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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 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

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.
- 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.