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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealers in securities, 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 circular together with the accompanying form of proxy and reply slip to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agents through whom the sale or transfer was effected 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)

**CHANGE OF USE OF PARTIAL PROCEEDS FROM
NON-PUBLIC ISSUANCE OF A SHARES
PROPOSED APPOINTMENT OF MEMBERS
OF THE FIFTH SESSION OF THE BOARD
PROPOSED APPOINTMENT OF MEMBERS
OF THE FIFTH SESSION OF THE SUPERVISORY COMMITTEE
AND
NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM of the Company to be held at Conference room, Renaissance Nanjing Olympic Centre Hotel, 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Monday, December 16, 2019 at 2:30 p.m. is set out on pages 18 to 23 of this circular. If you are not able to attend the EGM, please complete and return the form of proxy 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 EGM and deposit it together with the notarized power of attorney or other documents of authorization with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for Holders of H Shares). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM should you so desire.

Shareholders intending to attend the EGM in person or by their proxies should complete and return the reply slip for attending the EGM to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for Holders of H Shares) on or before Tuesday, November 26, 2019.

October 30, 2019

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“A Share(s)”	domestic shares 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 RMB and are listed and traded on the Shanghai Stock Exchange
“Board”	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 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), and unless the context otherwise requires, including its predecessors
“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
“EGM”	the 2019 first extraordinary general meeting to be held by the Company at Conference room, Renaissance Nanjing Olympic Centre Hotel, 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Monday, December 16, 2019 at 2:30 p.m.

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Holder(s) of A Share(s)”	holder(s) of A Shares
“Holder(s) of H Share(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share(s)”	foreign shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in HK\$ and are listed on the Hong Kong Stock Exchange
“Jiangsu SASAC”	Stated-owned Assets Supervision and Administration Commission of Jiangsu Provincial Government
“Latest Practicable Date”	October 25, 2019, being the latest practicable date for the purpose of ascertaining certain information contained in this 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, for the purposes of this circular, Hong Kong, Macau and Taiwan
“QDII”	qualified domestic institutional investors
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“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 Shares

DEFINITIONS

“STAR Market”	science and technology innovation board of the Shanghai Stock Exchange
“Supervisor(s)”	supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company
“US\$”	US dollar(s), the lawful currency of the United States of America
“%”	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 Director:

Mr. Zhou Yi (*Chairman and president*)
Mr. Zhu Xuebo

Non-executive Directors:

Mr. Ding Feng
Mr. Chen Yongbing
Mr. Xu Qing
Ms. Hu Xiao
Ms. Fan Chunyan

Independent Non-executive Directors:

Mr. Chen Chuanming
Mr. Liu Hongzhong
Mr. Lee Chi Ming
Ms. Liu Yan
Mr. Chen Zhibin

Registered office:

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

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

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

October 30, 2019

To the Holders of H Shares

Dear Sir or Madam,

**CHANGE OF USE OF PARTIAL PROCEEDS FROM
NON-PUBLIC ISSUANCE OF A SHARES
PROPOSED APPOINTMENT OF MEMBERS
OF THE FIFTH SESSION OF THE BOARD
PROPOSED APPOINTMENT OF MEMBERS
OF THE FIFTH SESSION OF THE SUPERVISORY COMMITTEE**

INTRODUCTION

The purpose of this circular is to provide you, as Holders of H Shares, with the notice of the EGM (set out on pages 18 to 23 of this circular) and provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

LETTER FROM THE BOARD

For reference purpose only, notice of the EGM of Holders of A Shares has been published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn/>) on Wednesday, October 30, 2019.

At the EGM, the following ordinary resolutions will be proposed to the Shareholders for their approval:

1. Resolution in relation to Change of Use of Partial Proceeds from Non-public Issuance of A Shares

2. Resolution in relation to the Appointment of Members of the Fifth Session of the Board

- 2.1 To consider and approve the appointment of Mr. Zhang Wei as an executive Director of the fifth session of the Board
- 2.2 To consider and approve the appointment of Mr. Zhou Yi as an executive Director of the fifth session of the Board
- 2.3 To consider and approve the appointment of Mr. Ding Feng as a non-executive Director of the fifth session of the Board
- 2.4 To consider and approve the appointment of Mr. Chen Yongbing as a non-executive Director of the fifth session of the Board
- 2.5 To consider and approve the appointment of Mr. Xu Qing as a non-executive Director of the fifth session of the Board
- 2.6 To consider and approve the appointment of Ms. Hu Xiao as a non-executive Director of the fifth session of the Board
- 2.7 To consider and approve the appointment of Mr. Wang Tao as a non-executive Director of the fifth session of the Board
- 2.8 To consider and approve the appointment of Mr. Zhu Xuebo as an executive Director of the fifth session of the Board
- 2.9 To consider and approve the appointment of Mr. Chen Chuanming as an independent non-executive Director of the fifth session of the Board
- 2.10 To consider and approve the appointment of Mr. Lee Chi Ming as an independent non-executive Director of the fifth session of the Board
- 2.11 To consider and approve the appointment of Ms. Liu Yan as an independent non-executive Director of the fifth session of the Board

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2.12 To consider and approve the appointment of Mr. Chen Zhibin as an independent non-executive Director of the fifth session of the Board

2.13 To consider and approve the appointment of Mr. Ma Qun as an independent non-executive Director of the fifth session of the Board

3. Resolution in relation to the Appointment of Members of the Fifth Session of the Supervisory Committee

3.1 To consider and approve the appointment of Mr. Zhang Ming as a non-employee representative Supervisor of the fifth session of the Supervisory Committee

3.2 To consider and approve the appointment of Ms. Yu Lanying as a non-employee representative Supervisor of the fifth session of the Supervisory Committee

3.3 To consider and approve the appointment of Ms. Zhang Xiaohong as a non-employee representative Supervisor of the fifth session of the Supervisory Committee

3.4 To consider and approve the appointment of Ms. Fan Chunyan as a non-employee representative Supervisor of the fifth session of the Supervisory Committee

INFORMATION ON THE RESOLUTIONS

1. Resolution in relation to Change of Use of Partial Proceeds from Non-public Issuance of A Shares

1. Overview of Change of Use of Partial Proceeds

In July 2018, upon the Approval for the Non-Public Issuance of Shares by Huatai Securities Co., Ltd. (Zheng Jian Xu Ke [2018] No. 315) issued by the CSRC, the Company completed the non-public issuance of 1,088,731,200 A Shares to Alibaba (China) Technology Co., Ltd., Suning.com Co., Ltd., Essence Securities Co., Ltd., China Structural Reform Fund Corporation Limited, Shanghai Beixin Ruifeng Asset Management Co., Ltd. and Sunshine Property & Casualty Insurance Co., Ltd. at an issuance price of RMB13.05 per share with the total funds raised of RMB14,207,942,160.00 (the “**Non-public Issuance**”). After deducting the issuing expenses of RMB74,736,488.79 related to the non-public issuance (including underwriting and sponsorship fees, counsel fees, accountants’ fees, information disclosure fees, issuance registration fees, stamp duty, etc.), the net funds raised from the non-public issuance of A Shares were RMB14,133,205,671.21, which were all deposited into the bank account designated for raised funds set up by the Company on July 31, 2018 and verified by KPMG Huazhen LLP with the Capital Verification Report on the Non-public Issuance of RMB-denominated Ordinary Shares (A Shares) by Huatai Securities Co., Ltd. (KPMG Huazhen Yan Zi No. 1800286) issued.

LETTER FROM THE BOARD

After deducting the issuing expenses, all funds raised from the non-public issuance of shares by the Company in 2018 will be fully used for replenishing the Company's capital and working capital so as to increase the business scale and enhance market competitiveness and risk tolerance of the Company. To improve the usage efficiency of raised funds, the Company proposed to change the use of partial proceeds.

The Company proposed to make adjustment to the use of partial proceeds by changing the original purpose of "increasing investment in the Hong Kong subsidiary and expanding overseas business" for RMB100 million to "further expanding credit trading business such as margin financing and securities lending and stock pledge". The details of the proceeds investment projects before and after the change are as follows:

Unit:100 million yuan (RMB)

No.	Proceeds investment projects	Investment amount before the change	Investment amount after the change
1	Further expanding credit trading business such as margin financing and securities lending and stock pledge	48.00	49.00
2	Expanding the investment of fixed income products and increasing the reserves of high-quality liquid assets of the Company	80.00	80.00
3	Increasing investment in domestic wholly-owned subsidiaries	5.00	5.00
4	Increasing investment in the Hong Kong subsidiary and expanding overseas business	1.00	0.00
5	Greater capital investment in information system and continuous improvement of informatization work	3.00	3.00
6	Other working capital arrangements	4.33	4.33
	Total	141.33	141.33

The change of use of partial proceeds does not involve connected transactions.

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II. Reasons for Change of Use of Partial Proceeds

(I) Planned investment and actual investment of the original project

As of August 31, 2019, an accumulative amount of RMB13.993 billion of the raised funds was used. Usage of funds has fulfilled its corresponding approval procedures. Details of usage are as follows:

Unit: 100 million yuan (RMB)

No.	Proceeds investment projects	Investment amount before the change	Actual investment amount
1	Further expanding credit trading business such as margin financing and securities lending and stock pledge	48.00	48.00
2	Expanding the investment of fixed income products and increasing the reserves of high-quality liquid assets of the Company	80.00	79.68
3	Increasing investment in domestic wholly-owned subsidiaries	5.00	5.00
4	Increasing investment in the Hong Kong subsidiary and expanding overseas business	1.00	0.00
5	Greater capital investment in information system and continuous improvement of informatization work	3.00	3.00
6	Other working capital arrangements	4.33	4.25
	Total	141.33	139.93

(II) Reasons for change

In June 2019, the Company completed the issuance of global depository receipts (“GDR”) on the London Stock Exchange plc. The net funds raised were US\$1.65 billion. As undertaken in the prospectus, 60% of the funds raised from GDR (i.e. approximately US\$990 million, equivalent to approximately RMB6.93 billion) will be used for supporting the development of overseas business.

LETTER FROM THE BOARD

The resolution passed at the 16th meeting of the fourth session of the Board of the Company agreed to increase the registered capital of Huatai International Financial Holdings Company Limited from HK\$8.8 billion to not more than HK\$10.8 billion, which was to be used for carrying out its overseas business and related investments. It is estimated that the funds raised from the Company's offering of GDR can satisfy its needs in the development of international business for the next two years. Compared to raised funds from GDR, injecting Renminbi capital raised from the non-public issuance of A Shares into the Hong Kong subsidiary will involve a series of procedures such as currency exchange and outward remittance, which involve a more complicated process and a certain level of costs.

Considering the factors mentioned above, the Company has proposed to give priority to using funds raised from GDR to increase investment in the Hong Kong subsidiary. Under this situation, the portion of funds raised from the non-public issuance originally for investment in the Hong Kong subsidiary cannot be used in a short run. To enhance efficiency in funds usage, the Company has proposed to change the original purpose of "increasing investment in the Hong Kong subsidiary and expanding overseas business" for RMB100 million of the funds raised from the non-public issuance of A Shares to "further expanding credit trading business such as margin financing and securities lending and stock pledge".

III. Details of the New Project

The Company will use partial funds raised from the Non-public Issuance to further support the continuous development of credit business and expand credit trading business such as margin financing and securities lending, meeting the capital needs of the margin financing and securities lending business and carrying out other capital-based intermediary businesses to strengthen the profitability of the Company.

IV. Market Prospect and Risk Warning of the New Project

Credit trading business has become a significant source of income for major securities companies in recent years. Given that the launch of the STAR market and the further opening up of the securities market, the demand for credit trading business is expected to grow steadily.

Credit trading business is significant in enhancing the profit level of securities companies, improving financial services of securities companies, integrating client resources of securities companies and improving the profit model of securities companies. The profit level of the credit trading business is subject to the impact of factors such as market fluctuation, repayment ability of the borrowing party in margin financing and securities lending and the operation strategy of the company.

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V. Opinions of Independent Non-executive Directors, the Supervisory Committee and Sponsors on Change of Proceeds Investment Projects

In the opinion of the independent non-executive Directors of the Company: The change of the use of partial proceeds proposed by the Company is based on the actual situation of the Company. It is beneficial in enhancing the usage efficiency of raised funds. It is in the interest of the Company and its shareholders as a whole and is not detrimental to the lawful interests of the Company and its minority shareholders. The relevant decision-making procedure of the Company is in compliance with related requirements such as the Listing Rules of the Shanghai Stock Exchange, the Administrative Measures for Raising Proceeds by Companies Listed on the Shanghai Stock Exchange (Revised in 2013), Listed Companies Regulatory Guidance No. 2 – Regulatory Requirements for the Management and Usage of Proceeds of Listed Companies and the Proceeds Management System of the Company. We agree on the proposed change of use of partial proceeds of the Company and agree to submit the Resolution in relation to the Change of Use of Partial Proceeds from Non-public Issuance of A Shares to the general meeting for consideration.

In the opinion of the Supervisory Committee: The change of the use of partial proceeds proposed by the Company is beneficial in enhancing the usage efficiency of raised funds and meets the actual development needs of the Company. The details and the decision-making procedure are in compliance with the requirements under relevant laws, regulations and regulatory documents and not detrimental to the interest of the Company and its minority shareholders. The Supervisory Committee agrees on the proposed change of use of partial proceeds of the Company and agrees to submit the Resolution in relation to the Change of Use of Partial Proceeds from Non-public Issuance of A Shares to the general meeting for consideration.

In the opinion of Guotai Junan Securities Co., Ltd. and Huatai United Securities Co., Ltd., the joint sponsors of the Non-public Issuance: The change of the use of partial proceeds proposed by the Company is beneficial in enhancing the usage efficiency of raised funds and meets the actual development needs of the Company. It is not detrimental to the lawful interests of the Company and its minority shareholders. The proposed change of the use of partial proceeds has been considered and approved by the Board and agreed on by the independent Directors and the Supervisory Committee. The necessary procedure has been performed in compliance with relevant laws, regulations and regulatory documents such as the Administrative Measures for Sponsorship of the Offering and Listing of Securities, Listed Companies Regulatory Guidance No. 2 – Regulatory Requirements for the Management and Usage of Proceeds of Listed Companies, the Administrative Measures for Raising Proceeds by Companies Listed on the Shanghai Stock Exchange and requirements under the Articles of Association and the Proceeds Management System of the Company. Therefore, the joint sponsors have no objection to the proposed change of the use of partial proceeds.

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VI. Description of Submitting the Change of Proceeds Investment Projects for Consideration at the General Meeting

The proposed change of use of partial proceeds of the Company from non-public issuance of A Shares has been considered and approved in the 25th meeting of the fourth session of the Board and the 14th meeting of the fourth session of the Supervisory Committee. Its implementation is still subject to the consideration and approval at the EGM.

2. Resolution in relation to the Appointment of Members of the Fifth Session of the Board

The term of office of the fourth session of the Board will expire soon. The Board proposes that the fifth session of the Board shall consist of 13 Directors, comprising 3 executive Directors, 5 non-executive Directors and 5 independent non-executive Directors. Among the members of the fourth session of the Board, due to expiration of term of office and work arrangements, Ms. Fan Chunyan will retire from her position and will not be the candidate for non-executive Director of the fifth session of the Board; Mr. Liu Hongzhong will retire from his position and will not be the candidate for independent non-executive Director of the fifth session of the Board. The Board hereby extends its sincere gratitude to Ms. Fan Chunyan and Mr. Liu Hongzhong for their enormous contribution to the Company. To the best of the Directors' knowledge and belief, having made all reasonable enquiries, there is no disagreement between the retiring Directors and the Board and there are no other matters that need to be brought to the attention of the Shareholders.

In accordance with the Rules for Governance of Securities Companies (《證券公司治理準則》) and the Articles of Association, Shareholder(s) severally or jointly holding no less than 3% of the outstanding Shares of the Company which carry voting rights may recommend candidates for Directors (non-employee representative Directors) to the Board. Shareholders currently holding no less than 3% of the voting Shares of the Company have recommended to the Board a total of 3 candidates for non-executive Directors of the fifth session of the Board. Mr. Ding Feng was recommended by Jiangsu Guoxin Investment Group Limited. Mr. Chen Yongbing was recommended by Jiangsu Communications Holding Company Limited. Mr. Xu Qing was recommended by Govtor Capital Group Co., Ltd. Subject to the relevant laws and regulations and the relevant requirements of the Articles of Association and with reference to the investigation conducted by the Company, the Chairman of the Board of the Company nominates Ms. Hu Xiao of Alibaba (China) Technology Co., Ltd. and Mr. Wang Tao of China Merchants Bank Co., Ltd. as non-executive Directors of the fifth session of the Board and nominates Mr. Zhang Wei, Mr. Zhou Yi and Mr. Zhu Xuebo as executive Directors of the fifth session of the Board according to recommendations of the Company. In addition, the Board nominates Mr. Chen Chuanming, Mr. Lee Chi Ming, Ms. Liu Yan, Mr. Chen Zhibin and Mr. Ma Qun as candidates for independent non-executive Directors of the fifth session of the Board.

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The list of candidates for the fifth session of the Board approved by the Board is as follows:

- (1) 3 candidates for executive Directors: Mr. Zhang Wei, Mr. Zhou Yi and Mr. Zhu Xuebo;
- (2) 5 candidates for non-executive Directors: Mr. Ding Feng, Mr. Chen Yongbing, Mr. Xu Qing, Ms. Hu Xiao and Mr. Wang Tao; and
- (3) 5 candidates for independent non-executive Directors: Mr. Chen Chuanming, Mr. Lee Chi Ming, Ms. Liu Yan, Mr. Chen Zhibin and Mr. Ma Qun.

In accordance with the Administrative Measures for Qualifications of Directors, Supervisors and Senior Management of Securities Companies (《證券公司董事、監事和高級管理人員任職資格監管辦法》) issued by the CSRC, the above candidates shall obtain the approval from the securities regulatory authorities in relation to their qualifications as directors or independent directors of securities companies before assuming office. As Mr. Zhou Yi, Mr. Zhu Xuebo, Mr. Ding Feng, Mr. Chen Yongbing, Mr. Xu Qing and Ms. Hu Xiao were members of the fourth session of the Board, they have obtained the approval from the securities regulatory authorities in relation to their qualifications as directors of securities companies and will officially assume the duties of Directors of the fifth session of the Board with the term of office of three years since the date of the EGM at which the election shall be held. As Mr. Chen Chuanming, Mr. Lee Chi Ming, Ms. Liu Yan and Mr. Chen Zhibin were members of the fourth session of the Board, they have obtained the approval from the securities regulatory authorities in relation to their qualifications as independent directors of securities companies and will assume the duties of independent non-executive Directors of the fifth session of the Board with a term of office of three years since the date of the EGM at which the election shall be held.

Mr. Zhang Wei, the newly nominated candidate for executive Director, Mr. Wang Tao, the newly nominated candidate for non-executive Director, and Mr. Ma Qun, the newly nominated candidate for independent non-executive Director, shall enter into their respective service contracts with the Company and officially assume the duties of Directors of the fifth session of the Board with a term until the expiry of the term of the fifth session of the Board upon being elected at the EGM and approved by the securities regulatory authorities in relation to their qualifications as director or independent director of securities companies. In order to fulfil the requirements that the number of independent Directors shall account for no less than one-third of the Board members, if Mr. Ma Qun fails to obtain the relevant qualifications to assume his office as of the date when the fifth session of the Board has been elected at the EGM, Mr. Liu Hongzhong, the independent non-executive Director of the fourth session of the Board, shall continue to perform his duties until Mr. Ma Qun obtains the necessary qualifications and begins to serve as the independent non-executive Director.

Mr. Zhang Wei, Mr. Zhou Yi and Mr. Zhu Xuebo will receive remuneration from the Company during their term as executive Directors and the remuneration shall be determined in accordance with the relevant regulations and mechanisms. Mr. Ding Feng, Mr. Chen Yongbing,

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Mr. Xu Qing, Ms. Hu Xiao and Mr. Wang Tao will not receive remuneration from the Company during their term as non-executive Directors. Mr. Chen Chuanming, Mr. Lee Chi Ming, Ms. Liu Yan, Mr. Chen Zhibin and Mr. Ma Qun will receive remuneration from the Company during their term as independent non-executive Directors and the remuneration shall be determined on the remuneration basis for independent non-executive Directors approved at the general meeting of the Company.

Members of the fifth session of the Board after being elected will take their respective positions in the special committees under the Board once being appointed.

The biographies of the candidates for the members of the fifth session of the Board and further details related to their appointments are set out in Appendix I to this circular.

3. Resolution in relation to the Appointment of Members of the Fifth Session of the Supervisory Committee

The term of office of the fourth session of the Supervisory Committee will expire soon. The Supervisory Committee proposes that the fifth session of the Supervisory Committee shall consist of 7 Supervisors, comprising 4 non-employee representative Supervisors and 3 employee representative Supervisors. The employee representative Supervisors will be elected at the employee representatives' meeting. Further announcements will be made upon determination of the relevant candidates. Among the members of fourth session of the Supervisory Committee, due to expiration of term of office and work arrangement, Mr. Yu Yimin, Mr. Chen Ning and Ms. Yang Yaling will retire from his/her position and will not be candidates for non-employee representative Supervisors of fifth session of the Supervisory Committee. The Supervisory Committee hereby extends its sincere gratitude to Mr. Yu Yimin, Mr. Chen Ning and Ms. Yang Yaling for their enormous contribution to the Company. After making all reasonable enquiries and to the best knowledge and belief of the Supervisory Committee, there is no disagreement between the retiring Supervisors and the Board and the Supervisory Committee, and there are no other matters in respect of their retirement that need to be brought to the attention of the Shareholders.

In accordance with the Rules for Governance of Securities Companies (《證券公司治理準則》) and the Articles of Association, Shareholder(s) severally or jointly holding no less than 3% of the total outstanding Shares of the Company which carry voting rights may recommend candidates for Supervisors (non-employee representative Supervisors) to the Supervisory Committee. Shareholders currently holding no less than 3% of the voting Shares of the Company have recommended a total of 3 candidates for non-employee representative Supervisors of the fifth session of the Supervisory Committee to the Company. Mr. Zhang Ming was recommended by Jiangsu Guoxin Investment Group Limited. Ms. Yu Lanying was recommended by Jiangsu Communications Holding Company Limited. Ms. Zhang Xiaohong was recommended by Govtor Capital Group Co., Ltd. Subject to the relevant laws and regulations and the relevant requirements of the Articles of Association and with reference to the investigation conducted by the Company, the Chairman of the Supervisory Committee of

LETTER FROM THE BOARD

the Company nominates Ms. Fan Chunyan of Suning.com Co., Ltd. as non-employee representative Supervisor of the fifth session of the Supervisory Committee according to recommendations of the Company.

In accordance with the Company Law of the PRC and the Articles of Association, the Supervisory Committee shall comprise employee representative Supervisors and at least one-third of the members of the Supervisory Committee shall be employee representative Supervisors. The employee representative Supervisors shall be elected at the employee representatives' meeting, employee meeting or other ways of democratic election and be eligible to be a member of the Supervisory Committee directly. The employee representative Supervisors of the fifth session of the Supervisory Committee of the Company will be elected at the employee representatives' meeting before the election of non-employee representative Supervisors of the fifth session of the Supervisory Committee at the EGM.

The list of candidates for the members of the fifth session of the Supervisory Committee approved by the Supervisory Committee is as follows:

- 1) 4 candidates for non-employee representative Supervisors: Mr. Zhang Ming, Ms. Yu Lanying, Ms. Zhang Xiaohong and Ms. Fan Chunyan; and
- 2) 3 candidates for employee representative Supervisors: The employee representative Supervisors of the fifth session of the Supervisory Committee will be elected at the employee representatives' meeting.

In accordance with the Administrative Measures for Qualifications of Directors, Supervisors and Senior Management of Securities Companies (《證券公司董事、監事和高級管理人員任職資格監管辦法》) issued by the CSRC, the above candidates shall obtain the approval from the securities regulatory authorities in relation to their qualifications as supervisors of securities companies before assuming office. As Ms. Yu Lanying was a member of the fourth session of the Supervisory Committee, she has obtained the approval from the securities regulatory authorities in relation to her qualifications as a supervisor of securities companies and Ms. Fan Chunyan has also obtained the corresponding qualifications as she was a member of the fourth session of the Board, and they will officially assume the duties of non-employee representative Supervisors of the fifth session of the Supervisory Committee with a term of three years since the date of the EGM at which the election shall be held.

Mr. Zhang Ming and Ms. Zhang Xiaohong, the newly nominated candidates for non-employee representative Supervisors, shall enter into his/her respective service contract with the Company and officially assume the duties of non-employee representative Supervisor of the fifth session of the Supervisory Committee with a term until the expiry of the term of the fifth session of the Board upon being elected at the EGM and approved by the securities regulatory authorities in relation to their qualifications as supervisors of securities companies.

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Mr. Zhang Ming, Ms. Yu Lanying, Ms. Zhang Xiaohong and Ms. Fan Chunyan will not receive remuneration from the Company during their term as non-employee representative Supervisors.

The biographies of the candidates for the members of the fifth session of the Supervisory Committee and further details related to their appointments are set out in Appendix II to this circular.

INFORMATION ON ATTENDING THE EGM

The EGM will be held at Conference room, Renaissance Nanjing Olympic Centre Hotel, 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Monday, December 16, 2019 at 2:30 p.m. The notice of the EGM is also set out on pages 18 to 23 of this circular.

Summary of the important dates for Holders of H Shares is as follows:

Last Registration Date:	At or before 4:30 p.m. on Friday, November 15, 2019
Closure of Register of Members for Holders of H Shares:	Saturday, November 16, 2019 to Monday, December 16, 2019
Submission of Reply Slip:	On or before Tuesday, November 26, 2019
Submission of Proxy Form:	At or before 2:30 p.m. on Sunday, December 15, 2019

The register of members of H Shares of the Company will be closed from Saturday, November 16, 2019 to Monday, December 16, 2019 (both days inclusive), during which time 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 at or before 4:30 p.m. on Friday, November 15, 2019 are entitled to attend and vote in respect of all resolutions to be proposed at the EGM.

In order to attend the EGM, 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, at or before 4:30 p.m. on Friday, November 15, 2019.

The reply slip and the proxy form for the EGM have been despatched on Wednesday, October 30, 2019 and have also been published on the website of Hong Kong Stock Exchange (www.hkexnews.hk). Shareholders intending to attend the EGM in person or by their proxies

LETTER FROM THE BOARD

should complete and return the reply slip for attending the EGM to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for Holders of H Shares) on or before Tuesday, November 26, 2019.

To be valid, for Holders of H Shares, the form of proxy 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 EGM. Completion and return of the proxy form will not preclude you from attending and voting at the EGM 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 EGM is Thursday, December 5, 2019. For more details, please refer to the notice of the EGM published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn/>) on Wednesday, October 30, 2019.

VOTING ARRANGEMENT

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at an EGM must be taken by poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM in accordance with Article 114 of the Articles of Association.

The aforesaid resolutions 1 to 3 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.

Resolutions 2 and 3 shall adopt the method of cumulative poll, i.e., the number of votes carried by each Share held by the Shareholders shall be equal to the number of positions and the Shareholders may concentrate their entitled votes when voting. In particular: (1) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the number of executive Directors and non-executive Directors upon whom he/she can vote, when electing executive Directors and non-executive Directors. Such votes may only be voted for the candidates of the executive Directors and non-executive Directors of the Company, and the candidates who have the most votes shall be appointed; (2) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the number of independent non-executive Directors upon whom he/she can vote, when electing independent non-executive Directors. Such votes may only be voted for the candidates of the independent non-executive Directors of the Company, and the candidates who have the most votes shall be appointed; (3) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the number of non-employee representative Supervisor upon whom he/she can vote, when electing non-employee representative Supervisor. Such votes may only be voted for the candidates of the non-employee representative Supervisor of the Company, and the candidates who have the most votes shall be appointed.

LETTER FROM THE BOARD

Pursuant to Rule 2.15 of the Hong Kong 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 general meeting.

As far as the Directors are aware, as of the Latest Practicable Date, no Shareholder is considered to have a material interest in any of the resolutions proposed at the EGM and has to abstain from voting at the EGM approving the resolutions.

RESPONSIBILITY STATEMENT

This 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 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 any statement herein or this circular misleading.

RECOMMENDATION

The Directors believe that all the resolutions mentioned above are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolutions to be proposed at the EGM as set out in the notice of the EGM set out in this circular.

Yours faithfully,

By order of the Board of Directors of the Company

Zhou Yi

Chairman

NOTICE OF THE 2019 FIRST EXTRAORDINARY 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)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that the EGM of the Company will be held at Conference room, Renaissance Nanjing Olympic Centre Hotel, 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Monday, December 16, 2019 at 2:30 p.m., to consider the following issues:

ORDINARY RESOLUTIONS

- 1. To Consider and Approve the Resolution in relation to the Change of Use of Partial Proceeds from Non-public Issuance of A Shares**
- 2. To Consider and Approve the Resolution in relation to the Appointment of Members of the Fifth Session of the Board**
 - 2.1 To consider and approve the appointment of Mr. Zhang Wei as an executive Director of the fifth session of the Board
 - 2.2 To consider and approve the appointment of Mr. Zhou Yi as an executive Director of the fifth session of the Board
 - 2.3 To consider and approve the appointment of Mr. Ding Feng as a non-executive Director of the fifth session of the Board
 - 2.4 To consider and approve the appointment of Mr. Chen Yongbing as a non-executive Director of the fifth session of the Board
 - 2.5 To consider and approve the appointment of Mr. Xu Qing as a non-executive Director of the fifth session of the Board
 - 2.6 To consider and approve the appointment of Ms. Hu Xiao as a non-executive Director of the fifth session of the Board
 - 2.7 To consider and approve the appointment of Mr. Wang Tao as a non-executive Director of the fifth session of the Board

NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

- 2.8 To consider and approve the appointment of Mr. Zhu Xuebo as an executive Director of the fifth session of the Board
- 2.9 To consider and approve the appointment of Mr. Chen Chuanming as an independent non-executive Director of the fifth session of the Board
- 2.10 To consider and approve the appointment of Mr. Lee Chi Ming as an independent non-executive Director of the fifth session of the Board
- 2.11 To consider and approve the appointment of Ms. Liu Yan as an independent non-executive Director of the fifth session of the Board
- 2.12 To consider and approve the appointment of Mr. Chen Zhibin as an independent non-executive Director of the fifth session of the Board
- 2.13 To consider and approve the appointment of Mr. Ma Qun as an independent non-executive Director of the fifth session of the Board
- 3. To Consider and Approve the Resolution in relation to the Appointment of Members of the Fifth Session of the Supervisory Committee**
 - 3.1 To consider and approve the appointment of Mr. Zhang Ming as a non-employee representative Supervisor of the fifth session of the Supervisory Committee
 - 3.2 To consider and approve the appointment of Ms. Yu Lanying as a non-employee representative Supervisor of the fifth session of the Supervisory Committee
 - 3.3 To consider and approve the appointment of Ms. Zhang Xiaohong as a non-employee representative Supervisor of the fifth session of the Supervisory Committee
 - 3.4 To consider and approve the appointment of Ms. Fan Chunyan as a non-employee representative Supervisor of the fifth session of the Supervisory Committee

NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company (as amended, supplemented or otherwise modified from time to time)
“A Share(s)”	domestic shares 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 RMB and are listed on the Shanghai Stock Exchange
“Board”	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 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), and unless the context otherwise requires, including its predecessors
“Director(s)”	the director(s) of the Company
“EGM”	the first extraordinary general meeting for 2019 to be held by the Company at Conference room, Renaissance Nanjing Olympic Centre Hotel, 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Monday, December 16, 2019 at 2:30 p.m.
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

“Holder(s) of H Share(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share(s)”	foreign shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in HK\$ and are listed on the Hong Kong Stock Exchange
“Listing Rules”	Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“PRC” or “China”	the People’s Republic of China, excluding, for the purposes of this notice, Hong Kong, Macau and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“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 Shares
“Supervisor(s)”	supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company

By order of the Board of Directors of the Company

Zhou Yi

Chairman

Jiangsu, the PRC, October 30, 2019

As of 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.

NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

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

The register of members of H Shares of the Company will be closed from Saturday, November 16, 2019 to Monday, December 16, 2019 (both days inclusive), during which time 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 at or before 4:30 p.m. on Friday, November 15, 2019 are entitled to attend and vote in respect of all resolutions to be proposed at the EGM.

In order to attend the EGM, 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, at or before 4:30 p.m. on Friday, November 15, 2019.

2. Proxy

- (1) Each shareholder entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote on his 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 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 attorney authorizing that 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 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 EGM.

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

3. Registration procedures for attending the EGM

- (1) A shareholder attending in person should present proof of identity or stock account cards when attending the EGM. 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 EGM by providing his/her identify 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 duly issued by such legal representative when attending the EGM.
- (2) Shareholders of the Company intending to attend the EGM in person or by their proxies should complete and return the reply slip for attending the EGM 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 Tuesday, November 26, 2019.

4. Voting by poll

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at an extraordinary general meeting must be taken by poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM in accordance with Article 114 of the Articles of Association.

The aforesaid resolutions 1 to 3 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.

Resolutions 2 and 3 shall adopt the method of cumulative poll, i.e., the number of votes carried by each Share held by the Shareholders shall be equal to the number of positions and the Shareholders may concentrate their entitled votes when voting. In particular: (1) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the number of executive Directors and

NOTICE OF THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

non-executive Directors upon whom he/she can vote, when electing executive Directors and non-executive Directors. Such votes may only be voted for the candidates of the executive Directors and non-executive Directors of the Company, and the candidates who have the most votes shall be appointed; (2) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the number of Independent non-executive Directors upon whom he/she can vote, when electing Independent non-executive Directors. Such votes may only be voted for the candidates of the Independent non-executive Directors of the Company, and the candidates who have the most votes shall be appointed; (3) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the number of non-employee representative Supervisor upon whom he/she can vote, when electing non-employee representative Supervisors. Such votes may only be voted for the candidates of the non-employee representative Supervisor of the Company, and the candidates who have the most votes shall be appointed.

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 general meeting.

As far as the Directors are aware, as of the Latest Practicable Date, no shareholder is considered to have a material interest in any of the resolutions proposed at the EGM and has to abstain from voting at the EGM approving the resolutions.

5. Miscellaneous

- (1) The EGM 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 PRC

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

Executive Directors

Mr. Zhang Wei, born in November 1964, holds a master degree in business administration, senior engineer, senior economist, the vice president of Asset Management Association of China and the president of Asset Management Association of Jiangsu (江蘇省投資基金業協會會長). He once worked in Jiangsu Institute of Electronics Industry Research (江蘇省電子工業綜合研究所). He also served as the cadre at department level of Jiangsu Electronic Industry Bureau and the deputy director of Asset Management Division. He worked as the secretary to the board of directors and assistant general manager, deputy general manager, general manager and deputy secretary of the party committee of Jiangsu Hongtu High Technology Co., Ltd. (江蘇宏圖高科技股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600122). He also served as the director, general manager, deputy secretary of the party committee, secretary of the party committee and chairman of the board of Govtor Capital Group Co., Ltd. (江蘇高科技投資集團有限公司). Mr. Zhang has been the secretary of the party committee of the Company since March 2019.

Mr. Zhou Yi, born in March 1969, has a bachelor's degree in computer communications. Mr. Zhou once taught at Jiangsu Posts & Telecommunications School (江蘇省郵電學校) and worked on technology management in the telecommunications center of Jiangsu Posts & Telecommunications Bureau and administrative management at Jiangsu Mobile Communication Co., Ltd. He served as the chairman of the board of directors at Jiangsu Bei'er Co., Ltd. (江蘇貝爾有限公司) and Nanjing Xinwang Tech Co., Ltd. (南京欣網視訊科技股份有限公司), the deputy general manager of Shanghai Beier Fortune Communications Company (上海貝爾富欣通信公司). He served as the president and director of Huatai Securities Limited Liability Company (predecessor of the Company) from February 2007 to December 2007 and from September 2007 to December 2007, respectively. He served as the Director, president and deputy party secretary of the Company from December 2007 to September 2011, served as the Director, president and party secretary of the Company from September 2011 to June 2016 and served as the chairman of the Board, president and deputy secretary of the party committee of the Company from June 2016 to March 2019. Mr. Zhou has been the chairman of the Board, president, party committee member of the Company since March 2019.

As of the Latest Practicable Date, according to the information available to the Company and to the knowledge of the Directors, according to Part XV of the Securities and Futures Ordinance, Mr. Zhou Yi held the long position of approximately 353,261 H Shares of the Company through the targeted asset management scheme for QDII, representing approximately 0.004% of the total issued Shares of the Company.

Mr. Zhu Xuebo, born in September 1962, holds a bachelor's degree in economics majoring in monetary banking. He worked for Nanjing Artillery Academy and the Nanjing Branch of the People's Bank of China. He joined the Company in March 2001 and successively served as general manager of the human resources department, head of the organization department of the Party Committee and assistant to the president, etc.; and has served as deputy secretary of the Party Committee of the Company since March 2013. He has served as Director of the Company since October 2018.

As of the Latest Practicable Date, according to the information available to the Company and to the knowledge of the Directors, according to Part XV of the Securities and Futures Ordinance, Mr. Zhu Xuebo held the long position of approximately 211,957 H Shares of the Company through the targeted asset management scheme for QDII, representing approximately 0.002% of the total issued Shares of the Company.

As of the Latest Practicable Date, candidates for executive Directors mentioned above did not receive punishment from the CSRC and other relevant authorities and any penalty from stock exchanges. Save as disclosed in this circular, candidates for executive Directors mentioned above have no relationship with Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; they have no interest in any Share of the Company as defined within the meaning of Part XV of the Securities and Futures Ordinance; they have no information that shall be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and do not and did not participate in matters that shall be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; they did not hold any directorship of any other listed companies or any other position in any member of the Group in the past three years; and there are no other matters relating to their appointment that need to be brought to the attention of Shareholders.

Non-executive Directors

Mr. Ding Feng, born in December 1968, holds a MBA degree and a title of senior accountant. He served as assistant accountant of the finance department of China Songhai Industrial Corporation (中國嵩海實業總公司) in Xiamen Special Economic Zone from August 1990 to November 1992; chief accountant of the finance department of China North Industries Corporation Xiamen Branch (中國北方工業廈門公司) from December 1992 to September 1995; deputy section chief of the finance department of Jiangsu International Trust Investment Company (江蘇省國際信託投資公司) from October 1995 to August 2002; deputy project manager of the finance department of Jiangsu Guoxin Investment Group Limited (江蘇省國信資產管理集團有限公司) from August 2002 to September 2004; head of the finance department (manager assistant) and deputy general manager of Jiangsu International Trust Corporation Limited (江蘇省國際信託有限責任公司) from September 2004 to December 2009; deputy general manager of the finance department of Jiangsu Guoxin Investment Group Limited from December 2009 to December 2010; vice-president of Jiangsu Guoxin Group Finance Co., Ltd. (江蘇省國信集團財務有限公司) from December 2010 to December 2011; president and deputy secretary of the Party Committee of Jiangsu Guoxin Group Finance Co., Ltd. (江蘇省國信集團財務有限公司) from January 2012 to March 2018; general manager of finance department of Jiangsu Guoxin Group (江蘇省國信集團) since March 2018; and has served as Director of the Company since October 2018.

Mr. Chen Yongbing, born in April 1974, holds a bachelor's degree in economics. He served as clerk and staff member of the Enterprise Division of Jiangsu Administrative Bureau of State-owned Property (江蘇省國有資產管理局企業處) from August 1996 to November 2000; staff member of the Administrative Office of State-owned Property of the Department of Finance of Jiangsu Province (江蘇省財政廳國有資產管理辦公室) from November 2000 to January 2002; senior staff member of the Administrative Office of State-owned Property of the Department of Finance of Jiangsu Province from January 2002 to March 2004; cadre at sub-section level of Jiangsu SASAC from March 2004 to June 2004; senior staff member of the Division of Enterprise Reform and Development (企業改革發展處) of Jiangsu SASAC from June 2004 to January 2005; principal staff member of the Division of Enterprise Reform and Development of Jiangsu SASAC from January 2005 to December 2009; principal staff member of the Division of Enterprise Development and Reform (企業發展改革處) of Jiangsu SASAC from December 2009 to May 2014; deputy director of the Division of Enterprise Development and Reform of Jiangsu SASAC from May 2014 to October 2016; deputy head of the investment development department of Jiangsu Communications Holding Co., Ltd. from October 2016 to January 2018; head of the investment development department of Jiangsu Communications Holding Co., Ltd. Since January 2018 and has served as Director of the Company since October 2018.

Mr. Xu Qing, born in September 1972, holds a MBA degree. He served as a technician and assistant engineer in Jiangsu Communications Cable Plant (江蘇省通信電纜廠) from August 1993 to November 1998; the secretary of president office, deputy minister of the securities investment department, deputy director of the president office, assistant to the general manager of the optical communication operations department and chief executive officer and held other positions in Jiangsu Hongtu High Technology Co., Ltd. (江蘇宏圖高科技股份有限公司) from November 1998 to January 2006; successively served as secretary to the board, director of the group office, director of the party committee office of Govtor Capital Group Co., Ltd. (江蘇高科技投資集團有限公司) from February 2006 to April 2015, assistant to the president, general counsel and general manager of the investment management department of Govtor Capital Group Co., Ltd. from May 2015 to April 2016, and has served as vice president and party committee member of Govtor Capital Group Co., Ltd. since May 2016; and has concurrently served as the director of Huatai Securities Co., Ltd. since June 2016.

Ms. Hu Xiao, born in October 1979, holds a master degree in business administration. She served as accountant of KPMG Huazhen LLP (畢馬威華振會計師事務所) from September 2002 to July 2003; research assistant of the stock research department of China International Capital Corporation Limited (中國國際金融有限公司) (a company listed on the Hong Kong Stock Exchange, stock code: 3908) from July 2003 to July 2006; manager and vice-president of Citigroup Global Markets Asia Limited from July 2008 to July 2012; vice-president and director of Merrill Lynch (Asia Pacific) Limited from July 2012 to March 2017; director of the strategic investment department of Alibaba Group (阿里巴巴集團) (a company listed on the New York Stock Exchange, stock code: BABA) since March 2017 and has served as Director of the Company since October 2018.

Mr. Wang Tao, born in May 1968, holds a master degree in Politics and Economics. He served as assistant to president of Shenzhen Branch of China Construction Bank Corporation (中國建設銀行股份有限公司) (a company listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, stock code: 939 and 601939) and deputy general manager of the finance and accounting department of the head office of China Construction Bank Corporation from June 1989. He joined in the head office of China Merchants Bank Co., Ltd. (a company listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, stock code: 3968 and 600036) as general manager of the finance and accounting department of the head office in June 2014, has served as general manager of the retail credit department of the head office since December 2016 and also has served as the director of inclusive financial service centre of the head office since February 2018.

As of the Latest Practicable Date, candidates for non-executive Directors mentioned above did not receive punishment from the CSRC and other relevant authorities and any penalty from stock exchanges. Save as disclosed in this circular, candidates for non-executive Directors mentioned above have no relationship with Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; they have no interest in any Share of the Company as defined within the meaning of Part XV of the Securities and Futures Ordinance; they have no information that shall be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and do not and did not participate in matters that shall be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; they did not hold any directorship of any other listed companies or any other position in any member of the Group in the past three years; and there are no other matters relating to their appointment that need to be brought to the attention of Shareholders.

Independent Non-executive Directors

Mr. Chen Chuanming, born in September 1957, holds a doctorate degree in corporate management and a title of professor. He was selected by the Ministry of Education to study abroad at the University of Brittany (法國上布列塔尼大學) in France in 1978, majoring in social economics and management. He returned to the PRC in 1981 and worked for the Institute of World Economics and Politics (世界經濟與政治研究所) of the Chinese Academy of Social Science. Since December 1982, Mr. Chen has been teaching at Nanjing University. He studied for a doctorate degree in economics at the School of Economics of Nankai University from September 1990 to June 1993. Mr. Chen is currently the professor of the School of Business at Nanjing University and concurrently serves as the deputy chairman of the Chinese Institute of Business Administration (中國企業管理研究會) and the deputy chairman of the Jiangsu Association of Science and Technology Innovation (江蘇省科技創新協會). He has served as independent Director of the Company since March 2016.

With many years of experience in economic research and teaching, Mr. Chen is able to promote the diversification of the Board and will bring more sophisticated expertise in economics to the Board.

Mr. Lee Chi Ming, born in April 1953, holds a MBA degree. He served as deputy assessor and assessor at the Hong Kong Inland Revenue Department from October 1976 to November 1989; senior manager/director of the Listing Committee, director of Corporate Planning, and director of Finance and Administration of the Securities and Futures Commission from July 1989 to July 2014; director and managing partner of Nan Guo International Asset Management Limited (南國國際資產管理有限公司) since October 2014 and has served as independent Director of the Company since April 2015.

With many years of experience in taxation, finance and asset management, Mr. Li is able to promote the diversification of the Board and will bring professional knowledge in finance to the Board.

Ms. Liu Yan, born in January 1973, holds a master degree in comparative law with qualification as a lawyer both in the PRC and the United States (New York State). She joined Beijing Tian Yuan Law Firm (北京市天元律師事務所) in 1995 and has been a partner of the firm since 2002. She has served as independent Director of the Company since December 2016.

With many years of experience in legal practice, Ms. Liu is able to promote the diversification of the Board and will enable the Board to better supervise the implementation of development strategy of the Company.

Mr. Chen Zhibin, born in January 1965, holds a doctorate degree in corporate management, a professor and doctoral student supervisor of the Faculty of Finance and Accounting at Southeast University (東南大學). He serves as a managerial accounting consultant to the Ministry of Finance and vice director of the governmental accounting committee of the Accounting Society of China (中國會計學會). Mr. Chen Zhibin served as an independent non-executive Director of the third session of the Board and member of the Audit Committee under the Board of the Company from October 2015 to April 2016. Mr. Chen Zhibin has also served as an independent director of Jiangsu Kuang Da Automobile Fabric Group Co., Ltd. (江蘇曠達汽車織物集團股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 2516), Jiangsu Province Transportation Planning and Design Institute Co., Ltd. (江蘇省交通規劃設計院股份有限公司) (now renamed as China Design Group Co., Ltd. (中設設計集團股份有限公司)) (a company listed on the Shanghai Stock Exchange, stock code: 603018) and Jinling Hotel Corporation (金陵飯店股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 601007). He has served as independent Director of the Company since June 2018.

With many years of experience in accounting and corporate governance, Mr. Chen is able to promote the diversification of the Board and provide valuable advice on corporate governance to the Board.

Mr. Ma Qun, born in March 1958, holds a master degree and the qualification of first-grade lawyer (professor grade). He has been sent by the Ministry of Justice of the PRC to East and West Center in the United States and University of London in the UK to study law of the United States and the United Kingdom in 1988 and 1992, respectively. From 1984 to 1989, he served as the director of Jiangsu Law Firm (江蘇律師事務所). He has been served as director and the principal partner of JC Master Law Offices (江蘇泰和律師事務所) since 1989. Mr. Ma Qun is currently a member of the legal experts' pool of Jiangsu Provincial Party Committee and a member of the academic committee of Jiangsu Law Society (江蘇省法學會). He mainly focuses on the areas of legal affairs in company law, securities law and foreign investment, and possesses extensive experiences in legal affairs in international trade, joint venture and VC, PE fund, as well as establishment and operation of trusted products.

With many years of experience in commercial law, Mr. Ma is able to promote the diversification of the Board and facilitate the planning and implementation of the Company's development strategy with his experience in both business and law.

When determining the nominations of independent non-executive directors mentioned above, the Company considered the diversity of Board members in several aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The determination of members should be based on the value of candidates and the contribution they can make to the Board. The benefits from the diversity of the Board should be taken into full consideration according to their objective conditions. The selection of Board members shall be conducted in accordance with laws, regulations and relevant requirements of securities regulators.

As of the Latest Practicable Date, candidates for independent non-executive Directors mentioned above did not receive punishment from the CSRC and other relevant authorities and any penalty from stock exchanges in the past three years. Save as disclosed in this circular, candidates for independent non-executive Directors mentioned above have no relationship with Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; they have no interest in any Share of the Company as defined within the meaning of Part XV of the Securities and Futures Ordinance; they have no information that shall be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and do not and did not participate in matters that shall be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; they did not hold any directorship of any other listed companies or any other position in any member of the Group in the past three years; and there are no other matters relating to their appointment that need to be brought to the attention of Shareholders.

Mr. Zhang Ming, born in April 1974, holds a master degree and is a senior accountant. He worked at the finance department of Yangzhou No. 2 Power Plant Company Limited (揚州第二發電有限公司) from August 1995 to June 1998, served as the general ledger of the finance department, deputy director of finance department, director of finance department, deputy chief accountant and head of finance department of Yangzhou No. 2 Power Plant Company Limited from July 1998 to December 2009; deputy general manager of the finance department of Jiangsu Guoxin Investment Group Limited (江蘇省國信集團有限公司) from December 2009 to December 2016; deputy general manager, chief financial officer and general manager (departmental post) of the finance department of Jiangsu Guoxin Corporation Limited (江蘇國信股份有限公司) from December 2016 to August 2019, and general manager of the finance department of Jiangsu Guoxin Investment Group Limited (江蘇省國信集團有限公司) since August 2019.

Ms. Yu Lanying, born in May 1971, holder of master degree in Industrial Economics, is a senior accountant. She served at the finance department of Nanjing Runtai Industrial Trading Company (南京潤泰實業貿易公司) from August 1993 to August 1996. She pursued master's studies of Industrial Economics in Nanjing University of Science and Technology (南京理工大學) from September 1996 to April 1999, served at the finance supervision department of Jiangsu United Trust and Investment Company (江蘇聯合信託投資公司) from May 1999 to December 2002. She worked at the finance supervision department of Jiangsu Communications Industry Group Co., Ltd. (江蘇交通產業集團有限公司) from January 2003 to September 2004, the finance supervision department of Jiangsu Communications Holding Co., Ltd. (江蘇交通控股有限公司) from October 2004 to May 2008. She successively served as the vice manager (in charge of work), manager of the finance and accounting division, associate chief financial officer (departmental post), chief financial officer and party committee member of Jiangsu Expressway Company Limited (江蘇寧滬高速公路股份有限公司) (a company listed on the Hong Kong Stock Exchange, the Shanghai Stock Exchange and in the United States, stock code: 177, 600377 and 477373104) from June 2008 to November 2016. She served as the deputy general manager, chief financial officer and party committee member of Jiangsu Expressway Company Limited from November 2016 to March 2018, head of the audit and risk control department of Jiangsu Communications Holding Co., Ltd. (江蘇交通控股有限公司) from March 2018 to August 2018 and has served as head of the audit and risk control department and supervisor of audit center of Jiangsu Communications Holding Co., Ltd. since August 2018. She has served as Supervisor of the Company since October 2018.

Ms. Zhang Xiaohong, born in January 1967, holds a master degree in business administration. She served as the export sales business manager of Nanjing Native Produce and Animal By-products Import and Export Co., Ltd. (南京市土產畜產進出口股份有限公司) from July 1989 to November 1996; business manager of Jiangsu Xinsu Investment Management Co., Ltd. (江蘇鑫蘇投資管理有限公司) from December 1996 to April 2000; manager of Jiangsu Venture Capital Co., Ltd. (江蘇省創業投資有限公司) from May 2000 to April 2005; and senior investment manager of Govtor Capital Group Co., Ltd. (江蘇高科技投資集團有限公司) from

May 2005 to July 2016, deputy general manager of the asset management department from August 2016 to February 2017 and has currently served as general manager of the investment operations department since March 2017.

Ms. Fan Chunyan, born in April 1976, holds a college degree in financial accounting. Ms. Fan served as the director assistant of the settlement center of the headquarter of Suning.com Group Co., Ltd. (蘇寧易購集團股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 2024) from February 2002 to February 2004; deputy general manager and financial director for the Guangzhou region of Suning.com Group Co., Ltd. from February 2004 to August 2011; executive deputy general manager for the Guangzhou Region and assistant to the executive president of the regional headquarter of South China of Suning.com Group Co., Ltd. from August 2011 to January 2013; executive vice president of the e-commerce operation headquarter and executive vice president of the operation headquarter of Suning.com Group Co., Ltd. from January 2013 to September 2014; vice president of Suning Retail Group (蘇寧零售集團) and president of Internet Platform Company (互聯網平台公司) from August 2016 to January 2018. Currently, she serves as vice president of Suning Retail Group and president of Internet Platform Company as well as general manager of the customer service management center. She has served as Director of the Company since October 2018.

As of the Latest Practicable Date, candidates for non-employee representative Supervisors mentioned above did not receive punishment from the CSRC and other relevant authorities and any penalty from stock exchanges in the past three years. Save as disclosed in this circular, candidates for non-employee representative Supervisors mentioned above have no relationship with Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; they have no interest in any Share of the Company as defined within the meaning of Part XV of the Securities and Futures Ordinance; they have no information that shall be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and do not and did not participate in matters that shall be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; they did not hold any directorship of any other listed companies or any other position in any member of the Group in the past three years; and there are no other matters relating to their appointment that need to be brought to the attention of Shareholders of the Company.