



(GDR under the symbol “HTSC”)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that the EGM of the Company will be held at the Conference Room, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Friday, December 30, 2022 at 2:00 p.m., to consider the following issues:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution on the amendments to the Articles of Association
2. To consider and approve the resolution on the amendments to the Rules of Procedure for General Meeting
3. To consider and approve the resolution on the change of business scope and amendments to the Articles of Association

ORDINARY RESOLUTIONS

4. To consider and approve the resolution on the amendments to the Working System for Independent Directors
5. To consider and approve the resolution on the amendments to the Management System for Related-Party Transactions
6. To consider and approve the resolution on the election of executive Directors and non-executive Directors of the sixth session of the Board
 - 6.1 To consider and approve the election of Mr. Zhang Wei as an executive Director of the sixth session of the Board
 - 6.2 To consider and approve the election of Mr. Ding Feng as a non-executive Director of the sixth session of the Board
 - 6.3 To consider and approve the election of Mr. Chen Zhongyang as a non-executive Director of the sixth session of the Board

NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

- 6.4 To consider and approve the election of Mr. Ke Xiang as a non-executive Director of the sixth session of the Board
- 6.5 To consider and approve the election of Ms. Hu Xiao as a non-executive Director of the sixth session of the Board
- 6.6 To consider and approve the election of Mr. Zhang Jinxin as a non-executive Director of the sixth session of the Board
- 6.7 To consider and approve the election of Ms. Yin Lihong as an executive Director of the sixth session of the Board
- 7. To consider and approve the resolution on the election of independent non-executive Directors of the sixth session of the Board
 - 7.1 To consider and approve the election of Mr. Wang Jianwen as an independent non-executive Director of the sixth session of the Board
 - 7.2 To consider and approve the election of Mr. Wang Quansheng as an independent non-executive Director of the sixth session of the Board
 - 7.3 To consider and approve the election of Mr. Peng Bing as an independent non-executive Director of the sixth session of the Board
 - 7.4 To consider and approve the election of Mr. Wang Bing as an independent non-executive Director of the sixth session of the Board
 - 7.5 To consider and approve the election of Mr. Xie Yonghai as an independent non-executive Director of the sixth session of the Board
- 8. To consider and approve the resolution on the election of members of the sixth session of the Supervisory Committee
 - 8.1 To consider and approve the election of Ms. Li Chongqi as a non-employee representative Supervisor of the sixth session of the Supervisory Committee
 - 8.2 To consider and approve the election of Ms. Yu Lanying as a non-employee representative Supervisor of the sixth session of the Supervisory Committee
 - 8.3 To consider and approve the election of Ms. Zhang Xiaohong as a non-employee representative Supervisor of the sixth session of the Supervisory Committee

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- 8.4 To consider and approve the election of Ms. Zhou Hongrong as a non-employee representative Supervisor of the sixth session of the Supervisory Committee

VOTING ARRANGEMENT

Resolutions 1 to 3 set out in the notice of the EGM 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; resolutions 4 to 8 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.

Among which, resolutions 6 to 8 will adopt the method of cumulative poll respectively, 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 total 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 total 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 total number of non-employee representative Supervisors 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 Supervisors of the Company, and the candidates who have the most votes shall be appointed.

Huatai Securities Co., Ltd.

November 29, 2022

DEFINITIONS

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

“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
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“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 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); the global depository receipts of which have been listed on the London Stock Exchange plc since June 2019 (Symbol: HTSC), 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
“EGM”	the 2022 first extraordinary general meeting to be held by the Company at the Conference Room, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Friday, December 30, 2022 at 2:00 p.m.

DEFINITIONS

“Group”	the Company and its subsidiaries, and their respective predecessors
“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	November 28, 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Management System for Related-Party Transactions”	the Management System for Related-Party Transactions of Huatai Securities Co., Ltd., as amended, supplemented or otherwise modified from time to time
“NEEQ”	National Equities Exchange and Quotations for medium and small-sized companies
“PRC” or “China”	the People’s Republic of China, excluding, for the purposes of this circular, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure for General Meeting”	the Rules of Procedure for General Meeting of Huatai Securities Co., Ltd., as amended, supplemented or otherwise modified from time to time
“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

DEFINITIONS

“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
“SSE” or “Shanghai Stock Exchange”	Shanghai Stock Exchange
“STAR Market”	Science and Technology Innovation Board of the SSE
“Supervisor(s)”	supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Working System for Independent Directors”	the Working System for Independent Directors of Huatai Securities Co., Ltd., as amended, supplemented or otherwise modified from time to time
“%”	per cent.

Special Resolutions:

1. Resolution on the amendments to the Articles of Association

Reference is made to the announcement of the Company dated November 28, 2022 in relation to, among other things, the Board's proposed amendments to the Articles of Association.

In order to further improve corporate governance, the Company proposes to amend certain provisions of the Articles of Association according to the relevant requirements of the currently effective Constitution of the Communist Party of China (《中國共產黨章程》), the Regulations on the Work of the Communist Party of China for its Grassroots Organizations at State-owned Enterprises (Trial) (《中國共產黨國有企業基層組織工作條例(試行)》), the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Securities Law of the People's Republic of China (《中華人民共和國證券法》), the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) and other relevant laws, regulations and normative documents as well as the actual situation of the Company. Meanwhile, it is proposed to authorize the management of the Company to handle matters such as the filing of changes in certain provisions of the Articles of Association.

Details of the explanation table of the proposed amendments to the Articles of Association are set out in Appendix I to this circular.

The proposed amendments to the Articles of Association are subject to the consideration and approval of the Shareholders of the Company at the EGM. The amended Articles of Association shall become effective from the date of consideration and approval at the EGM. Prior to that, the current Articles of Association shall remain effective.

This resolution was considered and approved by the Board on November 28, 2022 and is hereby proposed at the EGM for consideration and approval.

2. Resolution on the amendments to the Rules of Procedure for General Meeting

In order to further improve corporate governance, the Company proposes to amend certain provisions of the current Rules of Procedure for General Meeting according to the relevant requirements of relevant laws, regulations and normative documents such as the Rules for the General Meetings of Shareholders of Listed Companies (《上市公司股東大會規則》) by the CSRC as well as the actual situation of the Company.

Details of the explanation table of the proposed amendments to the Rules of Procedure for General Meeting are set out in Appendix II to this circular.

The proposed amendments to the Rules of Procedure for General Meeting are subject to the consideration and approval of the Shareholders of the Company at the EGM. The amended Rules of Procedure for General Meeting shall become effective from the date of consideration and approval at the EGM. Prior to that, the current Rules of Procedure for General Meeting shall remain effective.

This resolution was considered and approved by the Board on November 28, 2022 and is hereby proposed at the EGM for consideration and approval.

3. Resolution on the change of business scope and amendments to the Articles of Association

Reference is made to the announcement of the Company dated November 28, 2022 in relation to, among other things, the Board's proposed amendments to the Articles of Association.

On June 22, 2022, the Board considered and approved the Resolution on the Application for Conducting Market-making and Trading Business of Stocks on the STAR Market by the Company (《關於公司申請開展科創板股票做市交易業務的議案》), and approved the application for conducting market-making and trading business of stocks on the STAR Market by the Company. On August 30, 2022, the Board considered and approved the Resolution on the Application for the Qualification for Market-making and Trading Business of Listed Securities and Conducting Market-making and Trading Business of Bonds on the Stock Exchange by the Company (《關於公司申請上市證券做市交易業務資格並開展交易所債券做市交易業務的議案》), and approved the application for conducting market-making and trading business of listed securities by the Company. On September 16, 2022, the CSRC approved the qualification for market-making and trading business of listed securities of the Company with the Approval for the Qualification for Market-making and Trading Business of Listed Securities by Huatai Securities Co., Ltd. (Zheng Jian Xu Ke [2022] No. 2169) (《關於核准华泰證券股份有限公司上市證券做市交易業務資格的批覆》(證監許可[2022]2169號), and required the Company to amend the relevant provisions of the Articles of Association and complete the industrial and commercial registration modification procedures pursuant to the requirements of the relevant regulations and the aforesaid approval. In addition, in accordance with the relevant requirements of the market regulation administration authority on standardized description of business scope, the Company proposes the change of business scope and the amendments to the Article 14 of the current Articles of Association accordingly. Meanwhile, it is proposed to authorize the management of the Company to handle matters such as the filing of the change in business scope and the amendments to relevant provisions of the Articles of the Association of the Company.

Details of the proposed amendments to the provisions of the Articles of Association in relation to the change of the business scope of the Company are set out in Appendix I to this circular.

The proposed amendments to the Articles of Association in relation to the change of the business scope are subject to the consideration and approval of the Shareholders of the Company at the EGM. The amended Articles of Association in relation to the business scope

of the Company will be effective from the date of consideration and approval at the EGM. Prior to that, the provisions of the current Articles of Association in relation to the business scope of the Company shall remain effective. The final amendments shall be subject to those amendments approved by and therefore registered with the market regulation administration authority.

This resolution was considered and approved by the Board on November 28, 2022 and is hereby proposed at the EGM for consideration and approval.

Ordinary Resolutions:

4. Resolution on the amendments to the Working System for Independent Directors

In order to further perfect the corporate governance structure of the Company, improve the member structure of the Board, fully perform the functions of independent directors in corporate governance in listed companies, strengthen the restraint and supervision mechanism for internal Directors and senior management, protect the rights and interests of minority Shareholders and stakeholders, and promote the standardized operation of the Company, the Company proposes to amend certain provisions of the current Working System for Independent Directors according to the requirements of laws, regulations, rules and normative documents such as the Rules for the Independent Directors of Listed Companies (《上市公司獨立董事規則》), Measures for the Supervision and Administration of Directors, Supervisors, Senior Management Officers and Practitioners of Securities Fund Operating Institutions (《證券基金經營機構董事、監事、高級管理人員及從業人員監督管理辦法》), Code of Corporate Governance for Listed Companies (《上市公司治理準則》), Code of Corporate Governance for Securities Companies (《證券公司治理準則》), the Stock Listing Rules of the Shanghai Stock Exchange (《上海證券交易所股票上市規則》), the Self-regulatory Guidelines for Listed Companies No. 1 – Standardized Operation issued by the Shanghai Stock Exchange (《上海證券交易所上市公司自律監管指引第1號–規範運作》), the Hong Kong Listing Rules and the Articles of Association, as well as the actual work situation of the independent Directors of the Company.

Details of the explanation table of the proposed amendments to the Working System for Independent Directors are set out in Appendix III to this circular.

The proposed amendments to the Working System for Independent Directors are subject to the consideration and approval of the Shareholders of the Company at the EGM. The amended Working System for Independent Directors shall become effective from the date of consideration and approval at the EGM. Prior to that, the current Working System for Independent Directors shall remain effective.

This resolution was considered and approved by the Board on November 28, 2022 and is hereby proposed at the EGM for consideration and approval.

5. Resolution on the amendments to the Management System for Related-Party Transactions

In order to continue to standardize the management of related-party transactions of the Company and further improve its corporate governance, the Company proposes to amend certain provisions of the current Management System for Related-Party Transactions according to the relevant requirements of relevant laws, regulations, rules and normative documents such as the Provisions on the Administration of Equity of Securities Companies (《證券公司股權管理規定》), the Stock Listing Rules of the Shanghai Stock Exchange (《上海證券交易所股票上市規則》) and the Guidelines of the Shanghai Stock Exchange for Self-regulation of Listed Companies No. 5 – Transactions and Related Party Transactions (《上海證券交易所上市公司自律監管指引第5號–交易與關聯交易》), as well as the actual situation of the Company.

Details of the explanation table of the proposed amendments to the Management System for Related-Party Transactions are set out in Appendix IV to this circular.

The proposed amendments to the Management System for Related-Party Transactions are subject to the consideration and approval of the Shareholders of the Company at the EGM. The amended Management System for Related-Party Transactions shall become effective from the date of consideration and approval at the EGM. Prior to that, the current Management System for Related-Party Transactions shall remain effective.

This resolution was considered and approved by the Board on November 28, 2022 and is hereby proposed at the EGM for consideration and approval.

6. Resolution on the election of members of the sixth session of the Board

Reference is made to the announcement of the Company dated November 28, 2022 in relation to, among other things, the Board's proposed election of members of the sixth session of the Board.

The term of the fifth session of the Board of the Company will expire soon. The Board proposes that the sixth session of the Board shall consist of 13 Directors, including 3 executive Directors (including 1 employee representative Director), 5 non-executive Directors and 5 independent non-executive Directors. Among the members of the fifth session of the Board, due to expiration of term of office, Ms. Liu Yan, Mr. Chen Zhibin and Ms. AU King Chi will retire from their positions and will not be candidates for the sixth session of the Board as independent non-executive Directors. The Board would like to express its sincere gratitude to Ms. Liu Yan, Mr. Chen Zhibin and Ms. AU King Chi for their great contributions to the Company in the past. To the best of the knowledge and belief of the Board, having made all reasonable enquiries, in respect to the retiring Directors, each of them has no disagreement with the Board and, to the best of their knowledge, there is no matter that needs to be brought to the attention of the Shareholders in relation to their retirement from office.

According to the relevant requirements of the Code of Corporate Governance for Securities Companies (《證券公司治理準則》) promulgated by the CSRC and the Articles of Association, Shareholders(s) severally or jointly holding no less than 3% of the issued voting Shares of the Company may recommend candidates for Directors (non-employee representative Directors) to the Board. Currently, Shareholders holding no less than 3% of the voting Shares of the Company have nominated 3 candidates for non-executive Directors of the sixth session of the Board. Among which, Jiangsu Guoxin Investment Group Limited has nominated Mr. Ding Feng as a candidate for non-executive Director of the sixth session of the Board; Jiangsu Communications Holding Company Limited has nominated Mr. Chen Zhongyang as a candidate for non-executive Director of the sixth session of the Board; Govtor Capital Group Co., Ltd. has nominated Mr. Ke Xiang as a candidate for non-executive Director of the sixth session of the Board. 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. Zhang Jinxin of China Structural Reform Fund Corporation Limited as candidates for non-executive Directors of the sixth session of the Board and nominates Mr. Zhang Wei and Ms. Yin Lihong as candidates for executive Directors of the sixth session of the Board according to the recommendations of the Company. In addition, the Board nominates Mr. Wang Jianwen, Mr. Wang Quansheng, Mr. Peng Bing, Mr. Wang Bing and Mr. Xie Yonghai as candidates for independent non-executive Directors of the sixth session of the Board.

According to the Company Law of the PRC (《中華人民共和國公司法》) and the Articles of Association, the Board may include one employee representative Director. The employee representative Director shall be elected by the employees of the Company through the employee representative meeting, the employee general meeting or other forms of democratic election and be eligible to be a member of the Board directly. After the consideration by the Company, Mr. Zhou Yi is the candidate for the sixth session of the Board as an employee representative Director. The employee representative Director of the sixth session of the Board of the Company will be elected by the employee representative meeting of the Company before the election of the non-employee representative Directors of the sixth session of the Board at the EGM. The Company will make further announcement in this regard.

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

- 1) 3 candidates for executive Directors: Mr. Zhang Wei, Ms. Yin Lihong and 1 employee representative Director to be elected by the employee representative meeting of the Company;
- 2) 5 candidates for non-executive Directors: Mr. Ding Feng, Mr. Chen Zhongyang, Mr. Ke Xiang, Ms. Hu Xiao and Mr. Zhang Jinxin; and
- 3) 5 candidates for independent non-executive Directors: Mr. Wang Jianwen, Mr. Wang Quansheng, Mr. Peng Bing, Mr. Wang Bing and Mr. Xie Yonghai.

The qualifications of the five candidates for independent non-executive Directors have been reviewed and approved by the Shanghai Stock Exchange with no objection and can be submitted to the EGM for consideration. Subject to the election and approval of the Director candidates for the sixth session of the Board at the EGM, they will enter into their respective service contracts with the Company and officially assume their duties as Directors for the sixth session of the Board with a term of three years.

The executive Directors of the Company will receive remuneration from the Company and the remuneration shall be determined in accordance with the relevant regulations and mechanisms. The non-executive Directors of the Company will not receive remuneration from the Company. The independent non-executive Directors of the Company will receive remuneration from the Company in accordance with the standard of remuneration for independent Directors approved at the general meeting of the Company. The Company will disclose upon determination. For details, please refer to the annual report to be published by the Company in due course.

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

The biographies of the aforesaid candidates for members of the sixth session of the Board and further details in relation to their appointments are set out in Appendix V to this circular.

This resolution was considered and approved by the Board on November 28, 2022 and is hereby proposed at the EGM for consideration and approval.

7. Resolution on the election of members of the sixth session of the Supervisory Committee

Reference is made to the announcement of the Company dated November 28, 2022 in relation to, among other things, the Board's proposed election of members of the sixth session of the Supervisory Committee.

The term of office of the fifth session of the Supervisory Committee of the Company will soon expire, and the Supervisory Committee proposes that the sixth session of the Supervisory Committee shall consist of 7 Supervisors, comprising 4 non-employee representative Supervisors and 3 employee representative Supervisors. Among the members of the fifth session of the Supervisory Committee, due to the expiration of term of office, Mr. Zhang Ming and Ms. Fan Chunyan will retire from his/her position and will no longer be the candidates for non-employee representative Supervisors of the sixth session of the Supervisory Committee. The Supervisory Committee hereby extends its sincere gratitude to Mr. Zhang Ming and Ms. Fan Chunyan for their enormous contribution to the Company in the past. To the best of the Supervisory Committee's knowledge and belief, having made all reasonable enquiries, there is no disagreement between each of the retiring Supervisors and the Board and the Supervisory Committee, and to the best of their knowledge, there is no matter that needs to be brought to the attention of the Shareholders in relation to their retirement from office.

According to the relevant requirements of the Code of Corporate Governance for Securities Companies (《證券公司治理準則》) promulgated by the CSRC and the Articles of Association, Shareholders(s) severally or jointly holding no less than 3% of the issued voting Shares of the Company may recommend candidates for Supervisors (non-employee representative Supervisors) to the Board. Currently, Shareholders holding no less than 3% of the voting Shares of the Company have nominated 4 candidates for non-employee representative Supervisors of the sixth session of the Board. Among which, Jiangsu Guoxin Investment Group Limited has nominated Ms. Li Chongqi as a candidate for non-employee representative Supervisor of the sixth session of the Board; Jiangsu Communications Holding Company Limited has nominated Ms. Yu Lanying as a candidate for non-employee representative Supervisor of the sixth session of the Board; Govtor Capital Group Co., Ltd. has nominated Ms. Zhang Xiaohong as a candidate for non-employee representative Supervisor of the sixth session of the Board; Jiangsu SOHO Holdings Group Co., Ltd. has nominated Ms. Zhou Hongrong as a candidate for non-employee representative Supervisor of the sixth session of the Board.

In accordance with the Company Law of the PRC (《中華人民共和國公司法》) 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 by the employees of the Company through 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 sixth session of the Supervisory Committee of the Company will be elected at the employee representatives' meeting of the Company before the election of non-employee representative Supervisors of the sixth session of the Supervisory Committee at the EGM. The Company will make further announcement in this regard.

The list of candidates for Supervisors of the sixth session of the Supervisory Committee approved by the Supervisory Committee is as follows:

- 1) 4 candidates for non-employee representative Supervisors: Ms. Li Chongqi, Ms. Yu Lanying, Ms. Zhang Xiaohong and Ms. Zhou Hongrong; and
- 2) 3 candidates for employee representative Supervisors: the employee representative Supervisors of the sixth session of the Supervisory Committee to be elected at the employee representatives' meeting of the Company.

Subject to the election and approval of candidates for non-employee representative Supervisor at the sixth session of the Supervisory Committee at the EGM, they will enter into their respective service contracts with the Company and officially assume their duties as non-employee representative Supervisors for the sixth session of the Supervisory Committee with a term of three years.

The non-employee representative Supervisors of the Company will not receive remuneration from the Company.

The biographies of the aforesaid candidates for members of the sixth session of the Supervisory Committee and further details in relation to their appointments are set out in Appendix VI to this circular.

This resolution was considered and approved by the Supervisory Committee on November 28, 2022 and is hereby proposed at the EGM for consideration and approval.

Explanation Table of the Proposed Amendments to the Articles of Association of Huatai Securities Co., Ltd.**I. Amendments to the following articles of the Articles of Association**

Original articles	Amended articles	Basis of amendment
Article 10 According to the Constitution of the Communist Party of the PRC and relevant provisions, the Company sets up a Chinese Communist Party organization and establishes a work institution of the Party. The Company sets up a Party Committee to fulfill its duties in accordance with Party regulations such as the Constitution of the Communist Party of the PRC and demonstrate leadership and political guidance by offering direction, overseeing the overall situation and ensuring the implementation of the objectives of the Party. Prior to making decisions on material issues of the Company, the Board shall first seek advice from the Party Committee of the Company.	Article 10 In the Company, according to the Constitution of the Communist Party of the PRC and relevant provisions, the Company sets up a Chinese Communist Party organization and establishes a work institution of the Party to carry out activities of the Party. The Company shall provide necessary facilitations for the activities of the Party Organization. The Party Committee of the Company plays a leading role in accordance with the provisions of the Constitution of the Communist Party of the PRC, offers the direction, oversees the overall situation, ensures the implementation of the objectives of the Party, discusses the major business management matters of the Company in advance, and supports the general meeting, the Board of Directors, the Supervisory Committee, and the senior management in exercising their functions and powers in accordance with the laws.	Based on the relevant requirements of relevant laws, regulations and normative documents such as the currently valid Constitution of the Communist Party of the PRC, Regulations on the Work of the Communist Party of China for Its Grassroots Organizations at State-owned Enterprises (Trial) (《中國共產黨國有企業基層組織工作條例(試行)》) and the Company Law of the People's Republic of China, as well as the actual situation of the Company.
Article 14 As registration with the relevant regulatory authority, the scope of business of the Company includes: securities brokerage business; proprietary trading of securities; securities underwriting business (limited to the underwriting of treasury bonds, debt financing instruments of non-financial enterprises and financial bonds (including policy financial bonds)); securities investment consultancies; providing futures companies with intermediary referrals; margin financing and securities lending business; proxy sale of financial products; proxy sale of securities investment fund; custody of securities investment fund; agency services for gold and other precious metal spot contracts; proprietary business for spot gold contracts; stock options market making business; such other business as approved by the CSRC.	Article 14 As registration with the relevant regulatory authority, the scope of business of the Company includes: securities business; securities investment consultancies; providing intermediary referrals by securities company for futures companies; sales of public securities investment funds; custody of securities investment fund. Any change to the scope of business of the Company is subject to the approval of CSRC, the amendments to the Articles of Association according to the legal procedures, and the change of registration in the relevant company registrar.	Based on the Approval for the Qualification for Market-making and Trading Business of Listed Securities by Huatai Securities Co., Ltd. (《關於核准华泰證券股份有限公司上市證券做市交易業務資格的批覆》) and the relevant requirements.

APPENDIX I

**EXPLANATION TABLE OF THE PROPOSED
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original articles	Amended articles	Basis of amendment
Any change to the scope of business of the Company is subject to the approval of CSRC, the amendments to the Articles of Association according to the legal procedures, and the change of registration in the relevant company registrar.		
Article 29 The Company may, in the following circumstances, buy back its issued shares pursuant to laws, administrative regulations, departmental rules, listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association: (1) cancellation of shares in order to reduce of its registered capital; ... (6) when it is necessary for the Company to preserve its value and shareholders' interest. The Company shall not trade its shares unless in the aforesaid circumstances.	Article 29 The Company shall not buy back its shares, except in one of the following circumstances: (1) cancellation of shares in order to reduce of its registered capital; ... (6) when it is necessary for the Company to preserve its value and shareholders' interest.	Based on the relevant requirements of relevant laws, regulations and normative documents such as the currently valid Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》), as well as the actual situation of the Company.
Article 76 The general meeting, as the organ of authority of the Company, shall have the following functions and powers in accordance with law: ... (15) to consider and approve any share incentive scheme; ...	Article 76 The general meeting, as the organ of authority of the Company, shall have the following functions and powers in accordance with law: ... (15) to consider and approve any share incentive scheme and the employee shareholding scheme; ...	Same as above
Article 77 The following external guarantees given by the Company shall be examined and approved by the general meeting: ... (3) the total amount of the external guarantees provided by the Company and wholly owned, holding subsidiaries reaching or exceeding 50% of the latest audited net assets;	Article 77 The following external guarantees given by the Company shall be examined and approved by the general meeting: ... (3) the total amount of the external guarantees provided by the Company and wholly owned, holding subsidiaries exceeding 50% of the latest audited net assets;	Same as above

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**EXPLANATION TABLE OF THE PROPOSED
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original articles	Amended articles	Basis of amendment
(4) the total amount of the external guarantees provided by the Company reaching or exceeding 30% of the latest audited total assets. External guarantees of the Company and wholly-owned, holding subsidiaries include guarantees provided by the Company to its wholly-owned, holding subsidiaries and guarantees provided by the Company's wholly-owned, holding subsidiaries to their subsidiaries. External guarantees provided by the Company are relevant to its business needs and matches its business scale. Guarantees to be provided by the Company to the connected persons, regardless of the amount, should be examined and approved at the general meeting after the consideration and approval of the Board meeting. Except for the provision of margin financing and securities lending to customers in accordance with the regulations, the Company shall not provide financing or guarantee for its shareholders or the connected persons of its shareholders.	(4) the total amount of the external guarantees provided by the Company exceeding 30% of the latest audited total assets; (5) the amount of the guarantees provided by the Company within one year exceeding 30% of the latest audited total assets. External guarantees of the Company and wholly-owned, holding subsidiaries include guarantees provided by the Company to its wholly-owned, holding subsidiaries and guarantees provided by the Company's wholly-owned, holding subsidiaries to their subsidiaries. External guarantees provided by the Company are relevant to its business needs and matches its business scale. Guarantees to be provided by the Company to the connected persons, regardless of the amount, should be examined and approved at the general meeting after the consideration and approval of the Board meeting. Except for the provision of margin financing and securities lending to customers in accordance with the regulations, the Company shall not provide financing or guarantee for its shareholders or the connected persons of its shareholders. In case of violation of the approval authority or review procedures of the general meeting or the Board of Directors for external guarantees as stipulated in the Articles of Association, the Company shall investigate the corresponding legal and economic responsibilities of the responsible person according to the seriousness of the situation.	Same as above

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**EXPLANATION TABLE OF THE PROPOSED
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original articles	Amended articles	Basis of amendment
Article 84 ... If the Supervisory Committee agrees to hold an extraordinary general meeting, it will issue a notice calling such meeting within 5 days after it has so resolved. The consent of the relevant shareholders shall be secured if any change is to be made in the notice to the original request. ...	Article 84 ... If the Supervisory Committee agrees to hold an extraordinary general meeting, it will issue a notice calling such meeting within 5 days after it has so resolved. The consent of the relevant shareholders shall be secured if any change is to be made in the notice to the original requirement. ...	Same as above
Article 85 The Supervisory Committee or the shareholders that decide to hold a general meeting by itself or themselves must notify the Board thereof in writing, and file it with the delegated authority of the CSRC and the stock exchange where the Company is located. The shareholders that convene the general meeting shall hold at least 10% of the shares in the Company prior to the publish of the resolutions of such meeting. Upon issuing the notice of the general meeting and the resolutions of such meeting, the convening shareholder shall provide relevant supporting documents to the delegated authority of the CSRC and the stock exchange where the Company is located.	Article 85 The Supervisory Committee or the shareholders that decide to hold a general meeting by itself or themselves must notify the Board thereof in writing, and file it with the stock exchange. The shareholders that convene the general meeting shall hold at least 10% of the shares in the Company prior to the publish of the resolutions of such meeting. Upon issuing the notice of the general meeting and the resolutions of such meeting, the Supervisory Committee or the convening shareholder shall provide relevant supporting documents to the stock exchange.	Same as above
Article 86 If the Supervisory Committee or shareholders itself/themselves convene a general meeting, the Board and the secretary to the Board shall provide cooperation. The Board shall provide the register of shareholders as of the date of record.	Article 86 If the Supervisory Committee or shareholders itself/themselves convene a general meeting, the Board and the secretary to the Board shall provide cooperation. The Board will provide the register of shareholders as of the date of record.	Same as above
Article 91 A notice of general meeting shall be made in writing and include the following contents: ... (10) if a general meeting is held online or otherwise, the designated time and procedure for voting online or through other means shall be expressly stated in the notice of such meeting. ...	Article 91 A notice of general meeting shall be made in writing and include the following contents: ... (10) the time and procedure for voting online or through other means. ...	Same as above

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EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles	Basis of amendment
Article 116 The following shall be passed by a special resolution of the general meeting: ... (3) the division, merger, change in the form of the Company, dissolution or liquidation of the Company; ...	Article 116 The following shall be passed by a special resolution of the general meeting: ... (3) the division, spin-off, merger, change in the form of the Company, dissolution or liquidation of the Company; ...	Same as above
Article 117 ... The Board, independent directors, shareholders holding 1% or more of the voting shares or investor protection institutions established pursuant to laws, administrative regulations or the provisions of the securities regulatory authorities of the State Council, may as proxy solicitors, by themselves or through their appointed securities companies or securities service institutions publicly invite the shareholders of the Company to entrust them to attend the general meeting and exercise the rights of shareholders such as to propose and vote on resolutions, on their behalf. Where the rights of shareholders are solicited in accordance with the provisions of the preceding paragraph, the solicitors shall disclose the solicitation documents, and the Company shall cooperate. Information including specific voting preference shall be fully provided to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for publicly soliciting shareholders' rights is prohibited. The Company and the convener of the general meeting shall not impose any minimum shareholding limitation for soliciting voting rights. ...	Article 117 ... If a shareholder buys voting shares of the Company in violation of the provisions of Article 63 (1) and (2) of the Securities Law, such shares in excess of the prescribed proportion shall not be entitled to exercise voting rights for a period of thirty-six months after the purchase, and shall not be counted in the total number of voting shares represented by shareholders attending the general meeting. The Board, independent directors, shareholders holding 1% or more of the voting shares or investor protection institutions established pursuant to laws, administrative regulations or the provisions of the securities regulatory authorities of the State Council, may as proxy solicitors, by themselves or through their appointed securities companies or securities service institutions publicly invite the shareholders of the Company to entrust them to attend the general meeting and exercise the rights of shareholders such as to propose and vote on resolutions, on their behalf. Where the rights of shareholders are solicited in accordance with the provisions of the preceding paragraph, the solicitors shall disclose the solicitation documents, and the Company shall cooperate. Information including specific voting preference shall be fully provided to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for publicly soliciting shareholders' rights is prohibited. Except for statutory conditions, the Company and the convener of the general meeting shall not impose any minimum shareholding limitation for soliciting voting rights. ...	Same as above

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**EXPLANATION TABLE OF THE PROPOSED
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original articles	Amended articles	Basis of amendment
Article 119 Subject to ensuring the legitimacy and effectiveness of the general meeting, the Company shall provide convenience to the shareholders for attending the general meeting through various methods and ways, preferably providing modern information technologies such as an online voting platform.	—	Same as above
Article 130 Before the general meeting votes on a proposal, two shareholders' representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder has a material interest in a matter being considered, he or she and his or her proxies may not participate in the vote counting or vote scrutiny.	Article 129 Before the general meeting votes on a proposal, two shareholders' representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder is related to a matter being considered, he or she and his or her proxies may not participate in the vote counting or vote scrutiny. ...	Same as above
Article 155 Independent Directors shall act in accordance with the laws, administrative regulations, listing rules of the place(s) where the shares of the Company are listed. If an independent Director resigns or is removed prior to the expiry of his or her term of office, such Director and the Company shall submit written statements to the delegated authority of the CSRC and the general meeting respectively.	Article 154 Independent Directors shall act in accordance with the laws, administrative regulations, the relevant provisions of the CSRC and listing rules of the place(s) where the shares of the Company are listed. If an independent Director resigns or is removed prior to the expiry of his or her term of office, such Director and the Company shall submit written statements to the delegated authority of the CSRC and <u>the general meeting respectively.</u>	Same as above
Article 158 The Board shall exercise the following functions and powers: ... (8) to determine, within the authority granted by the general meeting, such matters as external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, etc.;	Article 157 The Board shall exercise the following functions and powers: ... (8) to determine, within the authority granted by the general meeting, such matters as external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, external donations , etc.;	

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**EXPLANATION TABLE OF THE PROPOSED
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original articles	Amended articles	Basis of amendment
(9) to decide on the establishment of internal management organizations of the Company; (10) to appoint or dismiss the Chief Executive Officer and secretary to the Board of the Company; to appoint or dismiss other senior management officers including members of the executive committee, the Chief Financial Officer, the Chief Compliance Officer, the Chief Risk Officer and Chief Information Officer of the Company in accordance with the nominations by the Chief Executive Officer, and to determine their remunerations, rewards and penalties; ...	(9) to decide on the establishment of internal management organizations of the Company; (10) to determine the appointment or dismissal of the Chief Executive Officer, secretary to the Board and other senior management officers of the Company, and to determine their remunerations, rewards and penalties; to determine the appointment or dismissal of senior management officers including members of the executive committee, the Chief Financial Officer, the Chief Compliance Officer, the Chief Risk Officer and Chief Information Officer of the Company in accordance with the nominations by the Chief Executive Officer, and to determine their remunerations, rewards and penalties; ...	Same as above
Article 162 The Board shall determine the scope of external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, etc., and establish strict examination and decision-making procedures; major investment projects shall be assessed by relevant experts and professionals engaged for this purpose and proposed to the general meeting for approval. ...	Article 161 The Board shall determine the scope of external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, external donations, etc., and establish strict examination and decision-making procedures; major investment projects shall be assessed by relevant experts and professionals engaged for this purpose and proposed to the general meeting for approval. ...	Same as above
Article 191 ... The senior management officers shall meet the requirements of laws and regulations and the CSRC. Persons failing to meet such requirements shall not be authorized by the Company to perform the duties of the senior management officers.	Article 190 ... The senior management officers shall meet the requirements of laws and regulations and the CSRC. Persons failing to meet such requirements shall not be authorized by the Company to perform the duties of the senior management officers. The appointment or removal of senior management officers of the Company shall be reported to the securities regulatory authority of the State Council for filing.	Same as above

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**EXPLANATION TABLE OF THE PROPOSED
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original articles	Amended articles	Basis of amendment
Article 192 The provisions under Article 148 in relation to the fiduciary duties of Directors and provisions (4) to (6) under Article 149 in relation to the due diligence obligations shall be applicable to the senior management officers.	Article 191 The provisions under Article 147 in relation to the fiduciary duties of Directors and provisions (4) to (6) under Article 148 in relation to the due diligence obligations shall be applicable to the senior management officers. Senior management officers of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If any senior management officers of the Company causes damage to the interests of the Company and its public shareholders due to failure in faithfully performing their duties or violation of his/her fiduciary duties, he/she shall be liable for compensation in accordance with the laws.	Same as above
Article 193 Administrative staff who serve positions other than Directors and Supervisors of the controlling shareholders of the Company shall not serve as senior management officers of the Company.	Article 192 Administrative staff who serve positions other than Directors and Supervisors of the controlling shareholders of the Company shall not serve as senior management officers of the Company. Senior management officers of the Company may only receive remuneration from the Company and may not be paid by the controlling shareholder.	Same as above
Article 233 The following person shall not serve as a Director, Supervisor or senior management officer of the Company: ... (6) persons who are subject to the CSRC's punishment which prohibits them from entering into the securities market for a period which has not yet expired; ...	Article 232 The following person shall not serve as a Director, Supervisor or senior management officer of the Company: ... (6) persons who are banned by the CSRC from entering into the securities market for a period which has not yet expired; ...	Same as above

APPENDIX I**EXPLANATION TABLE OF THE PROPOSED
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original articles	Amended articles	Basis of amendment
Article 252 The Company shall prepare its annual financial reports and submit to the CSRC and the stock exchange(s) within four months from the ending date of each fiscal year, prepare the half year financial reports and submit to the delegated authority of the CSRC where the Company is domiciled and the stock exchange(s) within two months from the ending date of the first six months of each fiscal year, and prepare the quarterly reports and submit to the delegated authority of the CSRC where the Company is domiciled and the stock exchange(s) within one month from the ending dates of the first three and first nine months of each fiscal year respectively. The aforesaid financial reports shall be prepared in accordance with the relevant laws, administrative regulations and departmental rules.	Article 251 The Company shall submit and disclose its annual reports to the CSRC and the stock exchange(s) within four months from the ending date of each fiscal year, and submit and disclose its interim reports to the delegated authority of the CSRC where the Company is domiciled and the stock exchange(s) within two months from the ending date of the first half of each fiscal year. The aforesaid annual reports and interim reports shall be prepared in accordance with the relevant laws, administrative regulations and the regulations of the CSRC and the stock exchange(s).	Same as above
Article 268 The Company shall appoint such accounting firm which has obtained the “Qualifications for Engaging in Businesses Related to Securities” (“從事證券相關業務資格”) to carry out the audit for the accounting statements and reports, net asset verification, audit of information for risk control indicators and other relevant consultancy services. The term of appointment is 1 year and can be re-appointed.	Article 267 The Company shall appoint such accounting firm which has complied with the Securities Law for carrying out the audit for the accounting statements and reports, net asset verification, audit of information for risk control indicators and other relevant consultancy services. The term of appointment is 1 year and can be re-appointed.	Same as above

II. The serial number of articles under each section in the Articles of Association shall be adjusted in accordance with the above amendments to the Articles of Association.

APPENDIX II EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETING

Explanation Table of the Proposed Amendments to the Rules of Procedure for General Meeting of Huatai Securities Co., Ltd.

Original Articles	Amended articles	Basis of Amendments
Article 10 The Supervisory Committee or the shareholders that decide to hold a general meeting by itself or themselves shall notify the Board thereof in writing, and file it with the delegated authority of the CSRC where the Company is located and the stock exchange. The shareholders that convene the general meeting shall hold at least 10% of the shares in the Company prior to the publish of the resolutions of such meeting. Upon issuing the notice of the general meeting and the resolutions of such meeting, the Supervisory Committee and the convening shareholder shall provide relevant supporting documents to the delegated authority of the CSRC where the Company is located and the stock exchange.	Article 10 The Supervisory Committee or the shareholders that decide to hold a general meeting by itself or themselves shall notify the Board thereof in writing, and file it with the stock exchange. The shareholders that convene the general meeting shall hold at least 10% of the shares in the Company prior to the publish of the resolutions of such meeting. Upon issuing the notice of the general meeting and the resolutions of such meeting, the Supervisory Committee and the convening shareholder shall provide relevant supporting documents to the stock exchange.	Based on the relevant requirements of relevant laws, regulations and normative documents such as the Rules for the General Meetings of Shareholders of Listed Companies issued by the CSRC, as well as the actual situation of the Company.
Article 16 A notice of general meeting shall be made in writing and include the following contents: ... (10) if a general meeting is held online or otherwise, the designated time and procedure for voting online or through other means shall be expressly stated in the notice of such meeting. ...	Article 16 A notice of general meeting shall be made in writing and include the following contents: ... (10) the time and procedure for voting online or through other means. ...	Same as above
Article 17 ... The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. Once such an announcement is made, all holders of the domestic shares shall be deemed to have received the relevant notice of the general meeting. ...	Article 17 ... The announcement referred to in the preceding paragraph shall be published on the media and stock exchange websites that meet the conditions prescribed by the CSRC. Once such an announcement is made, all holders of the domestic shares shall be deemed to have received the relevant notice of the general meeting. ...	Same as above

**APPENDIX II EXPLANATION TABLE OF THE PROPOSED AMENDMENTS
TO THE RULES OF PROCEDURE FOR GENERAL MEETING**

Original Articles	Amended articles	Basis of Amendments
Article 32 ... The Board, independent directors, shareholders holding 1% or more of the voting shares or investor protection institutions established pursuant to laws, administrative regulations or the provisions of the securities regulatory authorities of the State Council, may act as proxy solicitors, by themselves or through their appointed securities companies or securities service institutions, to publicly invite the shareholders of the Company to entrust them to attend the general meeting and exercise the rights of shareholders such as to propose and vote on resolutions, on their behalf. Where the rights of shareholders are solicited in accordance with the provisions of the preceding paragraph, the solicitors shall disclose the solicitation documents, and the Company shall cooperate. Information including specific voting preference shall be fully provided to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for publicly soliciting shareholders' rights is prohibited. The Company and the convener of the general meeting shall not impose any minimum shareholding limitation for soliciting voting rights. ...	Article 32 ... If a shareholder buys voting shares of the Company in violation of the provisions of Article 63 (1) and (2) of the Securities Law, such shares in excess of the prescribed proportion shall not be entitled to exercise voting rights for a period of thirty-six months after the purchase, and shall not be counted in the total number of voting shares represented by shareholders attending a general meeting. The Board, independent directors, shareholders holding 1% or more of the voting shares or investor protection institutions established pursuant to laws, administrative regulations or the provisions of the securities regulatory authorities of the State Council, may act as proxy solicitors, by themselves or through their appointed securities companies or securities service institutions, to publicly invite the shareholders of the Company to entrust them to attend the general meeting and exercise the rights of shareholders such as to propose and vote on resolutions, on their behalf. Where the rights of shareholders are solicited in accordance with the provisions of the preceding paragraph, the solicitors shall disclose the solicitation documents, and the Company shall cooperate. Information including specific voting preference shall be fully provided to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for publicly soliciting shareholders' rights is prohibited. Except for statutory conditions, the Company and the convener of the general meeting shall not impose any minimum shareholding limitation for soliciting voting rights. ...	Same as above

**APPENDIX II EXPLANATION TABLE OF THE PROPOSED AMENDMENTS
TO THE RULES OF PROCEDURE FOR GENERAL MEETING**

Original Articles	Amended articles	Basis of Amendments
Article 47 Minutes shall be kept of the general meeting and the secretary to the Board shall be responsible therefore. The meeting minutes shall record the following particulars: ... The minutes shall be signed by attending Directors, the secretary to the Board, the convener or his or her representative, and the chairman of the meeting, and it is ensured that the content of the minutes of the meeting is true, accurate and complete. The minutes shall be kept for not less than 15 years, together with the book of signatures of the attending shareholders, the power of attorney for shareholders that attend the meeting by proxy, and effective information concerning voting online or by other means.	Article 47 Minutes shall be kept of the general meeting and the secretary to the Board shall be responsible therefore. The meeting minutes shall record the following particulars: ... The minutes shall be signed by attending Directors, Supervisors, the secretary to the Board, the convener or his or her representative, and the chairman of the meeting, and it is ensured that the content of the minutes of the meeting is true, accurate and complete. The minutes shall be kept for not less than 15 years, together with the book of signatures of the attending shareholders, the power of attorney for shareholders that attend the meeting by proxy, and effective information concerning voting online or by other means.	Same as above

APPENDIX III EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO THE WORKING SYSTEM FOR INDEPENDENT DIRECTORS

Explanation Table of the Proposed Amendments to the Working System for Independent Directors of Huatai Securities Co., Ltd.

1. Amendments to the following articles of the Working System for Independent Directors

Original Articles	Amended articles	Basis of Amendments
Article 1 In order to further perfect the corporate governance structure of the Company, improve the structure of the board of directors, strengthen the restraint and supervision mechanism for internal directors and managers, protect the rights and interests of small and medium shareholders and stakeholders, and promote the standardized operation of the Company, according to requirements of laws, regulations, rules, departmental rules and normative documents such as the Guidelines for Introducing Independent Directors to the Board of Directors of Listed Companies (《關於在上市公司建立獨立董事制度的指導意見》), Code of Corporate Governance for Listed Companies (《上市公司治理準則》) and Code of Corporate Governance for Securities Companies (《證券公司治理準則》) of the CSRC, the Stock Listing Rules (《股票上市規則》) and the Guidelines for the Filing and Training of Independent Directors of Listed Companies (《上市公司獨立董事備案及培訓工作指引》) of the stock exchange(s) and Guidelines for the Performance of Duties by Independent Directors of Listed Companies (《上市公司獨立董事履職指引》) of China Association for Public Companies, the Company establishes independent directors and formulates this system.	Article 1 In order to further perfect the corporate governance structure of the Company, improve the structure of the board of directors, strengthen the restraint and supervision mechanism for internal directors and managers, protect the rights and interests of small and medium shareholders and stakeholders, and promote the standardized operation of the Company, according to the Rules for the Independent Directors of Listed Companies (《上市公司獨立董事規則》) of China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) and relevant laws, administrative regulations, departmental rules, normative documents, rules and articles of association of the Company, the Company establishes independent directors and formulates this system.	According to the current system of the Company, the internal and external supporting documents involved in this system are changed to be detailed and clarified in the supplementary regulations, and the relevant abolished documents are deleted.
Article 2 An independent Director refers to a Director who assumes no other office in the Company other than as an independent Director and has no relationship with the Company and the Company’s substantial Shareholders which may hinder him/her from making independent and objective judgments.	Article 2 An independent Director refers to a Director who assumes no other office in the Company other than as a Director and has no relationship with the Company and the Company’s substantial Shareholders which may hinder him/her from making independent and objective judgments.	It was amended in accordance with Article 2 of the Rules for the Independent Directors of Listed Companies issued by the CSRC.

**APPENDIX III EXPLANATION TABLE OF THE PROPOSED AMENDMENTS
TO THE WORKING SYSTEM FOR INDEPENDENT DIRECTORS**

Original Articles	Amended articles	Basis of Amendments
—	Article 3 The members of the Board of the Company shall include at least one-third of independent Directors. The Company shall appoint appropriate personnel to serve as independent Directors, including at least one accounting professional. The members of the specialized committees of the Board of the Company are all directors. In the Audit Committee, Nomination Committee, and Remuneration and Evaluation Committee, independent Directors shall be the majority and shall act as conveners, and the convener of the Audit Committee shall be an accounting professional.	This article is added in accordance with Article 4 of the Rules for the Independent Directors of Listed Companies issued by the CSRC, and Article 2.2.5 of the Self-regulatory Guidelines for Listed Companies No. 1 – Standardized Operation (《上市公司自律監管指引第1號——規範運作》) issued by the Shanghai Stock Exchange.
Article 3 The independent Directors shall bear the duties of good faith and due diligence toward the Company and all Shareholders. They shall earnestly perform their duties in accordance with requirements of relevant laws, regulations and the Articles of Association of the Company, shall protect the overall interests of the Company, and shall be especially concerned with protecting the legitimate rights and interests of minority Shareholders from being infringed. Independent Directors shall carry out their duties independently and shall not subject themselves to the influence of the Company's major Shareholders, actual controllers, or other entities or persons who are interested parties of the Company.	Article 4 The independent Directors shall bear the duties of good faith and due diligence toward the Company and all Shareholders. They shall earnestly perform their duties in accordance with requirements of relevant laws, regulations and the Articles of Association of the Company, shall protect the overall interests of the Company, and shall be especially concerned with protecting the legitimate rights and interests of minority Shareholders from being infringed. Independent Directors shall carry out their duties independently and shall not subject themselves to the influence of the Company's major Shareholders, actual controllers, or other entities or persons who are interested parties of the Company.	It was amended in accordance with Article 3.5.6 of the Self-regulatory Guidelines for Listed Companies No. 1 – Standardized Operation issued by the Shanghai Stock Exchange and Article 9 of Measures for the Supervision and Administration of Directors, Supervisors, Senior Management Officers and Practitioners of Securities Fund Operating Institutions (《證券基金經營機構董事、監事、高級管理人員及從業人員監督管理辦法》) issued by the CSRC.

APPENDIX III	EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO THE WORKING SYSTEM FOR INDEPENDENT DIRECTORS
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Original Articles	Amended articles	Basis of Amendments
Independent Directors can serve as independent directors in up to five listed companies concurrently and ensure that they have sufficient time and energy to perform their duties effectively.	Independent Directors can concurrently serve as independent directors in up to five domestic and overseas listed companies, and any person can serve as an independent director in up to two securities and fund business institutions. Where laws and regulations and the CSRC provide otherwise, such provisions shall prevail. Independent Directors shall ensure that they have sufficient time and energy to perform their duties effectively.	
—	Article 5 A candidate for independent Director shall have none of the following bad records: (I) administrative punishment imposed by the CSRC in the past 36 months; (II) in the period that is publicly regarded by the Shanghai Stock Exchange as not appropriate for serving as a director of a listed company; (III) open denunciation or over two circulated criticisms by the Shanghai Stock Exchange in the past 36 months; (IV) failure to attend Board meetings for two consecutive times or failure to attend over one-third of the Board meetings of the current year in person during his/her term of as independent Director; (V) obvious discrepancy of his/her independent opinions from the facts during his/her term of service as independent Director; (VI) such other circumstances as determined by the stock exchanges on which the shares of the Company are listed.	This article is added in accordance with Article 3.5.5 of the Self-regulatory Guidelines for Listed Companies No. 1 – Standardized Operation issued by the Shanghai Stock Exchange.

APPENDIX III	EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO THE WORKING SYSTEM FOR INDEPENDENT DIRECTORS
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Original Articles	Amended articles	Basis of Amendments
Article 4 The appointment of an independent Director shall meet the following basic conditions: (I) being qualified to serve as a director of a listed company and a securities company in accordance with laws, regulations and other relevant provisions; (II) being independent as stipulated in the Articles of Association; (III) having basic knowledge of the operation of listed companies and financial enterprises, and being familiar with relevant laws, administrative regulations, rules and regulations; (IV) having over five years of legal, economic or other work experience necessary to perform the duties of an independent Director; (V) other qualifications as stipulated in the Articles of Association.	Article 6 The appointment of an independent Director shall meet the following basic conditions: (I) being qualified to serve as a director of a listed company and a securities company in accordance with laws, administrative regulations and other relevant provisions; (II) being independent as stipulated in relevant laws and regulations, this system and the Articles of Association; (III) having basic knowledge of the operation of listed companies and financial enterprises, and being familiar with relevant laws, administrative regulations, rules and regulations; (IV) having over five years of legal, economic, accounting, financial, management or other work experience necessary to perform the duties of an independent Director; (V) there is no circumstance specified in Article 7 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management Officers and Practitioners of Securities Fund Operating Institutions; (VI) the Company shall have at least one independent Director who is ordinarily resident in Hong Kong; (VII) other qualifications as stipulated in laws and regulations and the Articles of Association.	Amendments and supplements were made in accordance with Article 9 of the Rules for the Independent Directors of Listed Companies issued by the CSRC and Rule 19A.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited issued by The Stock Exchange of Hong Kong Limited.

**APPENDIX III EXPLANATION TABLE OF THE PROPOSED AMENDMENTS
TO THE WORKING SYSTEM FOR INDEPENDENT DIRECTORS**

Original Articles	Amended articles	Basis of Amendments
Article 5 Independent Directors must be independent and the following personnel cannot hold the post: (I) The person who holds a position in the Company or its affiliated enterprises, his/her direct relatives and major social relations (direct relatives refer to his/her spouse, father, mother and children etc.; major social relations refer to his/her brothers, sisters, father-in-law, mother-in-law, daughter-in-law, son-in-law, spouse of his/her brothers, sisters, and his/her spouse's brothers and sisters etc.); (II) The person who directly or indirectly holds over 1% of the shares issued by the Company or natural person Shareholders among the top 10 Shareholders of the Company and his/her direct relatives; (III) The person who holds post in the Shareholder companies directly or indirectly holding over 5% of the shares issued by the Company or in any of the top 5 Shareholder companies of the Company and his/her direct relatives; (IV) The person who holds the position in the actual controller and affiliated enterprises of the Company; (V) The person who provides such services as finance, law and consultancy to the Company and its controlling Shareholders or their respective affiliated enterprises, including all members of the project team, reviewers at all levels, persons who sign on the report, partners and principal persons of agencies providing services; (VI) The person who serves as a Director, Supervisor or senior manager in companies which have major business relationship with the Company and its controlling Shareholders or their respective affiliated enterprises or in the controlling Shareholder of such companies;	Article 7 Independent Directors must be independent and the following personnel cannot hold the post: (I) The person who holds a position in the Company or its affiliated enterprises or the related parties of the Company in the past three years; (II) The person whose direct relatives and major social relations hold a position in the Company and its related parties (direct relatives refer to his/her spouse, father, mother and children; major social relations refer to his/her brothers, sisters, father-in-law, mother-in-law, daughter-in-law, son-in-law, spouse of his/her brothers and sisters, and his/her spouse's brothers and sisters); (III) The person who directly or indirectly holds over 1% of the shares issued by the Company or natural person Shareholders among the top 10 Shareholders of the Company and his/her direct relatives; (IV) The person who holds post in the Shareholder companies directly or indirectly holding over 5% of the shares issued by the Company or in any of the top 5 Shareholder companies of the Company and his/her direct relatives; (V) The person who holds the position in the actual controller and affiliated enterprises of the Company; (VI) The person who provides such services as finance, law and consultancy to the Company and its controlling Shareholders or their respective affiliated enterprises, including all members of the project team, reviewers at all levels, persons who sign on the report, partners and principal persons of agencies providing services;	Amendments and supplements were made in accordance with Article 7 of the Rules for the Independent Directors of Listed Companies, Article 9 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management Officers and Practitioners of Securities Fund Operating Institutions issued by the CSRC, Article 3.5.4 of the Self-regulatory Guidelines for Listed Companies No. 1 – Standardized Operation issued by the Shanghai Stock Exchange and Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited issued by The Stock Exchange of Hong Kong Limited.

APPENDIX III	EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO THE WORKING SYSTEM FOR INDEPENDENT DIRECTORS
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Original Articles	Amended articles	Basis of Amendments
(VII) The person, within the latest 1 year, falls under any of the circumstances outlined in the aforementioned six items; (VIII) Other persons as specified in the Articles of Association of the Company; (IX) Other persons stipulated by the CSRC.	(VII) The person who has interests with the senior management personnel, other Directors, Supervisors and other key personnel of the Company and its related parties; (VIII) The person who holds a position in organizations which are in a business relationship or interest relationship with the Company or its affiliated enterprises; (IX) The person who serves as a Director, Supervisor or senior management in companies which have major business relationship with the Company's controlling Shareholders or their affiliated enterprises or in the controlling Shareholder of such companies; (X) The person holds a position other than independent director in other securities and fund business institutions; (XI) The person, within the latest 1 year, falls under any of the circumstances outlined in the aforementioned items (II) to (X); (XII) Other persons as specified in laws, administrative regulations, the Articles of Association of the Company, departmental rules, etc.; (XIII) Other persons stipulated by the CSRC or the stock exchanges on which the Company is listed.	
Article 6 The Board, Supervisory Committee and Shareholders individually or jointly holding over 3% of the shares issued by the Company can nominate candidates of independent Directors and bring the list of candidates to the general meeting for voting.	Article 8 The Board, Supervisory Committee and Shareholders individually or jointly holding over 1% of the shares issued by the Company can nominate candidates of independent Directors and bring the list of candidates to the general meeting for voting.	It was amended in accordance with Article 12 of the Rules for the Independent Directors of Listed Companies issued by the CSRC.

**APPENDIX III EXPLANATION TABLE OF THE PROPOSED AMENDMENTS
TO THE WORKING SYSTEM FOR INDEPENDENT DIRECTORS**

Original Articles	Amended articles	Basis of Amendments
Article 7 The nominator of an independent Director shall obtain the consent of the nominee before nomination. The nominator shall have a full understanding of the profession, academic credentials, job title, detailed work experiences and all part-time jobs of the nominee and voice an opinion on the qualification and independence of the nominee to be an independent Director. The nominee shall publish a statement that there does not exist any relationship between him/her and the Company that may influence his/her independent and objective judgment. Prior to the shareholders' general meeting for election of independent Directors, the Board of Directors of the Company shall publish the aforesaid information as required.	Article 9 The nominator of an independent Director shall obtain the consent of the nominee before nomination. The nominator shall have a full understanding of the profession, academic credentials, job title, detailed work experiences and all part-time jobs of the nominee and voice an opinion on the qualification and independence of the nominee to be an independent Director. The nominee shall publish an independence statement that there does not exist any relationship between him/her and the Company that may influence his/her independent and objective judgment. Prior to the shareholders' general meeting for election of independent Directors, the Board of Directors of the Company shall publish the aforesaid information as required. The Company shall submit the independence statement as a filing material to the relevant delegated authorities of the CSRC.	It was supplemented in accordance with Article 12 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management Officers and Practitioners of Securities Fund Operating Institutions issued by the CSRC.
Article 8 Prior to the shareholders' general meeting for election of independent Directors, the Company shall submit the relevant materials of the nominees to the CSRC, the Jiangsu Regulatory Bureau of the CSRC and the stock exchanges on which the Company's shares are listed. If the Board has any objection to the nominees, opinions of the Board shall also be submitted in writing.	Article 10 Prior to the announcement of the notice of the shareholders' general meeting for election of independent Directors, the Company shall submit the relevant materials of the nominees to the Shanghai Stock Exchange. If the Board has any objection to the nominees, opinions of the Board shall also be submitted in writing. When the Company proposes to appoint a new independent Director, the Company must publish the appointment as soon as practicable, and include in the announcement the details of the new independent Director required to be published by the Hong Kong Listing Rules.	It was amended in accordance with Article 14 of the Rules for the Independent Directors of Listed Companies issued by the CSRC, Articles 3.5.10 and 3.5.11 of the Self-regulatory Guidelines for Listed Companies No. 1 – Standardized Operation issued by the Shanghai Stock Exchange and Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited issued by The Stock Exchange of Hong Kong Limited. Amendments were made to improve the presentation.

APPENDIX III	EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO THE WORKING SYSTEM FOR INDEPENDENT DIRECTORS
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Original Articles	Amended articles	Basis of Amendments
The stock exchange shall examine the qualifications and independence of the candidates for independent Directors. In the event the independent Director candidates are objected by the stock exchange, the Company shall not submit the independent Director candidates to the general meeting for election as independent Directors, and shall postpone or cancel the general meeting or cancel the relevant proposals of the general meeting in accordance with the Rules for the General Meetings of Shareholders of Listed Companies (《上市公司股東大會規則》) issued by the CSRC. Prior to the shareholders' general meeting for election of independent Directors, the Board shall state whether the candidates for independent Directors are objected by the stock exchange.	The Shanghai Stock Exchange shall examine the qualifications and independence of the candidates for independent Directors. In the event the independent Director candidates are objected by the Shanghai stock exchange, the Company shall not submit the independent Director candidates to the general meeting for election as independent Directors, and shall postpone or cancel the general meeting or cancel the relevant proposals of the general meeting in accordance with the Rules for the General Meetings of Shareholders of Listed Companies (《上市公司股東大會規則》) issued by the CSRC and the Hong Kong Listing Rules. Prior to the shareholders' general meeting for election of independent Directors, the Board shall state whether the candidates for independent Directors are objected by the Shanghai Stock Exchange.	
—	Article 11 When the Company employs an independent Director, it shall carefully investigate and confirm that he/she meets the corresponding employment conditions, and shall submit the following filing materials to the relevant delegated authorities of the CSRC within 5 working days from the date of making the employment decision: (I) registration form for filing of employment; (II) employment decision documents and relevant meeting resolutions; (III) the employer's inspection opinions on the employee, the nominator's written commitment and nomination opinions, and the independent Director's statement of independence;	This article is added in accordance with Article 11 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management Officers and Practitioners of Securities Fund Operating Institutions issued by the CSRC and Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited issued by The Stock Exchange of Hong Kong Limited.

Original Articles	Amended articles	Basis of Amendments
	(IV) identity, relevant work experience, integrity and other documents proving he/she meets the employment conditions; (V) the Undertaking for Operating with Integrity signed by the employee; (VI) the audit report on retirement from office, review report on retirement from office, appraisal opinion issued by the former employers in the past three years or the employment investigation report issued by a third party organization entrusted by the employer to the employee; (VII) other materials required to be submitted by the CSRC. The Company shall state in the inspection opinions if the employee meets the employment requirements. When an independent Director is appointed, he/she must submit a written confirmation to the Hong Kong Stock Exchange, which must state: (a) the independence related to the factors mentioned in Rules 3.13(1) to (8) of the Hong Kong Listing Rules; (b) his/her past or current financial or other interests in the business of the Company or its subsidiaries, or any connection with any core connected persons of the Company (if any); and (c) there are no other factors that may affect his/her independence when he/she submits his/her statements and undertakings in Form H. If there are any changes in the future that may affect his/her independence, each independent Director must notify the Hong Kong Stock Exchange as soon as practicable and confirm his/her independence to the Company every year. The Company shall confirm in the annual report every year whether it has received the above confirmation and whether it still considers the relevant independent Directors as independent persons.	

**APPENDIX III EXPLANATION TABLE OF THE PROPOSED AMENDMENTS
TO THE WORKING SYSTEM FOR INDEPENDENT DIRECTORS**

Original Articles	Amended articles	Basis of Amendments
Article 10 If an independent Director abstains from attending the Board meetings in person for three times in succession, the Board shall propose a replacement of the Director at a general meeting. Except for the abovementioned conditions and the situations in which a person shall not serve as a Director under the Company Law, the office of an independent Director shall not be terminated without any reason before expiration. In case of termination of an independent Director's term of office prior to expiration, it shall be disclosed as a special issue by the Company. If the independent Director so removed considers that the reason for his/her removal is not proper, he or she can make a public statement.	Article 13 If an independent Director abstains from attending the Board meetings in person for three times in succession, the Board shall propose a replacement of the Director at a general meeting. Prior to the expiration of the term of office of an independent Director, the Company may remove him/her from his/her position through legal procedures. In case of termination of an independent Director's term of office prior to expiration, it shall be disclosed as a special issue by the Company. If the independent Director so removed considers that the reason for his/her removal is not proper, he or she can make a public statement.	It was amended in accordance with Article 17 of the Rules for the Independent Directors of Listed Companies issued by the CSRC.
Article 11 An independent Director may tender resignation before expiration of his or her term of office by submitting a written resignation report to the Board, and providing an explanation of any conditions in relation to his or her resignation or which are considered by him/her as necessary to draw the attention of Shareholders and creditors of the Company. If the number of independent Directors in the Board is lower than the required number due to the resignation of an independent Director, the resignation report of the independent Director shall only come into effect when the next independent Director fills his/her vacancy.	Article 14 An independent Director may tender resignation before expiration of his or her term of office by submitting a written resignation report to the Board, and providing an explanation of any conditions in relation to his or her resignation or which are considered by him/her as necessary to draw the attention of Shareholders and creditors of the Company. If the proportion of independent Directors in the Board is lower than the minimum requirements specified in this system due to the resignation of an independent Director or there is no accounting professional among independent Directors, the independent Director shall continue to perform his/her duties until the date when a new independent Director is appointed. The original nominator of the independent Director or the Board shall nominate a new independent Director candidate within three months from the date of resignation of the independent Director.	Amendments and supplements were made in accordance with Article 3.5.8 of the Self-regulatory Guidelines for Listed Companies No. 1 – Standardized Operation issued by the Shanghai Stock Exchange and Article 42 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management Officers and Practitioners of Securities Fund Operating Institutions issued by the CSRC.

**APPENDIX III EXPLANATION TABLE OF THE PROPOSED AMENDMENTS
TO THE WORKING SYSTEM FOR INDEPENDENT DIRECTORS**

Original Articles	Amended articles	Basis of Amendments
If an independent Director resigns or is removed during his/her term of office, the independent Director and the Company shall provide written explanations to the delegated authorities of the CSRC in the place where the Company is registered and where the principal office is located and to the general meeting.	If an independent Director resigns or is removed during his/her term of office, the independent Director and the Company shall provide written explanations to the relevant delegated authorities of the CSRC and the general meeting within 20 working days.	
Article 12 In addition to the functions and powers authorized by the Company Law and other relevant laws and regulations, independent Directors are of the following special functions and powers: (I) Material related party transactions (refer to related party transactions proposed to be reached between the Company and related persons with a total amount of transaction of more than RMB3 million and more than 0.5% of the latest audited NAV of the Company) should be submitted to the Board for discussion with the approval of independent Directors. Before making a judgment, the independent Directors can hire an agency to issue an independent financial advisor report as the basis for their judgment; (II) propose to the Board to hire or dismiss the accounting firm and has the power of prior approval for the hiring or dismissing of the accounting firm; (III) propose to the Board to hold an extraordinary general meeting; (IV) propose to hold a meeting of the Board; (V) publicly collect voting rights from Shareholders before the general meeting; (VI) hire external auditing institutions and advisory institutions independently to audit and give advice on specific matters of the Company.	Article 15 In addition to the functions and powers authorized by the Company Law and other relevant laws and regulations, independent Directors are of the following special functions and powers: (I) Material related party transactions should be approved by independent Directors in advance. Before making a judgment, the independent Directors can hire an agency to issue an independent financial advisor report as the basis for their judgment; (II) propose to the Board to hire or dismiss the accounting firm; (III) propose to the Board to hold an extraordinary general meeting; (IV) propose to hold a meeting of the Board; (V) publicly collect voting rights from Shareholders before the general meeting; (VI) hire external auditing institutions and advisory institutions independently to audit and give advice on specific matters of the Company. (VII) other functions and powers stipulated by laws and regulations, relevant provisions of the CSRC and the stock exchanges on which the Company is listed, and the Articles of Association.	Amendments and supplements were made in accordance with Article 22 of the Rules for the Independent Directors of Listed Companies issued by the CSRC, and part of the original article was adjusted and listed in Article 3 of this system.

**APPENDIX III EXPLANATION TABLE OF THE PROPOSED AMENDMENTS
TO THE WORKING SYSTEM FOR INDEPENDENT DIRECTORS**

Original Articles	Amended articles	Basis of Amendments
Independent Directors can exercise the functions and powers outlined in the aforementioned items (I) to (V) with the approval of more than half of all the independent Directors and are able to exercise the functions and powers outlined in item (VI) with the approval of all independent Directors. Relevant expenses should be assumed by the Company. If the aforementioned proposals fail to be adopted or the aforementioned functions and powers cannot be exercised normally, the Company should disclose the relevant information. Independent Directors should serve as the convener if the Board plans to establish a special committee to solve the transactions with related parties or senior managers' remuneration and appraisal matters. If the Board of the Company establishes committees such as the Remuneration and Appraisal Committee, the Audit Committee and the Nomination Committee, over half of the committee members should be independent Directors.	Independent Directors can exercise the functions and powers outlined in the aforementioned items (I) to (V) with the approval of more than half of all the independent Directors and are able to exercise the functions and powers outlined in item (VI) with the approval of all independent Directors. Relevant expenses should be assumed by the Company. If the aforementioned proposals fail to be adopted or the aforementioned functions and powers cannot be exercised normally, the Company should disclose the relevant information.	
Article 13 In addition to the aforementioned responsibilities, independent Directors should give independent opinions to the Board or the Shareholders' general meeting: (I) Nomination and appointment of Directors; (II) Appointment or dismissal of senior management; (III) Remuneration, incentive plan, and other matters for Company Directors and senior management; 	Article 16 In addition to the aforementioned responsibilities, independent Directors should give independent opinions to the Board or the Shareholders' general meeting: (I) Nomination and appointment of Directors; (II) Appointment or dismissal of senior management; (III) Remuneration for Directors and senior management; (IV) Appointment and dismissal of accounting firm;	This article is updated in accordance with Article 3.5.14 of the Self-regulatory Guidelines for Listed Companies No. 1 – Standardized Operation issued by the Shanghai Stock Exchange. Among them, the relevant contents of “independent opinions issued by independent directors on major matters shall at least include the following contents” and “independent directors' work report” are additionally listed in Articles 17 and 18.

Original Articles	Amended articles	Basis of Amendments
	(V) Changes in accounting policies or accounting estimates, or corrections of major accounting errors, due to reasons other than changes in accounting standards; (VI) The issuance of a non-standard unqualified audit opinion by the accountants' firm on the financial accounting report and internal control of the Company; (VII) The internal control evaluation report; (VIII) The proposal of relevant parties to change their commitments; (IX) The impact of the issuance of preferred shares on the rights and interests of each class of shareholders of the Company; (X) The formulation of profit distribution policies, profit distribution plans and cash dividend distribution plans; (XI) Material matters that require disclosure, such as related party transactions, provision of guarantees (excluding guarantees for subsidiaries within the scope of consolidated statements), entrusted wealth management, provision of financial assistance, use of proceeds, investment in stocks and their derivatives, etc.; (XII) Material asset restructuring proposals, management buyouts, equity incentive schemes, employee stock ownership schemes, share repurchase proposals, and plans for debt repayment by related parties of the Company; (XIII) Where the Company has intended to decide that its shares shall no longer be traded on the Shanghai Stock Exchange; (XIV) Matters which, in the opinion of the independent directors, may prejudice the legitimate interests of the minority shareholders; (XV) Other matters required by laws and regulations and the relevant provisions of the stock exchange where the company is listed.	

APPENDIX III	EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO THE WORKING SYSTEM FOR INDEPENDENT DIRECTORS
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Original Articles	Amended articles	Basis of Amendments
—	Article 17 The independent opinions issued by independent directors on major matters shall at least include the following content: (I) basic information on major matters; (II) the basis for expressing opinions, including the procedures performed, the documents audited and the contents of on-site inspection, etc.; (III) the legality and compliance of material matters; (IV) the impact on the rights and interests of the Company and minority shareholders, the possible risks and the effectiveness of the measures adopted by the Company; (V) expression of conclusive opinions. If a qualified opinion, objection or disclaimer of opinion is raised on a material matter, the relevant independent directors shall clearly explain the reasons and obstacles for not providing an opinion. The independent directors shall sign and confirm their independent opinions issued, and report the above opinions to the board of directors in a timely manner and disclose the same together with the relevant announcements of the Company.	It was revised and supplemented in accordance with the content of Article 3.5.15 of the Self-regulatory Guidelines for Listed Companies No. 1 – Standardized Operation issued by the Shanghai Stock Exchange.

APPENDIX III	EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO THE WORKING SYSTEM FOR INDEPENDENT DIRECTORS
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Original Articles	Amended articles	Basis of Amendments
—	Article 18 Independent directors shall prepare an annual performance report and submit it to the general meeting for deliberation and filing for future reference, explain the performance of their duties, and focus on corporate governance matters such as the Company's internal control, standardized operation, and protection of the rights and interests of small and medium investors. The work report of the independent directors shall contain the following contents: (I) the manner, frequency and voting situation of shareholders attending board meetings throughout the year and the number of shareholders attending general meetings; (II) independent opinion expressed; (III) on-site inspection; (IV) proposal to hold board meetings, proposal to appoint or dismiss accounting firms, independent appointment of external audit institutions and consulting institutions, etc.; (V) other work to protect the legitimate rights and interests of minority shareholders. After the independent directors have signed and confirmed, the independent directors' work report shall be submitted to the Company together with the materials of the annual general meeting for filing and safekeeping.	It was revised and supplemented in accordance with the content of Article 3.5.20 of the Self-regulatory Guidelines for Listed Companies No. 1 – Standardized Operation issued by the Shanghai Stock Exchange and Article 23 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management Officers and Practitioners of Securities Fund Operating Institutions issued by the CSRC.

APPENDIX III	EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO THE WORKING SYSTEM FOR INDEPENDENT DIRECTORS
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Original Articles	Amended articles	Basis of Amendments
—	Article 19 Independent directors shall refuse to execute any order or authorization of any institution or individual that infringes upon the interests of the Company or the legitimate rights and interests of investors. If any illegal or irregular acts infringing upon the legitimate rights and interests of investors are found, the independent directors shall promptly report to the compliance officer of the Company or relevant subordinate institutions of the CSRC. Independent directors shall keep non-public information (such as the Company's trade secrets) confidential after leaving office, and shall not use non-public information to benefit themselves or others.	This article is added in accordance with the content of Articles 27 and 29 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management Officers and Practitioners of Securities Fund Operating Institutions issued by the CSRC.
—	Article 20 If the information of independent directors (such as holding other positions) is updated, the Company should be notified in a timely manner.	This article is added in accordance with the actual work of the independent directors of the Company.
Article 15 The Company shall provide the working conditions required by independent directors to perform their duties. The secretary to the Board of the Company shall actively provide assistance to independent directors in performing their duties, such as introducing information and providing materials. The independent opinions, proposals and written explanations issued by independent directors shall be announced, and the secretary to the Board shall handle the matters related to the announcement in a timely manner.	Article 22 The Company shall provide the working conditions required by independent directors to perform their duties. The secretary to the Board of the Company shall actively provide assistance to independent directors in performing their duties, such as introducing information, providing materials, regularly reporting the Company's operations, and organizing on-site inspections for independent directors when necessary, etc. The independent opinions, proposals and written explanations issued by independent directors shall be announced, and the Company shall assist in handling the announcement in a timely manner.	It was revised in accordance with the content of Article 24 of the Rules for the Independent Directors of Listed Companies issued by the CSRC.

APPENDIX III	EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO THE WORKING SYSTEM FOR INDEPENDENT DIRECTORS
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Original Articles	Amended articles	Basis of Amendments
Article 18 The Company shall establish necessary insurance measures for independent directors liabilities to minimize the risks that may arise from the ordinary discharge of duties by the independent directors.	Article 25 The Company shall establish necessary insurance measures for independent directors' liabilities to minimize the risks that may arise from the ordinary discharge of duties by the independent directors.	This article is revised in accordance with the actual work of the independent directors of the Company.
Article 19 Matters not covered in this system shall be implemented in accordance with the relevant laws, regulations and the Company's articles of association.	Article 26 The Board is responsible for revision and interpretation of this system.	The adjustment of the order of the terms and the improvement of the content are made according to the current system of the Company.
—	Article 27 The supporting documents for this system include: 1. External regulations: Rules for the Independent Directors of Listed Companies, Measures for the Supervision and Administration of Directors, Supervisors, Senior Management Officers and Practitioners of Securities Fund Operating Institutions, Code of Corporate Governance for Listed Companies, Code of Corporate Governance for Securities Companies, Stock Listing Rules by the Shanghai Stock Exchange and the Self-regulatory Guidelines for Listed Companies No. 1 – Standardized Operation issued by the Shanghai Stock Exchange, and Hong Kong Listing Rules 2. Internal regulations: Articles of Association of Huatai Securities Co., Ltd.	This article is added in accordance with the current system of the Company.
Article 20 This system shall be implemented from the date when the shareholders approve the establishment of the joint-stock company at the general meeting.	Article 28 Matters not covered in this system shall be implemented in accordance with relevant laws, administrative regulations, departmental rules, normative documents, self-discipline rules and the articles of association of the Company.	This article is revised in accordance with the actual situation of the Company.

**APPENDIX III EXPLANATION TABLE OF THE PROPOSED AMENDMENTS
TO THE WORKING SYSTEM FOR INDEPENDENT DIRECTORS**

Original Articles	Amended articles	Basis of Amendments
Article 21 The Board is responsible for explaining this system.	Article 29 This system shall be implemented from the date of approval by the general meeting. From the effective date of this system, the original Working System for Independent Directors of the Company shall automatically become invalid.	This article is revised in accordance with the actual situation of the Company.

- 2. The serial number of articles under each section in the Working System for Independent Directors of the Company shall be adjusted in accordance with the above amendments of the Working System for Independent Directors of the Company.**

**APPENDIX IV EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO
THE MANAGEMENT SYSTEM FOR RELATED-PARTY TRANSACTIONS**

**Explanation Table of the Proposed Amendments to the Management System for
Related-Party Transactions of Huatai Securities Co., Ltd.**

1. Amendments to the following articles of the Management System for Related-Party Transactions

Original Articles	Amended Articles	Basis of Amendment
Article 1 In order to regulate the decision-making of related-party transactions of Huatai Securities Co., Ltd. (hereinafter referred to as the “Company”), improve the standardized operation of the Company and protect the legitimate rights and interests of investors (especially minority investors), we have formulated this system according to relevant provisions of laws, regulations and regulatory documents including the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Code of Corporate Governance of Listed Companies, the Rules for Governance of Securities Companies and the Rules for the General Meetings of Shareholders of Listed Companies promulgated by China Securities Regulatory Commission (hereinafter referred to as “CSRC”), the Stock Listing Rules (April 2018 Revision) promulgated by the Shanghai Stock Exchange (hereinafter referred to as the “SSE”) (hereinafter referred to as the “SSE Listing Rules”), the Implementation Guidelines for Related Party Transactions of SSE Listed Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) issued by the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) and Enterprise Accounting Standards No. 36 – Related Party Disclosure and the Articles of Association of Huatai Securities Co., Ltd. (hereinafter referred to as the “Articles of Association”).	Article 1 In order to regulate the decision-making of related-party transactions of Huatai Securities Co., Ltd. (hereinafter referred to as the “Company”), improve the standardized operation of the Company and protect the legitimate rights and interests of investors (especially minority investors), we have formulated this system according to relevant provisions of laws, regulations, rules and regulatory documents including the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Code of Corporate Governance of Listed Companies, the Rules for Governance of Securities Companies and the Rules for the General Meetings of Shareholders of Listed Companies promulgated by China Securities Regulatory Commission (hereinafter referred to as “CSRC”), the Stock Listing Rules of the Shanghai Stock Exchange (hereinafter referred to as the “SSE Listing Rules”), the Guidelines of the Shanghai Stock Exchange for Self-regulation of Listed Companies No. 5 – Transactions and Related Party Transactions, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and Enterprise Accounting Standards No. 36 – Related Party Disclosure and the Articles of Association of Huatai Securities Co., Ltd. (hereinafter referred to as the “Articles of Association”).	1. The Implementation Guidelines for Related Party Transactions of SSE Listed Companies has been abolished; 2. An external regulation is added according to the Guidelines of the Shanghai Stock Exchange for Self-regulation of Listed Companies No. 5 – Transactions and Related Party Transactions; 3. The abbreviations of the stock exchanges are adjusted to Articles 6 and 10 of the revised system; 4. Improve the accuracy of expression.

**APPENDIX IV EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO
THE MANAGEMENT SYSTEM FOR RELATED-PARTY TRANSACTIONS**

Original Articles	Amended Articles	Basis of Amendment
—	Article 3 The Company shall ensure the legitimacy, necessity, rationality and fairness of related party transactions, maintain the independence of the Company, and shall not use related party transactions to adjust financial indicators and damage the interests of the Company. The parties to transactions shall not conceal the related relationship or adopt other means to circumvent the Company's related party transactions consideration procedures and information disclosure obligations.	This article is added in accordance with Rule 6.3.1 of the SSE Listing Rules (referring to the SSE Listing Rules (Revised in January 2022), the same below).
Article 3 Besides relevant laws, regulations, regulatory documents and the Articles of Association, the related party transactions among the Company and its related parties shall also comply with relevant provisions of this system.	Article 4 Besides relevant laws, regulations, rules , regulatory documents and the Articles of Association, the related party transactions among the Company and its related parties shall also comply with relevant provisions of this system.	Improve the accuracy of expression.
Article 5 Any of the following legal persons or other organizations shall be regarded as related legal persons of the Company under the SSE Listing Rules and the Implementation Guidelines for Related Party Transactions of SSE Listed Companies: (I) legal persons or other organizations who have direct or indirect control over the Company; (II) legal persons or other organizations who are directly or indirectly controlled by the legal persons as mentioned in subparagraph (I) above, excluding the Company and its controlled subsidiaries (such legal persons shall not be deemed to have related relations if they are controlled by the same state-owned asset administrative institution, save for such entities whose legal representatives, general manager or majority of directors are also the directors, supervisors or senior management members of listed companies);	Article 6 Any of the following legal persons or other organizations shall be regarded as related legal persons of the Company under the SSE Listing Rules: (I) legal persons or other organizations who have direct or indirect control over the Company; (II) legal persons or other organizations who are directly or indirectly controlled by the legal persons as mentioned in subparagraph (I) above, excluding the Company, its controlled subsidiaries and other controlled entities (such legal persons shall not be deemed to have related relations if they are controlled by the same state-owned asset administrative institution, save for such entities whose legal representatives, chairman, general manager or majority of directors are also the directors, supervisors or senior management members of companies);	1. The Implementation Guidelines for Related Party Transactions of SSE Listed Companies has been abolished; 2. Amended according to Rule 6.3.3 of the SSE Listing Rules; 3. The abbreviation above is adjusted to this article.

**APPENDIX IV EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO
THE MANAGEMENT SYSTEM FOR RELATED-PARTY TRANSACTIONS**

Original Articles	Amended Articles	Basis of Amendment
(III) legal persons or other organizations who are directly or indirectly controlled by the related natural persons of the Company as listed in Article 6, or whose directors and senior management members are related natural persons, excluding the Company and its controlled subsidiaries; (IV) legal persons or other organizations which hold 5% or more of the shares of the Company; (V) other legal persons or other organizations (which include legal persons or other organizations holding 10% or more of the shares of controlled subsidiaries that have material influence on the Company) who may obtain beneficial interests from the Company due to their special relations with the Company, as identified by the CSRC, the SSE, Hong Kong Stock Exchange or the Company based on the substance over form principle.	(III) legal persons or other organizations who are directly or indirectly controlled by the related natural persons of the Company as listed in Article 7, or whose directors (excluding independent directors of both parties) and senior management members are related natural persons, excluding the Company, its controlled subsidiaries and other controlled entities; (IV) legal persons or other organizations which hold 5% or more of the shares of the Company and persons acting in concert with them; (V) other legal persons or other organizations who may or have caused the Company to favour its interests due to their special relations with the Company, as identified by the CSRC, Shanghai Stock Exchange (hereinafter referred to as “SSE”) or the Company based on the substance over form principle.	
Article 6 Any of the following natural persons shall be regarded as related natural persons of the Company under the SSE Listing Rules and the Implementation Guidelines for Related Party Transactions of SSE Listed Companies: (I) natural persons who directly or indirectly hold more than 5% of the shares in the Company; (II) directors, supervisors and senior management members of the Company; (III) directors, supervisors and senior management members of the legal persons as specified in sub-paragraph (I) of Article 5;	Article 7 Any of the following natural persons shall be regarded as related natural persons of the Company under the SSE Listing Rules: (I) natural persons who directly or indirectly hold more than 5% of the shares in the Company; (II) directors, supervisors and senior management members of the Company; (III) directors, supervisors and senior management members of the legal persons or other organizations as specified in sub-paragraph (I) of Article 6;	1. The Implementation Guidelines for Related Party Transactions of SSE Listed Companies has been abolished; 2. Amended according to Rule 6.3.3 of the SSE Listing Rules.

**APPENDIX IV EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO
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Original Articles	Amended Articles	Basis of Amendment
(IV) close family members of the persons as specified in sub-paragraphs (I) and (II) of this article, including their spouses, children aged over 18 and their spouses, parents and parents of their spouses, siblings and their spouses, siblings of their spouses and parents of their children's spouses; (V) other natural persons (which include natural persons holding 10% or more of the shares of controlled subsidiaries that have material influence on the Company) who may obtain beneficial interests from the Company due to their special relations with the Company, as identified by the CSRC, the SSE, Hong Kong Stock Exchange or the Company based on the substance over form principle.	(IV) close family members of the persons as specified in sub-paragraphs (I) and (II) of this article, including their spouses, children aged over 18 and their spouses, parents and parents of their spouses, siblings and their spouses, siblings of their spouses and parents of their children's spouses; (V) other natural persons who may or have caused the Company to favour its interests due to their special relations with the Company, as identified by the CSRC, the SSE, or the Company based on the substance over form principle.	
Article 7 Any of the following legal persons or natural persons shall be regarded as related persons of the Company: (I) In accordance with the agreement signed or arrangement made with the Company or its related persons and after the agreement or arrangement takes effect, or within the next twelve months, one of the circumstances specified in Article 5 or Article 6 of the system will occur; (II) Under any of the circumstances specified in Article 5 or Article 6 of the system within the past twelve months.	Article 8 Any of the following legal persons, other entities or natural persons shall be regarded as related persons of the Company: (I) Within the next twelve months after relevant agreement or arrangement takes effect, one of the circumstances specified in Article 6 or Article 7 of the system will occur; (II) Under any of the circumstances specified in Article 6 or Article 7 of the system within the past twelve months.	Amended according to Rule 6.3.3 of the SSE Listing Rules.
—	Article 9 The Company shall manage shareholders holding more than 5% of the shares and its controlling shareholders, actual controllers, related parties, persons acting in concert, and ultimate equity holders as its own related parties in accordance with the principle of penetration.	This article is added in accordance with Article 28 of the Provisions on the Administration of Equity of Securities Companies.

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Original Articles	Amended Articles	Basis of Amendment
Article 8 The connected persons within the meaning of the Hong Kong Listing Rules include the following: (V) a person deemed to be connected by Hong Kong Stock Exchange. 	Article 10 The connected persons within the meaning of the Hong Kong Listing Rules include the following: (V) a person deemed to be connected by the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”). 	The abbreviation above is adjusted to this article.
Article 9..... Related relationship shall be substantially judged with reference to the specific method, approach and extent, etc. utilized by the related party to control or influence the Company according to the provisions of the SSE Listing Rules and the Hong Kong Listing Rules.	Article 11..... Related relationship shall be substantially judged with reference to the specific method, approach and extent, etc. utilized by the related person to control or influence the Company and shall not be limited to legal relationship.	Improve the accuracy of expression.
Article 10 According to the relevant provisions of the CSRC, the SSE and the Hong Kong Stock Exchange, the related transactions of the Company mean the transactions that might lead to the transfer of resources or obligations (including those transactions within the meaning of Chapter 14A of the Hong Kong Listing Rules) between the Company or its controlled subsidiaries or those subsidiaries of the Company as defined in the Hong Kong Listing Rules and the related person(s) of the Company, and the specified categories of transactions (within the meaning of Chapter 14A of the Hong Kong Listing Rules) with third parties that may confer benefits on the related persons through their interests in the entities involved in the transactions, including but not limited to: (I) purchase or sale of assets (including deemed disposal of assets); (II) external investments (including entrusted wealth management, entrusted loans, etc.);	Article 12 According to the relevant provisions of the CSRC, the SSE and the Hong Kong Stock Exchange, the related transactions of the Company mean the transactions that might lead to the transfer of resources or obligations between the Company, its controlled subsidiaries or those subsidiaries of the Company and other controlled entities as defined in the Hong Kong Listing Rules and the related person(s) of the Company, and the specified categories of transactions (within the meaning of Chapter 14A of the Hong Kong Listing Rules) with third parties that may confer benefits on the related persons through their interests in the entities involved in the transactions, including but not limited to: (I) purchase or sale of assets (including deemed disposal of assets); (II) external investments (including entrusted wealth management, investment in subsidiaries, etc.);	1. Amended according to Rule 6.3.2 of the SSE Listing Rules; 2. The types of related party transactions not stipulated in the SSE Listing Rules and the Hong Kong Listing Rules have been deleted, and related party transactions of the same type have been consolidated.

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Original Articles	Amended Articles	Basis of Amendment
(III) grant, acceptance, exercise, transfer or termination of an option to acquire or dispose of assets or to subscribe for securities; or determination of not exercising an option to acquire or dispose of assets or to subscribe for securities;	(III) grant, acceptance, exercise, transfer or termination of an option to acquire or dispose of assets or to subscribe for securities; or determination of not exercising an option to acquire or dispose of assets or to subscribe for securities;	
(IV) grant of an indemnity or provision or acceptance of financial assistance (including in cash or benefits in kind, the financial assistance includes grant of credit, money lending, or provision of an indemnity against obligations under a loan);	(IV) grant of an indemnity or provision or acceptance of financial assistance (including in cash or benefits in kind, the financial assistance includes grant of credit, interest-bearing or interest-free loans, entrusted loans , or provision of an indemnity against obligations under a loan);	
(V) guarantees and security;	(V) provision of guarantees and security;	
(VI) Leasing-in or leasing-out of assets, and entering into or termination of finance lease or operating lease agreements or sub-lease agreements;	(VI) Leasing-in or leasing-out of assets, and entering into or termination of finance lease or operating lease agreements or sub-lease agreements;	
(VII) entrusting or being entrusted with assets and business managements;	(VII) entrusting or being entrusted with assets and business managements;	
(VIII) entering into of an agreement or arrangement to set up a joint venture in any form (e.g. a partnership or a company), or any other form of joint arrangement;	(VIII) donation or accepting of donation of assets;	
(IX) donation or accepting of donation of assets;	(IX) reorganization of creditor's rights and debts;	
(X) reorganization of creditor's rights and debts;	(X) entering into of license agreements;	
(XI) entering into of license agreements;	(XI) transfer or acceptance of research and development projects;	
(XII) transfer or acceptance of research and development projects;	(XII) waiver of rights (including waiver of pre-emptive rights, pre-emptive subscription rights, etc.);	
(XIII) purchase or provision of raw materials, semi-products, finished products, fuel and power; sales of products and goods;	(XIII) purchase or provision of raw materials, semi-products, finished products, fuel and power; sales of products and goods;	
(XIV) provision, acceptance or share of labor services;	(XIV) provision, acceptance or share of labor services;	
(XV) entrusting or being entrusted with purchase and sales;	(XV) entrusting or being entrusted with purchase and sales;	

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Original Articles	Amended Articles	Basis of Amendment
(XVI) placements with or loans from the finance company of the related person; (XVII) co-investment with the related persons; (XVIII) issuance of new securities of the Company or its subsidiaries; (XIX) securities trading agency; (XX) settlement of debts on behalf of the Company or by the Company on behalf of the other party; (XXI) remuneration of key management staff; (XXII) other matters that may cause the transfer of resources or obligations through agreement; (XXIII) other transactions or matters that are defined according to the relevant provisions of the SSE Listing Rules and within the meaning of Chapter 14A of the Hong Kong Listing Rules.	(XVI) deposit and loan business; (XVII) co-investment with the related persons; (XVIII) issuance of new securities of the Company or its subsidiaries; (XIX) other matters that may cause the transfer of resources or obligations through agreement; (XX) other transactions or matters that are defined according to the relevant provisions of the SSE Listing Rules and within the meaning of Chapter 14A of the Hong Kong Listing Rules.	
—	Article 13 Except for providing margin financing and securities lending to clients in accordance with regulations, the Company shall not provide financing or guarantee for shareholders or their related persons.	This article is added in accordance with Article 123 of the Securities Law of the People's Republic of China.
Article 12 The Company shall take effective preventive measures to prevent related parties from interfering with the Company's normal operation by way of monopolizing business channels, malicious control of transactions, etc. and thereby damaging the legitimate rights and interests of the Company and non-related shareholders. The Company shall fully disclose the pricing basis and decision-making procedures on the related transactions for openness and transparency.	Article 15 The Company shall take effective measures to prevent related parties from interfering with the Company's operation by way of monopolizing purchase or sales channels, etc. and thereby damaging the interests of the Company. Related transactions shall be of commercial substance, and the prices shall be fair. In principle, they shall not deviate from the prices or charging standards of independent third parties in the market and other transaction conditions. The Company shall fully disclose the pricing basis and decision-making procedures on the related transactions for openness and transparency.	Amended according to Article 76 of the Code of Corporate Governance of Listed Companies.

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Original Articles	Amended Articles	Basis of Amendment
Article 14 The Company shall take effective measures to prevent shareholders and their related parties from occupying or transferring the Company's funds, assets and other resources in various manners, including but not limited to: 1. paying salaries, benefits, insurance and advertisement in advance during the period by the Company and its controlling subsidiaries for related parties or undertaking any cost and outgoings for each other; 2. lending the Company's funds with or without consideration for use by controlling shareholders and other related parties; 3. providing entrusted loans to related parties through banks or non-banking financial institutions; 4. entrusting related parties to carry out investments; 5. issuing commercial acceptance notes without real transactions background for related parties; 6. repaying debts for related parties; 7. other means as identified by the CSRC, the SSE or the Hong Kong Stock Exchange.	Article 17 The Company shall take effective measures to prevent controlling shareholders and other related parties from occupying or transferring the Company's funds, assets and other resources in various manners, including but not limited to: (I) paying salaries, benefits, insurance and advertisement in advance for controlling shareholders and other related parties and undertaking any cost and other outgoings; (II) lending the Company's funds (including entrusted loans) with or without consideration for use by controlling shareholders and other related parties; (III) entrusting controlling shareholders and other related parties to carry out investments; (IV) issuing commercial acceptance notes without real transactions background for controlling shareholders and other related parties, and providing funds in the form of purchase payment, payment for asset transfer, prepayment, etc. in the absence of consideration for goods and services or when it is obviously contrary to business logic; (V) repaying debts for controlling shareholders and other related parties; (VI) other means as identified by the CSRC, the SSE or the Hong Kong Stock Exchange.	Amended according to Article 5 of the Guidelines for the Supervision of Listed Companies No. 8 – Regulatory Requirements for Fund Transactions and External Guarantees of Listed Companies (《上市公司監管指引第8號——上市公司資金往來、對外擔保的監管要求》).

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Original Articles	Amended Articles	Basis of Amendment
Article 15 As permitted by the laws and regulations, the following matters are exempted of being voted on and disclosed as a related transaction: (I) one party subscribes for the shares, corporate bonds or enterprise bonds, convertible corporate bonds or other derivative products publicly issued by the other party in cash; (II) one party, as a member of the underwriters, underwrites the shares, corporate bonds or enterprise bonds, convertible corporate bonds or other derivative products publicly issued by the other party; (III) one party receives dividends, bonuses or remuneration in accordance with the resolution of the general meeting of the other party; (IV) other situations as identified by the CSRC, the SSE or the Hong Kong Stock Exchange.	—	The exemptions are adjusted to “Chapter V Consideration Procedures and Disclosure of the Related Transactions”.
Article 16 The Board office is responsible for establishing and managing related party’s database to ascertain and timely update the list of initial related parties. The Audit Committee of the Board is responsible for ultimately confirming the list of the Company’s related parties and reporting to the Board and the Supervisory Committee in writing. The persons-in-charge of various departments and subsidiaries (hereinafter referred to as the “units”) are the primary responsible persons, however, the units may designate another contact person to undertake the timely reporting and statistics of matters in connection with related parties and related transactions of his/her own unit.	Article 18 The Board office is responsible for establishing and managing related party’s database to ascertain and timely update the list of initial related parties. The persons-in-charge of various departments and holding subsidiaries (hereinafter referred to as the “units”) are the primary responsible persons for the management of related transactions of the corresponding unit, the units shall designate another contact person to undertake the timely reporting and statistics of matters in connection with related parties and related transactions of his/her own unit.	1. The Implementation Guidelines for Related Party Transactions of SSE Listed Companies on which relevant statements are based were abolished; 2. Improve the accuracy of expression.

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Original Articles	Amended Articles	Basis of Amendment
Article 17 Directors, supervisors and senior management members, shareholders with more than 5% shareholding of the Company and parties acting in concert with them as well as de facto controller shall inform their related relationship with the Company to the Company in a timely manner, which shall be filed by the Company with the SSE.	Article 19 Directors, supervisors and senior management members, shareholders with more than 5% shareholding of the Company and parties acting in concert with them as well as de facto controller shall timely submit the list of the Company's related parties and the description of the related relationship to the Board, and the Company shall duly carry out registration management. The aforesaid natural persons, legal persons or other organizations with reporting obligations shall ensure that the contents of their reports are true, accurate and complete. The Board office shall timely fill in, report and update the list of the Company's related parties and related relationship information through the business management system of the stock exchange.	1. Amended according to Rule 6.3.5 of the SSE Listing Rules; 2. Integrate the original Article 21 into this article; 3. This article is added in accordance with Article 6 of the Guidelines of the Shanghai Stock Exchange for Self-regulation of Listed Companies No. 5 – Transactions and Related Party Transactions.
Article 18 Directors, supervisors and senior management members of the Company shall report their related relationship to the Audit Committee of the Board and the Board office within ten working days after they begin to hold their posts (and in case of natural person shareholders, they shall do the same within ten working days after they become the substantial natural person shareholders of the Company). In case of any changes to the reported matters, such changes shall be reported within three working days after the changes occur. The substantial natural person shareholders referred to in this article represent those natural person shareholders who hold or control more than 5% of the shares or voting rights of the Company. For the disclosure of interests under the Hong Kong Securities and Futures Ordinance, refer to the relevant disclosure procedures and requirements.	—	The reporting requirements for related party information are stipulated in Article 19 of the amended system.

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Original Articles	Amended Articles	Basis of Amendment
Article 19 Legal persons or other entities shall report their related relationship to the Audit Committee of the Board and the Board office within ten working days from the date they become the substantial non-natural person shareholders of the Company. In case of any changes to the reported matters, such changes shall be reported within three working days after the changes occur. The substantial non-natural person shareholders referred to in this article represent those non-natural person shareholders who can directly, indirectly or jointly hold or control more than 5% of the class shares or voting rights of the Company.	—	Same as above.
Article 20 The primary responsible persons or designated contact persons of various subsidiaries shall report the status of their directors, chief executives (including but not limited to general manager, president or chief executive officer), supervisors and substantial shareholders to the Board office. In case of any changes to the reported matters, such changes shall be reported within three working days after the changes occur.	Article 20 The primary responsible persons or designated contact persons of various holding subsidiaries (except for non-major subsidiaries) shall report the list of their directors, chief executives (including but not limited to general manager, president or chief executive officer), supervisors, substantial shareholders and their associates and the description of the related relationship to the Board office. In case of any changes to the reported matters, such changes shall be reported within three working days after the changes occur.	Improve the accuracy of expression in accordance with Rules 14A.07 and 14A.09 of the Hong Kong Listing Rules.
Article 21 Natural persons, legal persons or other organizations that undertake the reporting obligations mentioned above shall assure the Company in writing that their reports are true, accurate and complete.	—	Incorporated into Article 19 of the amended system.

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Original Articles	Amended Articles	Basis of Amendment
Article 22 A related natural person (including its associates if required by applicable Hong Kong Listing Rules) shall report the information below: (I) name and identity card number; (II) description of the related relationship with the Company; (III) contact methods, etc.	—	The Implementation Guidelines for Related Party Transactions of SSE Listed Companies on which this article is based were abolished.
Article 23 A related legal person or organization (including its associates if required by applicable Hong Kong Listing Rules) shall report the information below: (I) name and organization code of the legal person/organization; (II) description of the related relationship with the Company; (III) contact methods, etc.	—	Same as above.
Article 24 The Company shall disclose the related relationship between the related persons and the Company in hierarchy and state: (I) full name and organization code (if any) of the controllers or holders of shares; (II) full name and organization code (if any) of the controlled parties or the invested parties; (III) the percentage of the total share capital of the controlled parties or invested parties held by the controllers or investors, etc.	—	Same as above.
Article 27 If a transaction is entered into due to a failure to identify a related party in advance for special causes, such transaction shall be suspended immediately upon being aware of such counterparty is a related party of the Company and application shall be promptly filed for approval and submitted to the SSE for record.	—	Amended according to Rule 6.3.11 of the SSE Listing Rules and adjusted to “Chapter V Consideration Procedures and Disclosure of the Related Transactions”.

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Original Articles	Amended Articles	Basis of Amendment
Article 28 In the course of transaction, if the counterparty becomes a related person of the Company due to change in actual conditions, such transaction may continue on condition that there are no changes in its transaction terms, but the relevant status shall be reported to the Board office for record in time and the Company shall observe the annual review and disclosure requirements as soon as it is aware of such event according to the Hong Kong Listing Rules including publication of an announcement and annual reporting. In case of a change in transaction matters or terms or a renewal in the agreement, the corresponding procedures shall be performed in accordance with Article 17 of this system.	—	Improve the accuracy of expression of this article and is adjusted to “Chapter V Consideration Procedures and Disclosure of the Related Transactions”.
Article 30 When transactions with related parties are considered at the general meeting of the Company, related shareholders shall abstain from voting, and the number of voting shares held by them shall not be counted into the total number of valid votes. Any resolution of a general meeting for transactions with related parties shall be passed by more than half of the voting rights held by the non-related shareholders (including proxies of shareholders) present at the general meeting. A Shareholder shall abstain from voting when it: (I) is a counterparty of the transaction; (II) is a direct or indirect controller of a counterparty of the transaction; (III) is being directly or indirectly controlled by a counterparty of the transaction; (IV) is directly or indirectly under the control of the same legal person or other organization or natural person with a counterparty;	Article 24 When transactions with related parties are considered at the general meeting of the Company, related shareholders shall abstain from voting, and the number of voting shares held by them shall not be counted into the total number of valid votes. Any resolution of a general meeting for transactions with related parties shall be passed by more than half of the voting rights held by the non-related shareholders (including proxies of shareholders) present at the general meeting. A Shareholder shall abstain from voting when it: (I) is a counterparty of the transaction; (II) is a direct or indirect controller of a counterparty of the transaction; (III) is being directly or indirectly controlled by a counterparty of the transaction; (IV) is directly or indirectly under the control of the same legal person or other organization or natural person with a counterparty;	1. Amended according to Rule 6.3.9 of the SSE Listing Rules; 2. Improve the accuracy of expression.

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Original Articles	Amended Articles	Basis of Amendment
(V) is restricted and affected as to its voting power by virtue of any outstanding equity transfer agreement or any other agreement with a counterparty of the transaction or its related parties; (VI) is a shareholder that is likely to gain more benefits from the Company as determined by the CSRC or the SSE.	(V) serves in a counterparty of the transaction, or in the legal person or other organization that can directly or indirectly control the counterparty, or in the legal person or other organization that is directly or indirectly controlled by the counterparty; (VI) is a close family member of a counterparty of the transaction or its direct or indirect controller (see item (IV) of Article 7 of this system for the specific scope); (VII) is restricted and affected as to its voting power by virtue of any outstanding equity transfer agreement or any other agreement with a counterparty of the transaction or its related parties; (VIII) is a shareholder that is likely to gain more benefits from the Company as determined by the CSRC, the SSE or the Hong Kong Stock Exchange.	
Article 31 The Company shall comply with the following provisions when considering transactions with related parties under the SSE Listing Rules: (I) Related party transactions between the Company and its related natural persons in the amount of more than RMB300,000 shall be subject to approval of the Board, disclosure in this regard shall be made timely. The Company shall not, directly or indirectly, provide borrowings to its directors, supervisors, and senior management. (II) Related party transactions between the Company and its related legal person in the amount of more than RMB3,000,000 and representing more than 0.5% of the absolute value of the Company's audited net assets for the latest period shall be confirmed by independent directors and then submitted to the Board for discussion. Upon approval, disclosure shall be made in time.	Article 25 Except for providing guarantee to the related parties, the Company shall comply with the following provisions when considering transactions with related parties under the SSE Listing Rules: (I) Related party transactions between the Company and its related natural persons in the amount of more than RMB300,000 (including the debts and expenses assumed) shall be subject to approval of the Board, and disclosure in this regard shall be made timely. (II) Related party transactions between the Company and its related legal person (or other organizations) in the amount of more than RMB3,000,000 (including the debts and expenses assumed) and representing more than 0.5% of the absolute value of the Company's audited net assets for the latest period shall be confirmed by independent directors and then submitted to the Board for discussion. Upon approval, disclosure shall be made in time.	1. Amended according to Rules 6.3.6, 6.3.7 and 6.1.6 of the SSE Listing Rules; 2. Amended according to Article 3.5.13 of the Self-regulatory Guidelines for Listed Companies No. 1 – Standardized Operation issued by the Shanghai Stock Exchange; 3. The provisions on related party guarantee are adjusted to Article 31 of the amended system.

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Original Articles	Amended Articles	Basis of Amendment
(III) For related party transactions (save for provision of guarantee, acceptance of donated cash assets, and indebtedness for the mere reduction of or exemption from the Company's obligation) between the Company and related persons in the amount of more than RMB30 million and representing more than 5% of the absolute value of the Company's audited net assets for the latest period, they shall be confirmed by independent directors and then submitted to the Board for discussion. The Company shall, in addition to making disclosure in a timely manner, engage a securities service institution qualified for securities and futures related businesses to assess or audit the subject matter of the transaction, and submit the transaction to the Board and the general meeting for consideration. For related party transactions relevant to daily operations as provided in this system, the audit or evaluation of its subject matter may be omitted. (IV) Any provision of guarantee by the Company to its related persons, regardless of its value, is subject to consideration by general meeting after being considered and passed by the Board. The Company shall not provide any finance or guarantee to any shareholder or any of his or her related persons.	(III) For related party transactions between the Company and related persons in the amount of more than RMB30 million (including the debts and expenses assumed) and representing more than 5% of the absolute value of the Company's audited net assets for the latest period, the independent directors shall give their prior approval opinions on the transaction, and disclose it in a timely manner after submitting it to the Board for consideration, and shall submit the transaction to the general meeting for consideration and approval. Before making a judgment, the independent directors may engage an intermediary to issue a special report. For related party transactions of the Company that need to be approved by the general meeting, if the subject matter of the transaction is equity, the financial and accounting reports on the underlying assets of the latest year and period audited by an accounting firm shall be disclosed. The audit opinion issued by the accounting firm shall be a standard unqualified opinion, and the audit deadline shall not exceed 6 months from the date of the general meeting for considering the relevant transaction. If the subject matter of the transaction is assets other than equity, the evaluation report on the underlying assets issued by an asset evaluation institution shall be disclosed. The benchmark date of the evaluation shall not be more than one year from the date of the general meeting for considering the relevant transaction. For ordinary related party transactions as provided in this system, its audit or evaluation may be omitted.	

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Original Articles	Amended Articles	Basis of Amendment
Article 32 The Company's Supervisory Committee may review agreements of material related party transactions, inspect the implementation of agreements of material related party transactions and report to the general meeting; when necessary, issue special opinions in respect of the material related party transactions. According to the Guidelines for Introducing Independent Directors to the Board of Directors of Listed Companies and other relevant provisions, the material related party transactions (representing related party transactions proposed to be entered into between the Company and related persons with the aggregate value of over RMB3 million and more than 0.5% of the Company's latest audited net assets) that comply with the SSE Listing Rules, shall be confirmed by the independent directors and then submitted to the Board for discussion; before making a judgment, the independent directors may engage an intermediary to issue an independent financial adviser's report as the basis for their judgment; the Company's independent directors shall issue an independent opinion in respect of the material related party transactions, and when necessary, they are entitled to report to the delegated authorities of the CSRC in the place where the Company is registered and where the principal office is located.	Article 26 The Company's Supervisory Committee may review agreements of material related party transactions, inspect the implementation of agreements of material related party transactions and report to the general meeting; when necessary, issue special opinions in respect of the material related party transactions. The material related party transactions which are complied with the SSE Listing Rules (representing related party transactions proposed to be entered into between the Company and related persons with the aggregate value of over RMB3 million and more than 0.5% of the Company's latest audited net assets) shall be confirmed by the independent directors and then submitted to the Board for discussion; before making a judgment, the independent directors may engage an intermediary to issue an independent financial adviser's report as the basis for their judgment; the Company's independent directors shall issue an independent opinion in respect of the material related party transactions, and when necessary, they are entitled to report to the delegated authorities of the CSRC in the place where the Company is domiciled.	1. Guidelines for Introducing Independent Directors to the Board of Directors of Listed Companies were abolished; 2. Amended according to Article 171 of the Articles of Association (September 2022).
—	Article 27 The related party transactions between the Company and the finance companies of enterprise groups with a related relationship shall comply with the relevant provisions of the Guidelines of the Shanghai Stock Exchange for Self-regulation of Listed Companies No. 5 – Transactions and Related Party Transactions.	This article is added in accordance with Section I of Chapter II of the Guidelines of the Shanghai Stock Exchange for Self-regulation of Listed Companies No. 5 – Transactions and Related Party Transactions.

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THE MANAGEMENT SYSTEM FOR RELATED-PARTY TRANSACTIONS**

Original Articles	Amended Articles	Basis of Amendment
Article 33 For a joint venture set up by a listed company and related persons, the listed company's capital contribution and total capital commitment (whether in the forms of share capital, borrowings or others), including the contractual commitment of any capital subscription, and any guarantee or indemnity (if any) involved in its establishment, shall be taken in aggregation as the transaction value, and Article 31 shall apply. When the capital contribution amount of the listed company has reached the prescribed standard in Article 31(III), and if all contributing parties contribute the entire capital amount in cash, and the shareholding ratio of the respective parties in the company to be established is determined according to the ratio of capital contribution, an application may be made to the SSE for a waiver from the applicable requirement of submission to the shareholders' general meeting for consideration and compliance with the requirements of the Hong Kong Listing Rules.	Article 28 For a joint venture set up by the Company and related persons, the Company's capital contribution and total capital commitment (whether in the forms of share capital, borrowings or others), including the contractual commitment of any capital subscription, and any guarantee or indemnity (if any) involved in its establishment, shall be taken in aggregation as the transaction value, and Article 25 shall apply. When the capital contribution amount of the Company has reached the prescribed standard in Article 25(III), and if all contributing parties contribute the entire capital amount in cash, and the shareholding ratio of the respective parties in the company to be established is determined according to the ratio of capital contribution, the requirement of submission to the shareholders' general meeting for consideration and compliance with the requirements of the Hong Kong Listing Rules can be exempted in accordance with the SSE Listing Rules. When the Company and its related persons make a joint investment and increase or decrease capital to a jointly invested enterprise, the amount of the Company's investment, capital increase or decrease shall be taken as the calculation standard, and the relevant provisions of the SSE Listing Rules shall apply.	1. Amended according to Rule 6.3.7 of the SSE Listing Rules; 2. This article is added in accordance with Article 17 of the Guidelines of the Shanghai Stock Exchange for Self-regulation of Listed Companies No. 5 – Transactions and Related Party Transactions.
—	Article 29 Where the relevant arrangements for transactions between the Company and the related persons involve conditional determined amount, such as consideration that may be paid or collected in the future, the maximum amount expected shall be the transaction amount, and the provisions of Article 25 of this system shall apply.	This article is added in accordance with Rule 6.3.14 of the SSE Listing Rules.

**APPENDIX IV EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO
THE MANAGEMENT SYSTEM FOR RELATED-PARTY TRANSACTIONS**

Original Articles	Amended Articles	Basis of Amendment
Article 34 If a related party transaction involves the “provision of financial assistance”, “provision of guarantee” and “entrusted wealth management”, etc., the amounts transacted shall be taken as the calculation standard for disclosure (if they are subject to the requirements under the Hong Kong Listing Rules, the amount shall be calculated according to the contract amount for provision of financial assistance) and shall be calculated accumulatively within 12 consecutive months according to the type of transaction. If the cumulative amounts transacted reach the prescribed standard in Article 31(I), 31(II) or 31(III), the above articles shall respectively apply. If the relevant obligations under Article 31(I), 31(II) or 31(III) have been performed, these items shall not be included in the scope of relevant aggregation. If the relevant obligations under Article 31 have been performed, the relevant items shall not be included in the scope of relevant aggregation.	—	This article has been deleted from the SSE Listing Rules.
Article 35 If the Company enters into related party transactions other than those stated in the previous article, the relevant transactions shall be subject to various provisions of Article 31, respectively, according to the following standards and the principle of accumulative calculation within 12 consecutive months: (I) transactions with the same related person; (II) transactions with different related persons in respect of relevant type of transaction subject. The same related person referred to above includes any legal person or other entities under the direct or indirect control of the same legal person or entity or natural person, or having control of the equity interests of each other or where the same related natural person serves as a director or senior management. If the relevant obligations under Article 31 have been performed, these items shall not be included in the scope of relevant aggregation.	Article 30 If the Company enters into the following related party transactions in twelve consecutive months, the transactions shall be based on the principle of aggregation, and be subject to the various provisions of Article 25 respectively: (I) transactions with the same related person; (II) transactions with different related persons in respect of relevant subject under the same type of transaction. The same related person referred to above includes other related persons under the control of the same entity or having control of equity interests of each other. If the relevant obligations under Article 25 have been performed, these items shall not be included in the scope of relevant aggregation. The transactions disclosed by the Company but have not undergone the consideration procedures of the general meeting shall still be included in the corresponding scope of aggregation in order to determine the consideration procedures which should be performed.	Amended according to Rules 6.3.15 and 6.1.16 of the SSE Listing Rules.

**APPENDIX IV EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO
THE MANAGEMENT SYSTEM FOR RELATED-PARTY TRANSACTIONS**

Original Articles	Amended Articles	Basis of Amendment
—	Article 31 Where the Company provides guarantee to related persons (other than shareholders and their related parties), in addition to the consideration and approval by more than half of all non-related directors, it is also subject to consideration and approval by more than two-thirds of the non-related directors present at the Board meeting, and shall be submitted to the general meeting for consideration. If the guaranteed party becomes a related person of the Company due to a transaction or related party transaction, the Company shall perform the corresponding consideration procedures and information disclosure obligations for the existing related guarantee while executing such transaction or related party transaction. If the related guarantee specified in the preceding paragraph fails to be approved at the Board meeting or the general meeting, the parties to the transaction shall take effective measures such as early termination of the guarantee.	This article is added in accordance with Rule 6.3.11 of the SSE Listing Rules.
—	Article 32 For entrusted wealth management between the Company and its related persons, if it is difficult to perform the consideration procedures and disclosure obligations for each investment transaction due to the frequency of transactions and time-limitation requirements, the investment scope, investment quota and period shall be reasonably estimated. With the quota as the basis of calculation, the provisions of Article 25 of this system shall apply. The duration of the relevant quota shall not exceed 12 months. The transaction amount at any time during the period (including the relevant amount for reinvestment of the aforementioned investment gains) shall not exceed the investment quota.	This article is added in accordance with Rule 6.3.16 of the SSE Listing Rules.

**APPENDIX IV EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO
THE MANAGEMENT SYSTEM FOR RELATED-PARTY TRANSACTIONS**

Original Articles	Amended Articles	Basis of Amendment
—	Article 33 The Company shall not provide financial assistance to any related persons, except for financial assistance provided to an affiliated joint-stock company not controlled by the controlling shareholders and de facto controllers of the Company whose other shareholders will provide financial assistance on the same conditions in proportion to their capital contributions. Where the Company provides financial assistance to the affiliated joint-stock company specified in the preceding paragraph, in addition to the consideration and approval by more than half of all non-related directors, it is also subject to consideration and approval by more than two-thirds of the non-related directors present at the Board meeting, and shall be submitted to the general meeting for consideration.	This article is added in accordance with Rule 6.3.10 of the SSE Listing Rules.
Article 36 In conducting ordinary related party transaction presented in this system between the Company and a related person for the first time, disclosure shall be made and the corresponding consideration procedures shall be performed according to the following requirements: (I) For ordinary related party transaction agreement considered and approved by the Board meeting and/or the shareholders' general meeting and in the course of execution, if no material changes have occurred in the major terms during the course of performance, the Company shall disclose the practical performance status of the relevant agreement according to requirements in the regular reports, and explain whether in compliance with the requirements of the agreement. If material changes have occurred in the major terms or the renewal is required upon expiry of the agreement during the course of performance of the agreement, the Company shall submit the amended or renewed ordinary related party transaction agreement based on the total transaction amount (subject to the provisions of the Article 31(I), 31(II), 31(III), respectively) involved in the agreement to the Board and/or shareholders' general meeting for consideration; the agreement without a specific total transaction amount shall be submitted to the shareholders' general meeting for consideration.	Article 34 In conducting ordinary related party transaction presented in this system between the Company and a related person, the consideration procedures shall be performed and disclosure shall be made according to the following requirements: (I) For ordinary related party transaction agreement considered and approved by the Board meeting and/or the shareholders' general meeting and in the course of execution, if no material changes have occurred in the major terms during the course of performance, the Company shall disclose the practical performance status of the relevant agreement according to requirements in the annual reports and half-yearly reports, and explain whether in compliance with the requirements of the agreement. If material changes have occurred in the major terms or the renewal is required upon expiry of the agreement during the course of performance of the agreement, the Company shall submit the amended or renewed ordinary related party transaction agreement based on the total transaction amount (subject to the provisions of Article 25 of this system) involved in the agreement to the Board and/or shareholders' general meeting for consideration; the agreement without a specific total transaction amount shall be submitted to the shareholders' general meeting for consideration.	Amended according to Rule 6.3.17 of the SSE Listing Rules.

**APPENDIX IV EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO
THE MANAGEMENT SYSTEM FOR RELATED-PARTY TRANSACTIONS**

Original Articles	Amended Articles	Basis of Amendment
(II) For ordinary related party transaction that occurs for the first time, the Company shall enter into an agreement in writing with the related person and make timely disclosure, it shall be submitted to the Board and/or shareholders' general meeting for consideration based on the total transaction amount (subject to the provisions of the Article 31(I), 31(II), 31(III), respectively) involved in the agreement; if the agreement does not have a specific total transaction amount, it shall be submitted to the shareholders' general meeting for consideration. The agreement after being considered and disclosed shall be dealt with based on the ordinary related party transaction it conducts as prescribed in the preceding paragraph. (III) If the Company has many new ordinary related party transactions each year, while it is necessary to enter into new agreements on the ordinary related party transactions frequently, thereby making the Company difficult to submit each agreement to the Board or the general meeting for consideration in accordance with the preceding provision, the Company may make reasonable estimation of the total amount of such ordinary related party transactions to be entered into in the year by category prior to the disclosure of the annual report for the preceding year, and submit the transactions to the Board or the general meeting for consideration and make disclosure with reference to such estimated amount (subject to the provisions of the Article 31(I), 31(II), 31(III), respectively); for ordinary related party transactions within the range of estimation, the Company shall make brief disclosure in its annual and interim reports by category. If the actual amount of such ordinary related party transactions exceeds the estimated total amount in the course of execution, the Company shall resubmit the transactions to the Board or the general meeting for consideration and make disclosure with reference to the exceeding amount (subject to the provisions of the Article 31(I), 31(II), 31(III), respectively).	(II) For ordinary related party transaction that occurs for the first time, the Company shall perform consideration procedures in accordance with the provisions of Article 25 of this system to and make timely disclosure based on the total transaction amount involved in the agreement; if the agreement does not have a specific total transaction amount, it shall be submitted to the shareholders' general meeting for consideration. If material changes have occurred in the major terms or the renewal is required upon expiry of the agreement during the course of performance of the agreement, it shall be dealt with as prescribed in the preceding paragraph. (III) The Company may make reasonable estimation of the amount of ordinary related party transactions to be entered into in the year by category, perform consideration procedures and make relevant disclosure. If the actual amount of such ordinary related party transactions exceeds the estimated amount, the Company shall perform consideration procedures again with reference to the exceeding amount and make relevant disclosure. (IV) The Company shall make brief disclosure on the actual performance of the ordinary related party transactions by category in its annual reports and half-yearly reports.	

**APPENDIX IV EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO
THE MANAGEMENT SYSTEM FOR RELATED-PARTY TRANSACTIONS**

Original Articles	Amended Articles	Basis of Amendment
Article 37 The ordinary related party transaction agreement shall contain at least the principles and basis of pricing, transaction price, total transaction volume or clearly state the method used in determining the total volume, payment time and methods and other major terms. If the agreement does not provide for the specific transaction price but only states the market price for reference, the Company, while performing disclosure obligations according to the provisions of the previous article, shall disclose the actual transaction price and the market price, and its determination methods, with reasons for any difference between the two prices.	—	This article has been deleted from the SSE Listing Rules.
Article 39 For a related party transaction between the Company and a related person as a result of either the Company or the related person participating in an open tender or public auction or other acts, the Company may apply to the SSE for exemption from consideration and disclosure procedures required for a related party transaction.	—	Same as above.
—	Article 36 Where the Company purchases assets from or sells assets to a related person which meets the disclosure standards as required by the SSE Listing Rules, and the subject of the related party transaction is equity interest in the Company, the Company shall disclose the basic information of the subject company and the key financial indicators of the latest year and period. If the subject company has undergone asset valuation, capital increase, capital reduction or restructuring within the last 12 months, the basic information of the relevant valuation, capital increase, capital reduction or restructuring shall be disclosed.	This article is added in accordance with Section IV of Chapter II of the Guidelines of the Shanghai Stock Exchange for Self-regulation of Listed Companies No. 5 – Transactions and Related Party Transactions.

APPENDIX IV	EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO THE MANAGEMENT SYSTEM FOR RELATED-PARTY TRANSACTIONS
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Original Articles	Amended Articles	Basis of Amendment
	If the Company purchases assets from a related person, it shall be subject to consideration at the general meeting in accordance with relevant requirements, and if the transaction price exceeds 100% of the book value of the transaction subject, and the counterparty does not provide a profit guarantee, compensation commitment or buy-back commitment for the transaction subject within a certain period, the Company shall provide specific reasons and explain whether relevant safety measures have been taken and whether they are conducive to protecting the interests of the Company and the legitimate rights and interests of minority shareholders. Where the purchase or sale of assets by the Company may result in non-operational capital appropriation by the controlling shareholders, the de facto controllers and other related persons of the Company after the completion of the transaction, the Company shall specify a reasonable solution in the announcement and resolve the matter before implementation and completion of relevant transaction.	
—	Article 37 To the extent permitted by laws and regulations, the following matters are exempted from the consideration and disclosure requirements for related party transactions: (I) transactions in which the Company unilaterally obtains benefits without any consideration or obligation, including receiving cash assets as gifts, obtaining debt relief, accepting guarantees and financial assistance without consideration; (II) provision of funds by a related person to the Company at an interest rate not exceeding the loan prime rate without the Company providing guarantee;	Amended according to Rule 6.3.18 of the SSE Listing Rules.

**APPENDIX IV EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO
THE MANAGEMENT SYSTEM FOR RELATED-PARTY TRANSACTIONS**

Original Articles	Amended Articles	Basis of Amendment
	(III) transaction in which either party subscribes for the publicly issued shares, corporate bonds or enterprise bonds, convertible corporate bonds or other types of derivatives of another party in cash; (IV) transaction in which either party, as a member of the underwriters, underwrites the publicly issued shares, corporate bonds or enterprise bonds, convertible corporate bonds or other types of derivatives of another party; (V) transaction in which either party receives dividend, bonus or rewards in accordance with the resolutions passed at the general meeting of another party; (VI) a party's participation in public tenders, public auctions, etc. of another party, except where it is difficult to form a fair price in tenders, auctions, etc.; (VII) transaction in which the Company provides products and services to related natural persons as required in items (II) to (IV) of Article 7 of this system on the same trading conditions as non-related persons; (VIII) related party transaction in which the price is fixed by the State; (IX) other circumstances as identified by the CSRC, the SSE or the Hong Kong Stock Exchange.	
Article 40 For the disclosure and consideration procedures involved in transactions between the Company and its related persons that are not provided for in this chapter, the provisions of Chapter IX of the SSE Listing Rules shall apply.	Article 38 For the relevant obligations, disclosure and consideration standards involved in transactions between the Company and its related persons that are not provided for in this chapter, the provisions of Section I of Chapter VI of the SSE Listing Rules shall apply.	Amended according to Rule 6.3.20 of the SSE Listing Rules.

**APPENDIX IV EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO
THE MANAGEMENT SYSTEM FOR RELATED-PARTY TRANSACTIONS**

Original Articles	Amended Articles	Basis of Amendment
Article 41 Connected transactions conducted with the connected persons as defined under Chapter 14A of the Hong Kong Listing Rules shall be dealt with in accordance with the following different categories: (I) Partially exempted one-off connected transactions as defined under Chapter 14A of the Hong Kong Listing Rules are subject to announcement requirement as prescribed in Clause (II)(1)(A) of this Article and reporting requirement as prescribed in Clause (II)(1)(D) of this Article; partially exempted continuing connected transactions are subject to the requirements as prescribed in Clause (II)(2)(A) of this Article and reporting requirement as prescribed in Clause (II)(2)(D) of this Article. (II) Non-exempted connected transactions are subject to reporting, announcement and independent shareholders' approval requirements. (D) In compliance with the relevant requirements for annual review of continuing related transactions listed in Article 42. 	Article 39 Connected transactions conducted with the connected persons as defined under Chapter 14A of the Hong Kong Listing Rules shall be dealt with in accordance with the following different categories: (I) Partially exempted one-off connected transactions as defined under Chapter 14A of the Hong Kong Listing Rules are subject to announcement requirement as prescribed in Clause (II)(1)(A) of this Article and reporting requirement as prescribed in Clause (II)(1)(D) of this Article; partially exempted continuing connected transactions are subject to the requirements as prescribed in Clause (II)(2)(A)(B) of this Article and annual review requirement as prescribed in Clause (II)(2)(D) of this Article. (II) Non-exempted connected transactions are subject to reporting, announcement and independent shareholders' approval requirements. (D) In compliance with the relevant requirements for annual review of continuing related transactions listed in Article 40. 	Improve the accuracy of expression in accordance with Rule 14A.74 of the Hong Kong Listing Rules.
—	Article 43 In the course of the transaction, if the counterparty becomes a connected person of the Company as defined under the Hong Kong Listing Rules due to changes in actual conditions, such transaction can continue if there are no changes in its transaction terms, but the relevant status shall be reported to the Board office for record in time. The Company shall observe the annual review and disclosure requirements as soon as it is aware of such event according to the Hong Kong Listing Rules, including publication of an announcement and annual reporting. In case of a change in transaction matters or terms or an update in the agreement, the corresponding procedures shall be performed in accordance with this system and Chapter 14A of the Hong Kong Listing Rules.	Improve the accuracy of expression of Article 28 before the amendment of this system in accordance with Rule 14A.60 of the Hong Kong Listing Rules and is adjusted to this chapter from “Chapter IV Management of Related Party Transactions”.

**APPENDIX IV EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO
THE MANAGEMENT SYSTEM FOR RELATED-PARTY TRANSACTIONS**

Original Articles	Amended Articles	Basis of Amendment
Article 46 The Company and/or each entity shall enter into a written agreement with the counterparty in relation to a related party transaction to the extent authorized in accordance with the approval conditions. A related party transaction agreement shall have principal terms, including names of entities under the transaction, transaction price and settlement methods, pricing principles and basis, total transaction volume or specific determination method, time and methods of payment, conditions and time for effectiveness of the agreement and period for performance. Any individual may only represent one of the parties to enter into the agreement. The obligation of timely disclosure of information shall be performed after signing the related party transaction agreement according to this system and the disclosure requirements of the regulatory authorities of the place where the Company's shares are listed. Any agreement without stating the total transaction amount shall be submitted to the shareholders' general meeting for consideration and disclosed in a timely manner.	—	The Implementation Guidelines for Related Party Transactions of SSE Listed Companies on which this article is based were abolished.
Article 48 When the Company conducts related party transactions related to ordinary operation with any related persons, such as purchasing raw materials, fuel, power, selling products and goods, providing or accepting labor services, authorizing or accepting authorization to sell, such transactions shall be subject to corresponding decision-making procedures and disclosure obligations on a case-by-case basis. If the term of the ordinary related party transaction agreement entered into with the related party as defined by domestic securities regulatory authorities exceeds three years, the agreement shall be subject again to the relevant consideration procedures and information disclosure obligations every three years based on the total transaction amount under the agreement.	—	The relevant requirements for the management of ordinary related party transactions have been stipulated in Articles 34 and 35 of the amended system.

**APPENDIX IV EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO
THE MANAGEMENT SYSTEM FOR RELATED-PARTY TRANSACTIONS**

Original Articles	Amended Articles	Basis of Amendment
—	Article 47 The audit department shall, in accordance with the regulatory requirements, audit the related party transactions that meet the standards specified in Article 25(3) one by one, and shall ensure that the information in the audit report is true, accurate and complete. The audit report shall be submitted to the Board for consideration. Unless otherwise required by laws and regulations, the audit department shall inspect the implementation of related party transactions at least once every six months, issue inspection reports and submit them to the Audit Committee of the Board.	1. This article is added in accordance with the Notice on Matters Concerning Further Strengthening the Supervision of Related Party Transactions of Securities Companies (《關於進一步加強證券公司關聯交易監管有關事項的通知》) of the Jiangsu Securities Regulatory Bureau; 2. This article is added in accordance with Article 5.12 of the Self-regulatory Guidelines for Listed Companies No. 1 – Standardized Operation issued by the Shanghai Stock Exchange.
Chapter 6 Special Provisions on Purchasing Related Persons' Assets at a Premium	—	The Implementation Guidelines for Related Party Transactions of SSE Listed Companies on which this chapter is based were abolished, therefore all articles in this chapter were deleted.
Article 51 In case of a substantial related party transaction in which the Company is to purchase related persons' assets at a price that exceeds 100% of their book value, the Company shall, apart from disclosing the reasons for such premium, provide internet voting or other convenient means of voting for shareholders to attend general meeting, and comply with the provisions of Articles 52 to 55.	—	Same as above.

APPENDIX IV	EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO THE MANAGEMENT SYSTEM FOR RELATED-PARTY TRANSACTIONS
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Original Articles	Amended Articles	Basis of Amendment
Article 52 The Company shall provide profit forecast report for the assets it proposes to purchase. Such report shall be reviewed by such accounting firm that is qualified for conducting securities and futures related businesses. If the Company fails to provide the profit forecast report, it shall explain the reasons and make risk warning in the announcement for the related party transaction, and make detailed analyses on the impact of that related party transaction on the Company's ability to operate as a going concern and its future development as well.	—	Same as above.
Article 53 In case of a related party transaction in which the Company appraises the assets to be purchased by those valuation methods which are based on future earnings forecast (such as discounted cash flow method or hypothetical development method) and adopts the same as its pricing basis, the Company shall disclose the difference between the actual and estimated profits of the assets involved in its annual reports for three consecutive years after completion of such related party transaction, and have an accounting firm issue specific audit opinions for such case. The Company shall enter into an explicit and practicable compensation agreement with related persons in the case that the actual profit of the assets involved falls short of the estimated profit.	—	Same as above.

**APPENDIX IV EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO
THE MANAGEMENT SYSTEM FOR RELATED-PARTY TRANSACTIONS**

Original Articles	Amended Articles	Basis of Amendment
Article 54 In case of a related party transaction in which the Company appraises the assets to be purchased by discounted cash flow method or hypothetical development method and adopts the same as its pricing basis, the Company shall disclose the relevant data of appraisals using more than two appraisal methods, including the methods aforesaid. The independent directors shall comment on the independence of the appraisal institutions, reasonableness of the assumptions used in the appraisal and fairness of the appraised price, etc.	—	Same as above.
Article 55 The Company's Audit Committee shall advise on the related party transactions aforesaid as to the followings: (I) the grounds and factors considered for the opinions given; (II) whether the transaction is priced on a fair and reasonable basis and is in the interests of the Company and its shareholders as a whole; (III) proposals made to non-related directors and non-related shareholders for or against the related party transaction. Before making a judgment, the Audit Committee may engage an independent financial adviser to issue a report that may serve as the basis of its judgment.	—	Same as above.

**APPENDIX IV EXPLANATION TABLE OF THE PROPOSED AMENDMENTS TO
THE MANAGEMENT SYSTEM FOR RELATED-PARTY TRANSACTIONS**

Original Articles	Amended Articles	Basis of Amendment
—	Article 49 The overseas subsidiaries of the Company shall standardize the management of the related party transactions based on the relevant requirements of the Regulations on the Management of Overseas Establishment of, Acquisition of and Shareholding in Operating Institutions of Securities Companies and Securities Investment Fund Management Companies and in accordance with the relevant provisions of this system.	This article is added in accordance with Article 24 of the Regulations on the Management of Overseas Establishment of, Acquisition of and Shareholding in Operating Institutions of Securities Companies and Securities Investment Fund Management Companies.
Article 56 For any issues that are not covered hereof, the Company shall proceed pursuant to relevant PRC laws, administrative regulations, rules, requirements of regulatory authorities in the place where shares of the Company are listed as well as the Articles of Association and relevant policies of the Company.	Article 50 For any issues that are not covered hereof, the Company shall proceed pursuant to relevant PRC laws, regulations, rules, normative documents , requirements of regulatory authorities in the place where shares of the Company are listed as well as the Articles of Association and relevant policies of the Company.	Improve the accuracy of expression.
Article 57 In case of any inconsistency between this system and relevant PRC laws, administrative regulations and the Articles of Association, the relevant PRC laws, administrative regulations and the Articles of Association shall prevail and this system shall be amended to reflect changes in the PRC laws and regulations.	Article 51 In case of any inconsistency between this system and relevant PRC laws, regulations, rules, normative documents and the Articles of Association, the relevant PRC laws, regulations, rules, normative documents and the Articles of Association shall prevail and this system shall be amended to reflect changes in the PRC laws, regulations, rules and normative documents .	Improve the accuracy of expression.
Article 59 Where any of the Company or entities, related persons or relevant obligors violates any provisions of this system, any relevant liable person will be inquired into and claimed against in accordance with the laws, regulations, and normative documents.	Article 53 Where any of the Company or entities, related persons or relevant obligors violates any provisions of this system, any relevant liable person will be inquired into and claimed against in accordance with the laws, regulations, rules and normative documents.	Improve the accuracy of expression.

- 2. The serial number of articles under each section in the Management System for Related-Party Transactions of the Company shall be adjusted in accordance with the above amendments of the Management System for Related-Party Transactions of the Company.**

EXECUTIVE DIRECTORS

Mr. Zhang Wei, born in November 1964, MBA, and is a senior engineer and senior economist. He once worked in Jiangsu Electronic Industry Research Institute (江蘇省電子工業綜合研究所). He also served as cadre at department level of Jiangsu Electronic Industry Bureau and the deputy director of Asset Management Division. He worked as secretary to the board of directors and assistant to general manager, deputy general manager, general manager and deputy secretary of the party committee of Jiangsu Hiteker High-tech Co., Ltd. (江蘇宏圖高科技股份有限公司) (a company listed on the Shanghai Stock Exchange with the stock code of 600122). He also served as 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 served as secretary of the party committee of the Company from March 2019 to December 2019, and has been Chairman of the Board and secretary of the party committee of the Company since December 2019.

Ms. Yin Lihong, born in January 1970, has a bachelor's degree in national economic management. She worked as an employee of Sajiawan Sub-branch of Nanjing Branch of Bank of China Limited (“**Bank of China**”, a company listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, with stock codes 3988 and 601988 respectively) from August 1991 to August 1992; an employee, section member and the Deputy Section Chief of the Planning Department of Bank of China Nanjing Branch from August 1992 to October 1998; the assistant to the President of the Nanjing Chengbei Sub-branch of Bank of China Jiangsu Branch from October 1998 to June 1999; the Vice President of Nanjing Chengxi Sub-branch of Bank of China Jiangsu Branch from June 1999 to September 2003; the President of Nanjing Baixia Sub-branch of Bank of China Jiangsu Branch from September 2003 to July 2004; the Vice President of Nanjing Chengnan Sub-branch of Bank of China Jiangsu Branch from July 2004 to October 2004; the President of Nanjing Xingang Sub-branch of Bank of China Jiangsu Branch from October 2004 to August 2007; the assistant to the General Manager of Planning and Finance Department of Bank of Jiangsu Co., Ltd. (“**Bank of Jiangsu**”, a company listed on the Shanghai Stock Exchange, with stock code 600919) from September 2007 to October 2007; and the Deputy General Manager of Human Resources Department of Bank of Jiangsu from October 2007 to April 2009; the General Manager of Human Resources Department and Head of Organization Department of Party Committee of Bank of Jiangsu from April 2009 to June 2021. She has served as Deputy Secretary of the Party Committee of the Company from June 2021 to present. She has served as Director of the Company since June 2022.

As of the Latest Practicable Date, the abovementioned candidates for executive Directors have not been subject to any punishment by the CSRC or other relevant authorities or by any stock exchanges. Save as disclosed in this circular, the abovementioned candidates for executive Directors have no other relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company and have not held any other position in any member of the Group; have no interest in any Shares of the Company as defined in Part XV of the Securities and Futures Ordinance; did not hold any

directorship of any other listed companies in the past three years; have no information that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; and have no other matters that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTORS

Mr. Ding Feng, born in December 1968, holds a master's degree in business administration and is a senior accountant. He served as 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; senior 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 and Investment Company (江蘇省國際信託投資公司) from October 1995 to August 2002; project manager of the finance department of Jiangsu Guoxin Asset Management 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 (assistant to manager) 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 Asset Management Group Limited (江蘇省國信資產管理集團有限公司) 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. from January 2012 to March 2018. He has served as general manager of the finance department of Jiangsu Guoxin Investment Group Limited (江蘇省國信集團有限公司) since March 2018. Currently, Mr. Ding Feng also serves concurrently as director of Jiangsu Province Lianhe Zhengxin Co., Ltd. (江蘇省聯合徵信有限公司), director of Jiangsu Province Guoxin Credit Financing Guarantee Co., Ltd. (江蘇省國信信用融資擔保有限公司) and director of Zking Property & Casualty Insurance Co., Ltd. (紫金財產保險股份有限公司). Jiangsu Guoxin Investment Group Limited (江蘇省國信集團有限公司) where Mr. Ding Feng works is a wholly-owned subsidiary of the Jiangsu Provincial Government State-owned Assets Supervision and Administration Commission (江蘇省政府國有資產監督管理委員會), which is the de facto controller of the Company. He has been a Director of the Company since October 2018.

Mr. Chen Zhongyang, born in October 1967, has a master's degree in engineering and is a senior engineer of the researcher rank. He served as a staff member and the Deputy Section Chief (presiding over the work) of the Planning Division of the Jiangsu Expressway Command Office from June 1992 to November 2000; and the deputy manager (presiding over the work) of the Operation and Development Department of Jiangsu Jinghu Expressway Co., Ltd. (江蘇京滬高速公路有限公司) from November 2000 to August 2001; an employee (senior engineer), the Deputy Director and Director of the Road Assets and Interests Section of Jiangsu Communications Industry Group Co., Ltd. (江蘇交通產業集團有限公司) from August 2001 to October 2004; the Deputy Director of the Operation Safety Department, Deputy Director of the Engineering Technology Department, Deputy Director of the Engineering Technology

Department, Deputy Director of the Expansion Project Office, Director of the Expansion Project Office, Deputy Director of the Engineering Technology Department, and Director of Corporate Management and Legal Affairs Department of Jiangsu Communications Holding Co., Ltd. from October 2004 to November 2017; the Chairman, Party Secretary and General Manager, and Chairman and Party Secretary of Jiangsu Jinghu Expressway Co., Ltd. (江蘇京滬高速公路有限公司) from November 2017 to April 2019; the Party Secretary and Director of Jiangsu Expressway Operation and Management Center (江蘇省高速公路經營管理中心) and the assistant to the General Manager of Jiangsu Communications Holding Co., Ltd. (江蘇交通控股有限公司) from April 2019 to July 2020. He has served as the Deputy General Manager and member of the Party Committee of Jiangsu Communications Holding Co., Ltd. since July 2020. Currently, Mr. Chen Zhongyang is also a vice chairman of Institute of Development and Reform for State-owned Enterprises in Jiangsu (江蘇省國有企業發展改革研究會), a council member of Jiangsu Provincial Comprehensive Transportation Association (江蘇省綜合交通運輸協會) and a director of Jinling Hotel Co., Ltd. (金陵飯店股份有限公司, a company listed on the Shanghai Stock Exchange, with stock code 601007) and a director of China Eastern Airlines Jiangsu Co., Ltd. (中國東方航空江蘇有限公司). Jiangsu Communications Holding Co., Ltd., where Mr. Chen Zhongyang works, is a wholly-owned subsidiary of the Jiangsu Provincial Government State-owned Assets Supervision and Administration Commission, which is the actual controller of the Company. He has served as a Director of the Company since June 2022.

Mr. Ke Xiang, born in June 1974, has a Ph.D. degree in management and is a senior engineer. From August 1996 to October 2002, he successively served as staff member of the infrastructure investment division, staff member and deputy senior staff member of the agriculture division of Jiangsu Provincial Department of Finance. From October 2002 to August 2020, he worked at Jiangsu Communications Holding Co., Ltd. and successively served as assistant to the director of the office, deputy director of the office, deputy director of the operation and safety department, deputy director of the Toll Management Center of Expressway Network of Jiangsu Province, director of the Information Center and deputy director of the office, director of the development strategy and policy regulation research office, deputy director of the investment and development department, director of the strategic research office, deputy director of the corporate management and legal affairs department, and director of the strategic planning department. Since August 2020, he has been the deputy general manager, member of the party committee and general counsel of Govtor Capital Group Co., Ltd. Currently, Mr. Ke Xiang is also the vice president of Jiangsu Capital Market Research Association, a director of Jiangsu Financial Association, a director of Jiangsu Addor Huijing Asset Management Co., Ltd. (江蘇毅達匯景資產管理有限公司), a director and general manager of Jiangsu Govtor Asset Management Co., Ltd. (江蘇高投資資產管理有限公司) and a director of Jiangsu Fenghai New Energy Seawater Desalination Co., Ltd. (江蘇豐海新能源淡化海水發展有限公司). Govtor Capital Group Co., Ltd., in which Mr. Ke Xiang is employed, is a wholly-owned subsidiary of the Jiangsu Provincial Government State-owned Assets Supervision and Administration Commission, which is the actual controller of the Company. He has served as Director of the Company since February 2021.

Ms. Hu Xiao, born in October 1979, MBA. She served as accountant of KPMG Huazhen LLP from September 2002 to July 2003; research assistant of the stock research department of China International Capital Corporation Limited (a company listed on the Hong Kong Stock Exchange with the stock code of 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; and has served as director and managing director of the strategic investment department of Alibaba Group Holding Limited (a company listed on the Hong Kong Stock Exchange and New York Stock Exchange with the stock codes of 9988 and BABA respectively) since March 2017. At present, Ms. Hu Xiao also serves as director of YTO Express Group Co., Ltd. (a company listed on the Shanghai Stock Exchange with the stock code of 600233), director of Dianwoba Holdings Limited, director of Shanghai Wanxiang Culture Distribution Limited, director of Jiangsu Kangzhong Automobile Parts Company Limited, director of BEST Inc (a company listed on the New York Stock Exchange with the stock code of BEST), director of Red Star Macalline Group Corporation Limited (a company listed on the Hong Kong Stock Exchange and Shanghai Stock Exchange with the stock codes of 1528 and 601828 respectively), director of Travel Ease International (Hong Kong) Limited, director of Yunshang Exhibition Company Limited and director of Zhejiang Haozhu Network Technology Company Limited. She has served as a Director of the Company since October 2018.

Mr. Zhang Jinxin, born in October 1971, has a Ph.D. degree in industrial economics. From July 1994 to September 1997, he served as intern researcher in the Institute of Occupational Medicine of the General Research Institute of Coal Science (煤炭科學研究總院職業醫學研究所); from March 2000 to September 2001, he served as analyst in the development strategy department of Lenovo Group Limited (a company listed on the Hong Kong Stock Exchange with the stock code of 992); from July 2005 to September 2017, he served as the lecturer and associate professor of accounting and deputy head of the accounting department at the School of Economics and Management of Beijing Jiaotong University; from September 2017 to present, he has served as the deputy general manager of the research and planning department of Chengtong Fund Management Company Limited (誠通基金管理有限公司). Currently, Mr. Zhang Jinxin serves as an independent director of Beijing Tiandetai Technology Company Limited (北京天德泰科技股份有限公司) (a company listed on the NEEQ with the stock code of 839432) and independent director of Shanxi Jinbo Bio-Pharmaceutical Co., Ltd. (山西錦波生物醫藥股份有限公司) (a company listed on the NEEQ with the stock code of 832982).

As of the Latest Practicable Date, the abovementioned candidates for non-executive Directors have not been subject to any punishment by the CSRC or other relevant authorities or by any stock exchanges. Save as disclosed in this circular, the abovementioned candidates for non-executive Directors have no other relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company and have not held any other position in any member of the Group; have no interest in any Shares of the Company as defined in Part XV of the Securities and Futures Ordinance; did not hold any directorship of any other listed companies in the past three years; have no information that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; and have no other matters that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wang Jianwen, born in July 1974, has a Ph.D. degree in civil and commercial law. From August 1998 to May 2006, he taught at Nanjing Tech Law School. From May 2006 to May 2016, he taught at Hohai University School of Law. From May 2016 to May 2021, he was a professor, doctor-postgraduate supervisor and the dean at the College of Humanities and Social Sciences of Nanjing University of Aeronautics and Astronautics. Since May 2021, he has been a professor and doctor-postgraduate supervisor of the Law School of Nanjing University. At present, Mr. Wang Jianwen concurrently serves as member of the legal expert pool of Jiangsu Provincial Party Committee, decision-making advisory expert of the Standing Committee of Jiangsu Provincial People's Congress, legal advisor of Jiangsu Political Consultative Conference, non-permanent member of the selection committee of judges and prosecutors of Jiangsu Province, specially invited advisory expert of Nanjing Intermediate People's Court, legal advisor of Nanjing Qinhuai District Party Committee, independent director of Changshu Feifan New Material Company Limited, independent director of Tongfu Microelectronics Co., Ltd. (a company listed on Shenzhen Stock Exchange with the stock code of 2156). He has served as independent Director of the Company since June 2020.

With many years of legal experience, Mr. Wang Jianwen is a good addition to the diversity of the Board members, and he can give opinions to the Board from a legal perspective.

Mr. Wang Quansheng, born in October 1968, has a Ph.D. degree in business management. He served as a teaching assistant in the Information Center of the Business School of Nanjing University from September 1993 to August 1995; a lecturer in the Information Center of the Business School of Nanjing University from September 1995 to March 2001; an associate professor and the Deputy Dean of the Department of E-commerce of the Business School of Nanjing University from April 2001 to September 2008; an associate professor and the Dean of the Department of E-commerce of the Business School of Nanjing University from September 2008 to January 2011; a professor and the Dean of the Department of E-commerce of the Business School of Nanjing University from January 2011 to July 2013; a professor and the Dean of the Department of Marketing and E-commerce of the Business School of Nanjing University from July 2013 to September 2016; and a professor and the Deputy Dean of the Management School of Nanjing University from September 2016 to November 2020. He has been a professor and the Deputy Dean of the Business School of Nanjing University since November 2020. At present, Mr. Wang Quansheng concurrently serves as independent director of Nanjing Iron & Steel Co., Ltd. (a company listed on the Shanghai Stock Exchange with the stock code of 600282). He has served as independent director of the Company since June 2022.

With many years of digital economy management experience, Mr. Wang Quansheng is a good addition to the diversity of the Board members, and he can bring extensive business management knowledge and experiences to the Board.

Mr. Peng Bing, born in January 1972, has a Ph.D. degree in international law. From July 1993 to August 1994, he served as employee of Chuzhou Sub-branch, Anhui Branch of the Industrial and Commercial Bank of China (a company listed on the Hong Kong Stock Exchange and Shanghai Stock Exchange with the stock code of 1398 and 601398, respectively); from April 2000 to July 2005, he served as lecturer at the Law School of Peking University; from July 2005 to July 2017, he served as associate professor at the Law School of Peking University; from July 2017 to present, he serves as professor at the Law School of Peking University. At present, Mr. Peng Bing concurrently serves as arbitrator of Shenzhen Court of International Arbitration, arbitrator of Beijing Arbitration Commission, mediator of Shenzhen Securities and Futures Dispute Resolution Centre, vice president and secretary-general of China Business Law Society, and independent director of HSBC Qianhai Securities Limited.

With many years of legal experience, Mr. Peng Bing is a good addition to the diversity of the Board members, and he can give opinions to the Board from a legal perspective.

Mr. Wang Bing, born in March 1978, has a Ph.D. degree in accounting. From July 2007 to December 2011, he served as lecturer in the Department of Accounting of Nanjing University; from January 2012 to December 2016, he served as associate professor in the Department of Accounting of Nanjing University; from December 2016 to January 2022, he served as associate professor and secretary of the party branch of the Department of Accounting of Nanjing University; from January 2022 to present, he served as associate professor, deputy head of the Department and secretary of the party branch of the Department of Accounting of Nanjing University. At present, Mr. Wang Bing concurrently serves as director of the China Audit Society, director of the China Institute of Internal Audit, independent director of Changzhou Tronly New Electronic Materials Co., Ltd. (a company listed on the Shenzhen Stock Exchange with the stock code of 300429), independent director of Kuangda Technology Group Co. Ltd. (a company listed on the Shenzhen Stock Exchange with the stock code of 2516) and independent director of HIT Welding Industry Co., Ltd. (a company listed on the Shenzhen Stock Exchange with the stock code of 301137) and independent director of Jiangsu Jiuwu High-Tech Co., Ltd. (a company listed on the Shenzhen Stock Exchange with the stock code of 300631).

With many years of accounting experience, Mr. Wang Bing is a good addition to the diversity of the Board members and empowers the Board to better monitor the implementation of the Company's strategic development plans based on the accounting aspect.

Mr. Xie Yonghai, born in November 1952, has a bachelor's degree in English. From September 1975 to December 1979, he worked in the Foreign Affairs Bureau of the Chinese Academy of Social Sciences; from December 1979 to October 1981, he worked in the Funds Department of the Head Office of the Bank of China; from October 1981 to July 1986, he served as deputy manager of the Foreign Exchange Department of the London Branch of the Bank of China; from July 1986 to October 1989, he served as deputy head of the Funds

Department of the Head Office of the Bank of China; from October 1989 to December 1992, he served as head of the Funds Department of the Tokyo Branch of the Bank of China; from January 1993 to January 1996, he served as deputy general manager of H.K. Yongxin Industrial Limited; from January 1996 to July 1998, he served as standing deputy general manager of Hong Kong Shun Loong Group; from July 1998 to December 2002, he served as deputy general manager of the Investment Management Department and deputy general manager of the Global Markets Department of the Head Office of the Bank of China; from December 2002 to December 2012, he served as deputy executive president of BOC International Holdings Limited; from January 2003 to present, he served as chairman of BOCI-Prudential Asset Management Limited; from July 2014 to July 2020, he served as independent non-executive director of Huafa Property Services Group Company Limited (formerly known as “HJ Capital (International) Holdings Company Limited”, a company listed on the Hong Kong Stock Exchange with the stock code of 982); from October 2015 to June 2016, he served as independent non-executive director of Huarong International Financial Holdings Limited (a company listed on the Hong Kong Stock Exchange with the stock code of 993); from March 2016 to June 2020, he served as independent non-executive director of Guoan International Limited (a company listed on the Hong Kong Stock Exchange with the stock code of 143); from May 2018 to January 2022, he served as independent non-executive director of China Tower Corporation Limited (a company listed on the Hong Kong Stock Exchange with the stock code of 788); from June 2018 to May 2020, he served as independent non-executive director of Banco Well Link, S.A.; from June 2020 to October 2020, he served as independent non-executive director of Jinmao Hotel and Jinmao (China) Hotel Investment Management Limited. At present, Mr. Xie Yonghai concurrently serves as vice chairman of the Chinese General Chamber of Commerce, permanent honorary chairman of the Chinese Securities Association of Hong Kong, member of the Advisory Committee of the Securities and Futures Commission of Hong Kong, independent non-executive director of BOCOM International Holdings Company Limited (a company listed on the Hong Kong Stock Exchange with the stock code of 3329), independent non-executive director of DTXS Silk Road Investment Holdings Company Limited (a company listed on the Hong Kong Stock Exchange with the stock code of 620), independent non-executive director of Vico International Holdings Limited (a company listed on the Hong Kong Stock Exchange with the stock code of 1621), and independent non-executive director of Qianhai Financial Holdings Co., Limited.

With many years of investment management experience, Mr. Xie Yonghai is a good addition to the diversity of the Board members and gives valuable opinions to the Board in respect of investment management.

The nominations of the abovementioned candidates for independent non-executive Directors are based on the Company’s consideration of 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 value of the candidates and the contribution

that they could make to the Board, and the benefits from the diversity of Board members according to their objective conditions, and in accordance with laws, regulations and relevant provisions of securities regulatory authorities.

As of the Latest Practicable Date, the abovementioned candidates for independent non-executive Directors have not been subject to any punishment by the CSRC or other relevant authorities or by any stock exchanges in the recent three years. Save as disclosed in this circular, the abovementioned candidates for independent non-executive Directors have no other relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company and have not held any other position in any member of the Group; have no interest in any Shares of the Company as defined in Part XV of the Securities and Futures Ordinance; did not hold any directorship of any other listed companies in the past three years; have no information that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; and have no other matters that need to be brought to the attention of the Shareholders.

**APPENDIX VI BIOGRAPHIES OF CANDIDATES FOR SUPERVISORS
(NON-EMPLOYEE REPRESENTATIVE SUPERVISORS)
OF THE SIXTH SESSION OF THE SUPERVISORY COMMITTEE**

Ms. Li Chongqi, born in November 1977, has a bachelor's degree in management, majoring in business administration, and is a senior economist and senior accountant. From August 1998 to August 2009, she served as accountant of the finance department, director of the finance department, deputy general manager and director of the finance department of Tongda General Company of Jiangsu Huaiyin Power Generation Company; from August 2009 to March 2018, she served as deputy director of the finance department (chief rank), director of the finance department, deputy chief accountant and director of the finance department, member of the party committee and deputy general manager of Jiangsu Huaiyin Power Generation Company; from March 2018 to June 2022, she served as deputy general manager and deputy general manager (departmental chief level) of the human resources department of Jiangsu Guoxin Investment Group Limited; from June 2022 to the present, she served as general manager of the finance department of Jiangsu Guoxin Investment Group Limited. At present, Ms. Li Chongqi concurrently serves as director of Jiangsu Railway Group Co., Ltd., director of Jiangsu International Trust Corporation Limited, chairman of the supervisory committee of Jiangsu New Energy Development Co., Ltd. (a company listed on the Shanghai Stock Exchange with the stock code of 603693), director of Suzhou Zhongfang Consortium Holding Company Limited, vice chairman of Jiangsu Radio and Television Information Network Investment Company Limited, and chairman of the supervisory committee of Hong Kong Broadsino Investment Company Limited. Jiangsu Guoxin Investment Group Limited where Ms. Li Chongqi works, is a wholly-owned subsidiary of the Jiangsu Provincial Government State-owned Assets Supervision and Administration Commission, which is the actual controller of the Company.

Ms. Yu Lanying, born in May 1971, has a master's degree in industrial economics and is a senior accountant and a certified public accountant. She worked in the finance department of Nanjing Runtai Industrial Trading Company from August 1993 to August 1996; pursued graduate studies in industrial economics at Nanjing University of Science and Technology from September 1996 to April 1999; worked in the finance and audit department of Jiangsu United Trust and Investment Company from May 1999 to December 2002; worked in the finance and audit division of Jiangsu Communications Industry Group Co., Ltd. from January 2003 to September 2004; worked in finance and audit department of Jiangsu Communications Holding Co., Ltd. from October 2004 to May 2008; served as deputy manager (presiding) of the finance and accounting department, manager of the finance and accounting department, deputy financial controller (department level), chief financial officer, member of the party committee of Jiangsu Expressway Company Limited (a company concurrently listed on the Hong Kong Stock Exchange, the Shanghai Stock Exchange and in the United States, with stock codes of 177, 600377 and 477373104 respectively) from June 2008 to November 2016; she served as deputy general manager, chief financial officer and member of the party committee of Jiangsu Expressway Company Limited from November 2016 to March 2018; she served as head of the audit and risk control department of Jiangsu Communications Holding Co., Ltd. from March 2018 to August 2018; head of the audit and risk control department and director of the audit centre of Jiangsu Communications Holding Co., Ltd. from August 2018 to November 2019; head of the financial management department of Jiangsu Communications Holding Co., Ltd.

**APPENDIX VI BIOGRAPHIES OF CANDIDATES FOR SUPERVISORS
(NON-EMPLOYEE REPRESENTATIVE SUPERVISORS)
OF THE SIXTH SESSION OF THE SUPERVISORY COMMITTEE**

from November 2019 to May 2022; and assistant to general manager and head of the financial management department of Jiangsu Communications Holding Co., Ltd. since May 2022. At present, Ms. Yu Lanying concurrently serves as supervisor of Jiangsu Credits Re-Guarantee Group, chairman of the supervisory committee of Jiangsu Salt Industry Group Co., Ltd. director of Jiangsu Jinsuzheng Investment Development Co., Ltd. and director of Bank of Nanjing Co., Ltd. (a company listed on the Shanghai Stock Exchange with stock code of 601009). Jiangsu Communications Holding Co., Ltd. where Ms. Yu Lanying works, is a wholly-owned subsidiary of the Jiangsu Provincial Government State-owned Assets Supervision and Administration Commission, which is the actual controller of the Company. She has served as supervisor of the Company since October 2018.

Ms. Zhang Xiaohong, born in January 1967, holds a master's degree in business administration and is an international business operator. From August 1989 to April 1997, she served as foreign sales business manager of Nanjing Native Produce and Animal Byproducts Import and Export Co., Ltd.; from April 1997 to November 2000, she served as assistant manager and manager of Jiangsu Xinsu Investment Management Co., Ltd.; from December 2000 to May 2005, she served as department manager of Jiangsu Venture Capital Co., Ltd.; from May 2005 to July 2020, she served as senior investment manager, deputy general manager of asset management department, general manager of asset management department and general manager of investment operation department of Govtor Capital Group Co., Ltd.; from July 2020 to present, she has served as deputy general manager of Govtor Capital Group Co., Ltd. At present, Ms. Zhang Xiaohong concurrently serves as vice president of Jiangsu Talent Innovation and Entrepreneurship Promotion Association, vice chairman of Jiangsu Advanced Materials Industry Association, supervisor of Jiangsu Addor Equity Investment Fund Management Co. Ltd., legal representative and chairman of the board of Jiangsu Govtor Venture Capital Management Co., Ltd., legal representative, executive director and general manager of Jiangsu Talent Innovation and Venture Service Center Co., Ltd., legal representative and chairman of the board of Jiangsu Govtor Asset Management Co., Ltd. and appointed representative of the managing partner of Jiangsu Xinxin Retail Innovation Fund (Limited Partnership). Govtor Capital Group Co., Ltd., where Ms. Zhang Xiaohong works, is a wholly-owned subsidiary of the Jiangsu Provincial Government State-owned Assets Supervision and Administration Commission, which is the actual controller of the Company. She has served as supervisor of the Company since December 2019.

Ms. Zhou Hongrong, born in March 1972, has a college degree and is a senior accountant. From August 1993 to May 2003, she served as clerk of the garment finance division and deputy section chief of the garment finance and accounting division of the asset finance department of Jiangsu Silk Import & Export Group Co. Ltd.; from May 2003 to January 2010, she served as deputy section chief of the garment finance and accounting division, deputy section chief of the second accounting division, deputy section chief of the light textile finance and accounting division, and head of the light textile finance and accounting division of the finance department of Jiangsu SOHO International Group Corp.; from January 2010 to March 2012, she served as assistant to the general manager of the asset and finance department

**APPENDIX VI BIOGRAPHIES OF CANDIDATES FOR SUPERVISORS
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of Jiangsu Silk Group Corporation; from March 2012 to December 2020, she served as deputy general manager of asset and finance department and general manager of asset and finance department of Jiangsu SOHO Holdings Group Co.,Ltd.; from December 2020 to the present, she has served as vice president and member of the party committee of Jiangsu SOHO Holdings Group Co.,Ltd.. At present, Ms. Zhou Hongrong concurrently serves as chairman of Jiangsu Textile Engineering Society and vice chairman of Nanjing Chamber of Commerce For Imports & Exports Firms. Jiangsu SOHO Holdings Group Co.,Ltd., where Ms. Zhou Hongrong works, is a wholly-owned subsidiary of the Jiangsu Provincial Government State-owned Assets Supervision and Administration Commission, which is the actual controller of the Company.

As of the Latest Practicable Date, the abovementioned candidates for non-employee representative Supervisors have not been subject to any punishment by the CSRC or other relevant authorities or by any stock exchanges. Save as disclosed in this circular, the abovementioned candidates for non-employee representative Supervisors have no other relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; have no interest in any Shares of the Company as defined in Part XV of the Securities and Futures Ordinance; have no information that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; do not have and have not been involved in matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; did not hold any directorships in other listed companies or other positions in the members of the Group in the past three years and have no other matters that need to be brought to the attention of the Shareholders.