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If you are in any doubt as to any aspect of this supplementary circular or as to the action to be taken, you should consult your stockbroker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your Shares **in the Company**, you should at once hand this supplementary circular together with the form of proxy and reply slip despatched on May 10, 2019 to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was affected for transmission to the purchaser(s) or the transferee(s).



(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)

2018 PROFIT DISTRIBUTION PLAN AND REVISED NOTICE OF ANNUAL GENERAL MEETING

This supplementary circular should be read in conjunction with the Original Circular to Shareholders dated May 10, 2019 of the Company.

The AGM of the Company 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. The revised notice of AGM is set out on pages 8 to 12 of this supplementary circular.

If you are not able to attend the AGM, please complete and return the form of proxy despatched by the Company on May 10, 2019 in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM and deposit it together with the notarised power of attorney or other documents of authorisation with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited (for holders of H Share). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person should you so desire.

Shareholders intending to attend the AGM in person or by their proxies should complete and return the reply slip for attending the AGM to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited (for holders of H Share) on or before Thursday, June 6, 2019 according to the instructions of the reply slip despatched by the Company on May 10, 2019.

June 6, 2019

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DEFINITIONS

In this supplementary circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“A Share(s)”	domestic share(s) 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 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 Directors”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors 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 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
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“GDR(s)”	Global Depositary Receipt(s)
“HK dollar(s)” or “HKD”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share(s)”	foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in HK dollars and are listed on the Hong Kong Stock Exchange
“Latest Practicable Date”	June 3, 2019, being the latest practicable date for the purpose of ascertaining certain information contained in this supplementary circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Macau”	the Macau Special Administrative Region of the PRC
“PRC” or “China”	the People’s Republic of China, excluding only for the purposes of this supplementary circular, Hong Kong, Macau and Taiwan
“PBOC”	The People’s Bank of China
“Original Circular”	the AGM circular dated May 10, 2019 of the Company
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“Shareholder(s)”	the holder(s) of the Share(s)
“%”	per cent.

LETTER FROM THE BOARD



(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)

Executive Directors:

Mr. Zhou Yi (*Chairman, President*)

Mr. Zhu Xuebo

Non-executive Directors:

Mr. Ding Feng

Mr. Chen Yongbing

Mr. Xu Qing

Ms. Hu Xiao

Ms. Fan Chunyan

Registered office:

No. 228 Middle Jiangdong Road,
Nanjing, Jiangsu Province,
the PRC

***Principal place of business
in Hong Kong:***

4201, 42/F, The Centre,
99 Queen's Road Central,
Hong Kong

Independent Non-executive Directors:

Mr. Chen Chuanming

Mr. Liu Hongzhong

Mr. Lee Chi Ming

Ms. Liu Yan

Mr. Chen Zhibin

June 6, 2019

To the H Shareholders

Dear Sirs and Madams,

2018 PROFIT DISTRIBUTION PLAN

INTRODUCTION

Reference is made to the Original Circular to the Shareholders dated May 10, 2019 of the Company.

The purpose of this supplementary circular is to provide you with the revised notice of AGM and the information reasonably necessary to enable you to vote for or against the supplementary resolution to be put forward at the AGM as stated below.

LETTER FROM THE BOARD

At the AGM, the newly-added ordinary resolution will be proposed to approve the 2018 profit distribution plan of the Company.

According to the Articles of Association, the Board, the Board of Supervisors and the Shareholders that individually or jointly hold more than 3% of the Shares of the Company are entitled to put forward proposals to the Company at the time of the Company's convening of the general meeting. The Shareholders that individually or jointly hold more than 3% of the Shares of the Company are entitled to put forward extempore proposals and submit to the convener in written not less than 10 days prior to the date of the general meeting. The convener shall send a supplementary notice of the general meeting to announce the contents of the extempore proposals within 2 days upon receiving the proposals. Accordingly, Jiangsu Guoxin Investment Group Limited (the largest Shareholder of the Company, which owns 15.78% of the Shares of the Company) proposed the ordinary resolution mentioned above to the Company. At the same time, the proposal procedures of the ordinary resolution mentioned above are in compliance with the requirements of relevant applicable laws and regulations and the Articles of Association.

ADDITIONAL MATTER TO BE CONSIDERED AT THE AGM

Details of the matters required to be considered at the AGM are set out in the notice of the AGM dated May 10, 2019, the Original Circular of the Company, as well as this supplementary circular.

Details of the newly-added resolution to be put forward at the AGM, in addition to those proposed in the Original Circular, are as follows:

I. Resolution on the Company's 2018 Profit Distribution Plan

An ordinary resolution will be proposed at the AGM to approve the Company's 2018 profit distribution plan.

On March 29, 2019, the Board of Directors and the Board of Supervisors considered and approved the Proposal on the Company's 2018 Profit Distribution, respectively, which would be submitted for the AGM's consideration. In view of the fact that the Company is carrying out the work relating to the issuance of GDR and listing on the London Stock Exchange, to safeguard the interests of all Shareholders, the Board and the Board of Supervisors have considered and approved the Resolution in relation to Adjusting the Proposal on the Company's 2018 Profit Distribution on June 4, 2019, respectively, cancelled the abovementioned Resolution on the Company's 2018 Profit Distribution to be proposed at the AGM, and adjusted the Proposal on the Company's 2018 Profit Distribution. According to the Articles of Association and the Letter on the Proposal to Add the Extempore Resolution of the 2018 AGM of Huatai Securities Co., Ltd. (《關於提議增加华泰證券股份有限公司2018年度股東大會臨時議案的函》) issued by the largest Shareholder of the Company, Jiangsu Guoxin Investment Group Limited, the adjusted Proposal on the Company's 2018 Profit Distribution shall be put forward at the AGM for consideration.

The Company achieved a net profit of RMB5,359,763,895.61 in 2018 according to its 2018 financial statements. After deduction of 10% statutory surplus reserve, 10% general risk reserve and 10% trading risk reserve totaling RMB1,607,929,168.68, in accordance with relevant regulations of

LETTER FROM THE BOARD

the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the General Rules of Corporate Finance and Financial Rules for Financial Enterprises (企業財務通則金融企業財務規則) and the Articles of Association, the profit available for distribution for the year is RMB3,751,834,726.93.

By adding the undistributed profit carried forward from the previous year and subtracting the dividend amount already distributed by the Company in 2018, the accumulated profit available for distribution to investors at the end of 2018 was RMB14,480,534,816.47.

According to the relevant requirements of the CSRC, the gains arising from the fair value changes in distributable profit of securities companies may not be used for cash distribution to the Shareholders. At the end of December 2018, the accumulated amounts arising from the fair value changes in distributable profit of the Company was RMB1,961,214,170.30. After the required deduction, the amounts available for distribution by the Company to investors in cash was RMB12,519,320,646.17.

After comprehensive consideration of factors such as the interests of Shareholders and the development of the Company, it is recommended that the Company's 2018 profit distribution plan be as follows:

1. A cash dividend of RMB3.00 (tax inclusive) is distributed for every 10 shares for the Shareholders of A Shares and the Shareholders of H Shares registered on the equity registration date for the distribution of cash dividends in 2018. The total amount of cash dividends actually distributed is determined based on the total share capital on the equity registration date for the distribution of cash dividends, which will be separately determined and announced by the Company, and the remaining profit available for distribution to investors will be carried forward to the next year.
2. Cash dividends are denominated and declared in RMB and paid to holders of A Shares in RMB. The number of the aforementioned A Shares includes the number of underlying A Shares corresponding to the GDRs if issued at that time, and the Company will pay the corresponding cash dividends to the GDR depository in RMB; cash dividends are paid to holders of H Shares in HKD. The actual amount of HKD to be distributed is calculated at the rate of the average basic exchange rate of RMB against HKD issued by the PBOC for the five business days prior to the date of the AGM of the Company.

The Company will make further notice on the record date and the book closure date for such dividend distribution.

This resolution has been considered and approved by the Board and the Board of Supervisors on June 4, 2019, respectively, and is now submitted to the AGM for consideration and approval. Upon approval at the AGM, the Company will distribute cash dividends to the Shareholders of the Company in accordance with such distribution plan within two months from the date of convening the AGM.

LETTER FROM THE BOARD

INFORMATION ABOUT THE ATTENDANCE OF AGM

The AGM of the Company 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. The revised notice of AGM is also set out on pages 8 to 12 of this supplementary circular.

The summary of the important dates for H Shareholders is as follows:

Last Registration Date:	At or before 4:30 p.m. on Friday, May 24, 2019
Closure of Register of Members for H Shareholders:	Monday, May 27, 2019 to Wednesday, June 26, 2019
Submission of Reply Slip:	On or before Thursday, June 6, 2019
Submission of Proxy Form:	At or before 2:00 p.m. on Tuesday, June 25, 2019

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 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 at or 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, the Shareholders of H Shares should ensure that all Share 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.

The reply slip and the proxy form for the AGM have been despatched on Friday, May 10, 2019 and have been published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). Shareholders intending to attend the AGM in person or by their proxies should complete and return the reply slip for attending the AGM to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares) on or before Thursday, June 6, 2019.

To be valid, for holders of H Shares, the proxy form and notarised power of attorney or other documents of authorisation 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. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

For reference purpose only, the record date for determining the eligibility of members of A Shares for attending the AGM will be Tuesday, June 18, 2019. For details, please refer to the notice of the AGM published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn/>) on Friday, May 10, 2019.

LETTER FROM THE BOARD

VOTING ARRANGEMENTS

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 the newly-added proposed resolution at the AGM in accordance with Article 114 of Articles of Association.

The aforesaid ordinary resolution is to be passed by the affirmative votes representing over one half 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) on whether or not to approve such transaction at the shareholders' general meeting.

As far as the Directors are aware, as at the Latest Practicable Date, no Shareholder is considered to have a material interest in the newly-added resolution to be proposed at the AGM set out in this supplementary circular and has to abstain from voting at the AGM approving the resolution.

RESPONSIBILITY STATEMENT

This supplementary circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this supplementary circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this supplementary circular or any statement herein misleading.

RECOMMENDATION

The Directors believe that the above-mentioned resolution is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favor of the relevant resolution as set out in the revised notice of AGM attached to the supplementary circular at the AGM.

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

REVISED NOTICE OF ANNUAL GENERAL MEETING



(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 AGM

REVISED 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 Board of Supervisors
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

REVISED NOTICE OF ANNUAL GENERAL MEETING

- 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 the 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 Authorisation of the Company's Domestic and Foreign Debt Financing Instruments

INFORMATION OF THE RESOLUTIONS

Information of the resolutions proposed to be considered at the AGM and the recommendations of the Directors in respect of such resolutions is set out in detail in the Original Circular despatched by the Company on Friday, May 10, 2019 and the supplementary circular despatched by the Company on Thursday, June 6, 2019.

REVISED NOTICE OF ANNUAL GENERAL MEETING

DEFINITIONS

In this revised 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 Directors”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors 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”	June 3, 2019, being the latest practicable date for the purpose of ascertaining certain information contained in this revised notice prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

REVISED NOTICE OF ANNUAL GENERAL MEETING

“Macau”	the Macau Special Administrative Region of the PRC
“PRC” or “China”	the People’s Republic of China, excluding only for the purposes of this revised notice, Hong Kong, Macau and Taiwan
“Share(s)”	the ordinary share(s) with a nominal value 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

Zhou Yi
Chairman

Jiangsu, the PRC, June 6, 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). 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, the Shareholders of H Shares should ensure that all Share 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 of the Company.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of the attorney authorising that the attorney to sign or other documents of authorisation 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 authorisation 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.

REVISED NOTICE OF ANNUAL GENERAL MEETING

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 meeting. In the case of attendance by proxy, the proxy should present his/her identity card and the letter of authorisation from the Shareholders. If a Shareholder is a legal person, its legal representative should present 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 authorisation issued by such legal representative of the legal Shareholder according to law when attending the meeting.
- (2) Shareholders 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 the 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 all 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) on whether or not to approve 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 Co., Ltd., 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 Corp., 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,
the People's Republic of China

Contact Office: Board Office
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