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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 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 Wednesday, June 26, 2019 at 2:00 p.m. to consider the following issues:

Ordinary Resolutions

1. To consider and approve the 2018 Work Report of the Board
2. To consider and approve the 2018 Work Report of the Supervisory Committee
3. To consider and approve the 2018 Final Financial Report
4. To consider and approve the 2018 Profit Distribution Plan
5. To consider and approve the 2018 Annual Report
6. To consider and approve the resolution on the estimated ordinary transactions with related parties of the Company for 2019:
 - 6.1 Ordinary related-party transactions with Jiangsu Guoxin Investment Group Limited and its related companies
 - 6.2 Ordinary related-party transactions with Jiangsu Communications Holding Co., Ltd. and its related companies
 - 6.3 Ordinary related-party transactions with Govtor Capital Group Co., Ltd. and its related companies
 - 6.4 Ordinary related-party transactions with Jiangsu SOHO Holdings Group Co., Ltd. and its related companies
 - 6.5 Ordinary related-party transactions with other related parties
7. To consider and approve the resolution on the estimated investment amount for the proprietary business of the Company for 2019

8. To consider and approve the resolution on the re-appointment of the accounting firm of the Company for 2019
9. To consider and approve the resolution on amendments to Decision Making System for External Guarantee of Huatai Securities Co., Ltd.
10. To consider and approve the resolution on amendments to the Proceeds Management System of Huatai Securities Co., Ltd.

Special Resolutions

11. To consider and approve the resolution on amendments to the Articles of Association of Huatai Securities Co., Ltd.
12. To consider and approve the resolution on amendments to Rules of Procedures of the General Meeting of Huatai Securities Co., Ltd.
13. To consider and approve the resolution on amendments to Rules of Procedures of the Board of Directors of Huatai Securities Co., Ltd.
14. To consider and approve the resolution on General Authorization of the Company's Domestic and Foreign Debt Financing Instruments

INFORMATION OF THE RESOLUTIONS

Information of the resolutions to be considered at the AGM and the recommendations of the Directors will be set out in detail in a circular to be despatched by the Company on Friday, May 10, 2019.

DEFINITIONS

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

“AGM”	the annual general meeting of 2018 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 Wednesday, June 26, 2019 at 2:00 p.m.
“Articles of Association”	the articles of association of the Company, as amended 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), unless the context otherwise requires, including its predecessor
“Director(s)”	the director(s) of the Company
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“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
“Latest Practicable Date”	May 6, 2019, 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
“PRC” or “China”	the People’s Republic of China, excluding for the purposes of this notice, Hong Kong, Macau 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)
“Supervisory Committee”	the supervisory committee of the Company

By order of the Board of the Company

Zhou Yi
Chairman

Jiangsu, the PRC, May 10, 2019

As at the date of this notice, the Board comprises Mr. Zhou Yi and Mr. Zhu Xuebo as executive Directors; Mr. Ding Feng, Mr. Chen Yongbing, Mr. Xu Qing, Ms. Hu Xiao and Ms. Fan Chunyan 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 AGM and date of registration of members for H Shares

The register of members of H Shares will be closed from Monday, May 27, 2019 to Wednesday, June 26, 2019 (both days inclusive), during which period no Share transfers of H Shares will be effected. Purchasers of Shares who have submitted their instruments 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, May 24, 2019 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 Friday, May 24, 2019.

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 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

- (1) 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 Shareholders. 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.
- (2) Shareholders of the Company intending to attend the AGM in person or by their proxies should complete and return the reply slip for attending the AGM 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 Thursday, June 6, 2019.

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 114 of Articles of Association.

The aforesaid resolutions 1 to 10 are ordinary resolutions 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 resolutions 11 to 14 are special resolutions 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 6.1, will abstain from voting in this matter; Jiangsu Communications Holding Company Limited, who has substantial interests in the resolution 6.2, will abstain from voting in this matter; Govtor Capital Group Co., Ltd., who has substantial interests in the resolution 6.3, will abstain from voting in this matter; Jiangsu SOHO Holdings Group Co., Ltd. and Jiangsu SOHO International Group Corporation, who have substantial interests in the resolution 6.4, 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:

No. 228 Middle Jiangdong Road,
Nanjing, Jiangsu Province,
People's Republic of China

Contact Office: Board Office
Telephone No.: +86 25 8338 8272/8338 7793
Facsimile No.: +86 25 8338 7784
E-mail: boardoffice@htsc.com