years. Mr. Yu Lei does not have any relationship with any Director, senior management or substantial Shareholders of the Company, nor does he have or is deemed to have any interest or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

LETTER FROM THE BOARD

The biographical details of Mr. Wang Linjing, who was nominated as a non-executive Director, are set out below:

Mr. Wang Linjing (王琳晶), aged 44, has been the vice president of Tianfeng Securities Co., Ltd. (天風證券股份有限公司) since May 2013. He was an officer of National Development and Reform Commission (國家發展改革委員會) from July 2000 to May 2005, the assistant of general manager of China Tongda Electronic Network System Co., Ltd. (中國通達電子網路系統公司) from May 2005 to July 2007, a postdoctoral at the Postdoctoral Research Workstation of National Information Center (國家信息中心博士後科研工作站) from July 2007 to November 2009, the department director of the Chengdu Office of Tianfeng Securities Co., Ltd. (天風證券股份有限公司成都辦事處) from November 2009 to July 2011, the executive partner of Shanghai Tianhan Investment Partnership (上海天涵投資合夥企業) from February 2015 to November 2017, the chairman of board of directors of Tianfeng Innovative Investment Co., Ltd. (天風創新投資有限公司) from December 2015 to November 2017, and the executive director and legal representative of Lhasa Tianfeng Tianyi Investment Co., Ltd. (拉薩天風天弈投資有限公司) from March 2016 to January 2018.

Mr. Wang Linjing graduated from the Department of World Economics of Fudan University in July 1997 with bachelor's degree. He later obtained the master's degree from the same department in July 2000. From September 2002 and July 2005, he studied part-time at the department of public policy of Chinese Academy of Social Science and obtained his doctoral degree.

Saved as disclosed above, Mr. Wang Linjing did not hold any other position in the Company or any of its subsidiaries, or hold any directorships in any other listed companies in the last three years. Mr. Wang Linjing does not have any relationship with any Director, senior management or substantial Shareholders of the Company, nor does he have or is deemed to have any interest or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

The biographical details of Mr. Xie Deren, who was nominated as an independent non-executive Director, are set out below:

Mr. Xie Deren (謝德仁), aged 47, has been teaching at the Department of Accounting of Tsinghua University School of Economics and Management since August 1998 and was granted professorship in 2005. He gives lectures on corporate finance and accounting to undergraduates, doctor of philosophy candidates and students who are directors and supervisors of enterprises. He is a member of the Accounting Society of China and a reviewer of several academic journals in the field of economics and management.

Mr. Xie Deren has been working as a member of the second consulting committee of corporate accounting standard of the Ministry of Finance of the PRC, an independent director of Beyondsoft Corporation (博彥科技股份有限公司) and Longshine Technology Co., Ltd. (朗新科技股份有限公司), chairman of the board of supervisors of Tsinghua Holdings Co., Ltd. (清華控股有限公司) and Tsinghua Assets Management Co., Ltd. (清華資產管理有限公司). He was a member of the 17th issuance vetting committee of China

LETTER FROM THE BOARD

Securities Regulation Commission, a member of the first consulting committee of corporate accounting standard of the Ministry of Finance of the PRC, and an independent director of China Life Insurance Co., Ltd. (中華人壽保險股份有限公司), China Assets Management Co., Ltd. (華夏基金管理有限公司) and Beijing Supermap Software Co., Ltd. (北京超圖軟件股份有限公司).

Mr. Xie Deren graduated from Xiamen University and obtained his bachelor's degree in economics in July 1993. He then continued his study at Xiamen University and obtained his doctoral degree in management.

Saved as disclosed above, Mr. Xie Deren did not hold any other position in the Company or any of its subsidiaries, or hold any directorships in any other listed companies in the last three years. Mr. Xie Deren does not have any relationship with any Director, senior management or substantial Shareholders of the Company, nor does he have or is deemed to have any interest or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

The biographical details of Mr. Dai Genyou, who was nominated as independent non-executive Director, are set out below:

Mr. Dai Genyou (戴根有), aged 69, retired in March 2010. Before that, he was the vice president and deputy party secretary of the Anqing City Central Branch of the People's Bank of China (中國人民銀行安慶市中心支行) from October 1983 to April 1990, the deputy director of the Statistics and Analysis Department of the People's Bank of China (中國人民銀行調查統計司) from April 1990 to March 1993, the deputy head of the Finance and Trade Team of the Office of Central Finance and Economics Leadership Division (中央財經領導小組辦公室財貿組) from March 1993 to November 1997, the director of the Monetary Policy Department of the People's Bank of China (中國人民銀行貨幣政策司) from November 1997 to November 2003, the secretary of the Monetary Policy Committee of the People's Bank of China (中國人民銀行貨幣政策委員會) from November 1997 to January 2000, the chief of the Credit Information System Bureau (徵信管理局) and the director of the Credit Information Centre (徵信中心) of the People's Bank of China from November 2003 to April 2007, and the director of the Credit Information Centre of the People's Bank of China from April 2007 to March 2010. Mr. Dai Genyou is currently an independent director of Manulife-Sinochem Life Insurance Co., Ltd. (中宏人壽保險有限公司).

Mr. Dai Genyou graduated from Anhui Labour University (predecessor of Anhui University) in 1977, majoring in political economics.

Saved as disclosed above, Mr. Dai Genyou did not hold any other position in the Company or any of its subsidiaries, or hold any directorships in any other listed companies in the last three years. Mr. Dai Genyou does not have any relationship with any Director, senior management or substantial Shareholders of the Company, nor does he have or is deemed to have any interest or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

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The biographical details of Mr. Chen Feng, who was nominated as a shareholder representative Supervisor, are set out below:

Mr. Chen Feng (陳風), aged 40, has been the administrative director of Tianfeng Securities Co., Ltd. (天風證券股份有限公司) since March 2019. He worked at Law School of Wuhan University in the capacity as a student counselor, deputy secretary to the Youth League Committee, deputy director of undergraduate service office, secretary to Youth League Committee, director of undergraduate service office, secretary to the executive party branch and the assistant of the dean in succession from July 2002 to January 2014, the deputy director of platform construction office of Institute of Humanities and Social Science of Wuhan University from January 2014 to July 2016 and the administrative director of Wuhan Dangdai Technology Industry Group Co., Ltd. (武漢當代科技產業集團股份有限公司) from July 2016 to February 2019.

Mr. Chen Feng graduated from Wuhan University in July 2002, majoring in economic law, and obtained his bachelor's degree. He then continued his part-time study of economic law at Wuhan University and obtained his master's and doctoral degrees in law in July 2006 and December 2012, respectively.

Saved as disclosed above, Mr. Chen Feng did not hold any other position in the Company or any of its subsidiaries, or hold any directorships in any other listed companies in the last three years. Mr. Chen Feng does not have any relationship with any Director, senior management or substantial Shareholders of the Company, nor does he have or is deemed to have any interest or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Save as disclosed above, the Board is not aware of any other matters in relation to the election of Mr. Yu Lei, Mr. Wang Linjing, Mr. Xie Deren, Mr. Dai Genyou and Mr. Chen Feng that need to be brought to the attention of the Shareholders or that need to be disclosed pursuant to the requirement of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Further, each of Mr. Xie Deren and Mr. Dai Genyou has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

The terms of office of Mr. Yu Lei and Mr. Wang Linjing, whose qualification as Directors have been approved by the relevant governmental authorities of the PRC, will commence from the date of the EGM until the expiry of the term of the fourth session of the board of directors of the Company. The terms of office of (i) Mr. Xie Deren and Mr. Dai Genyou as Directors and (ii) Mr. Chen Feng as Supervisor, whose qualification as Directors or Supervisor is subject to approval by the relevant governmental authorities of the PRC, will commence from the date of the EGM or the date of approval by the relevant governmental authorities of the PRC (whichever is later) and shall end at the expiry of the term of the fourth session of the board of directors or supervisory committee (as appropriate) of the Company. The Company will enter into service agreements with the above proposed Directors.

LETTER FROM THE BOARD

For Mr. Yu Lei and Mr. Wang Linjing, being non-executive Directors of the Company, a fixed allowance of RMB75,000 (tax inclusive) is proposed to be paid to each of them on a yearly basis. For Mr. Xie Deren and Mr. Dai Genyou, being independent non-executive Directors of the Company, a fixed allowance of RMB150,000 (tax inclusive) is proposed to be paid to each of them on a yearly basis. For Mr. Chen Feng, being a shareholder representative Supervisor of the Company, a fixed allowance of RMB45,000 (tax inclusive) is proposed to be paid to him on a yearly basis.

The Board considered that the above nominations of independent non-executive Directors from Shareholders are in line with the Company's Board Diversity Policy after taking into account different aspects., including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, and was satisfied with their independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules. Each of Mr. Xie Deren and Mr. Dai Genyou does not hold any cross-directorships or have any significant links with other Directors through involvement in other companies or bodies.

THE SUPPLEMENTAL NOTICE AND THE THIRD PROXY FORM

Since the EGM Notices and forms of proxy (i.e. the First Proxy Form and the Second Proxy Form) sent together with the EGM Circulars do not contain the supplemental resolutions as set out in this supplemental circular, a supplemental notice of the EGM has been prepared and is set out on pages 9 to 11 of this supplemental circular, and a new form of proxy (the “**Third Proxy Form**”) is enclosed with this supplemental circular to include such supplemental resolutions. A Shareholder who has not yet lodged the First Proxy Form or the Second Proxy Form with the H Share Registrar or the Head Office (as the case maybe) is requested to lodge the Third Proxy Form if he/she wishes to appoint proxy to attend, speak and vote at the EGM on his/her behalf. In this case, the First Proxy Form or the Second Proxy Form should not be lodged with the H Share Registrar or the Head Office (as the case maybe).

IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FIRST PROXY FORM OR THE SECOND PROXY FORM SHOULD NOTE THAT:

- (a) If no Third Proxy Form is lodged with the H Share Registrar or the Head Office (as the case maybe), the First Proxy Form or the Second Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy form or the Second Proxy Form.
- (b) If the Third Proxy Form is lodged with the H Share Registrar or the Head Office (as the case maybe) before the Closing Time, the Third Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form or the Second Proxy Form previously lodged by him/her. The Third Proxy Form will be treated as a valid proxy form lodged by the Shareholder.

LETTER FROM THE BOARD

- (c) If the Third Proxy Form is lodged with the H Share Registrar or the Head Office (as the case maybe) after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Third Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form or the Second Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Third Proxy Form was lodged with the H Share Registrar or the Head Office (as the case maybe). Accordingly, Shareholders are advised to complete the Third Proxy Form carefully and lodge the Third Proxy Form with the H Share Registrar or the Head Office (as the case maybe) before the Closing Time.

Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the Third Proxy Form in accordance with the instruction printed thereon.

Completion and return of the Third Proxy Form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting, should you so wish and completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at such meeting.

VOTING BY POLL

According to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Results of the poll voting will be published on the Company's website at www.cnht.com.cn and the website of the Stock Exchange at www.hkexnews.hk after the EGM.

RECOMMENDATION

The Board considers that all resolutions to be proposed at the EGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all the resolutions to be proposed at the EGM.

Yours faithfully,
By order of the Board
Pang Jiemin
Chairman

SUPPLEMENTAL NOTICE OF EGM

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)

SUPPLEMENTAL NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING

Reference is made to the notices of the Company dated 22 July 2019 and 6 August 2019 (the “EGM Notices”) in relation to the 2019 second extraordinary general meeting of the Company (the “EGM”) and the announcement of the Company dated 3 September 2019 which rescheduled the EGM to be held at the meeting room of 11/F, China Life Centre, No. 17 Finance Street, Xicheng District, Beijing, the PRC, at 9:00 a.m. on Friday, 20 September 2019.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held as rescheduled. In addition, the EGM will consider and, if thought fit, to pass, with or without modifications, the following supplemental resolutions of the Company, in addition to the resolutions set out in the EGM Notices:

ORDINARY RESOLUTIONS

5. To consider and approve the election of Mr. Yu Lei (余磊) as a non-executive Director;
6. To consider and approve the election of Mr. Wang Linjing (王琳晶) as a non-executive Director;
7. To consider and approve the election of Mr. Xie Deren (謝德仁) as an independent non-executive Director;
8. To consider and approve the election of Mr. Dai Genyou (戴根有) as an independent non-executive Director; and
9. To consider and approve the election of Mr. Chen Feng (陳風) as a shareholder representative Supervisor.

Save for the changes mentioned in this supplemental notice, all the resolutions contained in the EGM Notices remain to be valid and effective.

By order of the Board
Pang Jiemin
Chairman

Beijing, the PRC
4 September 2019

SUPPLEMENTAL NOTICE OF EGM

Notes:

1. Details of the above supplemental resolutions are set out in the supplemental circular of the Company dated 4 September 2019.
2. In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 7 August 2019 to Friday, 20 September 2019 (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, 13 September 2019 shall be entitled to attend the EGM. In order to be eligible to attend and vote at the EGM, 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) (the "**Head Office**"), or the Company's H share registrar, Computershare Hong Kong Investor Services Limited (the "**H Share Registrar**"), 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, 6 August 2019 for registration.
3. Shareholders who are entitled to attend and vote at the EGM 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.
4. 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.
5. In order to be valid, the Third Proxy Form must be deposited, for the holders of H shares, to the H Share Registrar, or for the holders of domestic shares, to the Head Office in the PRC, not less than 24 hours before the time for holding the EGM (i.e. before 9:00 a.m. on Thursday, 19 September 2019) (the "**Closing Time**"). If the Third 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 Third Proxy Form. Completion and return of the Third Proxy Form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should you so wish.

IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY (THE "FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR DATED 22 JULY 2019 CONTAINING THE NOTICE OF THE MEETING AND THE FORM OF PROXY (THE "SECOND PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR DATED 6 AUGUST 2019, SHOULD NOTE THAT:

- a) If no Third Proxy Form is lodged with the H Share Registrar or the Head Office (as the case maybe), the First Proxy Form or the Second Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form or the Second Proxy Form.
- b) If the Third Proxy Form is lodged with the H Share Registrar or the Head Office (as the case maybe), before the Closing Time, the Third Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form or the Second Proxy Form previously lodged by him/her. The Third Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- c) If the Third Proxy Form is lodged with the H Share Registrar or the Head Office (as the case maybe), after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Third Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form or the Second Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Third Proxy Form was lodged with the H Share Registrar or the Head Office (as the case maybe). Accordingly, Shareholders are advised to complete the Third Proxy Form carefully and lodge the Third Proxy Form with the H Share Registrar or the Head Office (as the case maybe) before the Closing Time.

SUPPLEMENTAL NOTICE OF EGM

6. Shareholders shall produce their identity documents and supporting documents in respect of shares held when attending the EGM. If corporate Shareholders appoints authorised representative to attend the EGM, 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 form of proxy signed by the Shareholders or their attorney when attending the EGM.
7. Shareholders who intend to attend the EGM should complete and return the reply slip in writing by hand or by post to the H Shares Registrar (for holders of H shares) or the Head Office before Friday, 16 August 2019.
8. The EGM is expected to be held for less than half a day. Shareholders who intend to attend the EGM shall arrange and bear their own transportation and accommodation expenses.
9. The name and address of the H Shares Registrar are 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
10. The address of Head Office 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
11. Where there are joint registered holders of any share(s), any one of such joint holders may attend and vote at the EGM, 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 EGM 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.
12. 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 EGM will also demand that all the resolutions proposed at the EGM 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 notice, the Board comprises Mr. Pang Jiemin and Mr. Wu Yigang as executive Directors; Mr. Zhang Tao, Mr. Sun Chao, Ms. Dong Hong and Ms. Gao Liang as non-executive Directors; and Ms. Zhou Jianjun, Dr. Lam Sek Kong and Mr. Lv Wendong as independent non-executive Directors.