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If you have sold or transferred all your shares **in the Company**, you should at once hand this circular together with the accompanying form of proxy and reply slip to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agents through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).



(A joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name 华泰证券股份有限公司 and carrying on business in Hong Kong as HTSC)
(Stock Code: 6886)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED AMENDMENT TO THE RULES OF PROCEDURES OF
THE GENERAL MEETING
PROPOSED APPOINTMENT OF MEMBERS
OF THE FOURTH SESSION OF THE BOARD
PROPOSED APPOINTMENT OF MEMBERS
OF THE FOURTH SESSION OF THE SUPERVISORY COMMITTEE
AND
NOTICE OF THE EGM**

A notice convening the EGM of the Company to be held at Ballroom, 2nd Floor, Renaissance Nanjing Olympic Centre Hotel, 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Wednesday, 21 December 2016 at 1:30 p.m. is set out on pages 17 to 22 of this circular. If you are not able to attend the EGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the EGM and deposit it together with the notarized power of attorney or other documents of authorization with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H Share). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM should you so desire.

Shareholders of the Company intending to attend the EGM in person or by their proxies should complete and return the reply slip for attending the EGM to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H Share) on or before Thursday, 1 December 2016.

4 November 2016

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DEFINITIONS

DEFINITIONS

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

“Articles of Association”	the articles of association of our Company
“A Share(s)”	domestic shares of our Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi and are listed for trading on the Shanghai Stock Exchange
“Board”	the board of directors of our Company
“Company”	a joint stock company incorporated in the People’s Republic of China 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 7 December 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 are listed on the Main Board of The Stock Exchange of Hong Kong Limited on 1 June 2015 (Stock Code: 6886); the A shares of which are listed on the Shanghai Stock Exchange on 26 February 2010 (Stock Code: 601688), and except where the context otherwise requires, including its predecessors
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“EGM”	the third extraordinary general meeting in 2016 to be held by the Company on 21 December 2016
“Holder(s) of A Share(s)”	holder(s) of A Shares
“Holder(s) of H Share(s)”	holder(s) of H Shares
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share(s)”	overseas listed 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 dollars and are listed on the Hong Kong Stock Exchange
“Latest Practicable Date”	1 November 2016, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication

DEFINITIONS

“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China, excluding, for the purposes of this circular, Hong Kong, Macau and Taiwan
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of RMB1.00 each in the share capital of the Company, comprising A Share(s) and H Share(s)
“Shareholder(s)”	the shareholder(s) of the Company
“Supervisor(s)”	member(s) of our Supervisory Committee
“Supervisory Committee”	the supervisory committee of our Company

LETTER FROM THE BOARD



(A joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name 华泰证券股份有限公司 and carrying on business in Hong Kong as HTSC)
(Stock Code: 6886)

Executive Director:

Mr. ZHOU Yi (*Chairman and President*)

Non-executive Directors:

Ms. PU Baoying

Mr. SUN Hongning

Mr. ZHOU Yong

Mr. CAI Biao

Mr. GAO Xu

Mr. CHEN Ning

Mr. XU Qing

Registered office:

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

Principal place of business

in Hong Kong:

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

Independent Non-executive Directors:

Mr. BAI Wei

Mr. LIU Hongzhong

Mr. LEE Chi Ming

Mr. CHEN Chuanming

Mr. YANG Xiongsheng

4 November 2016

To the Shareholders

Dear Sir or Madam,

INTRODUCTION

The purpose of this circular is to provide you, as holders of H Shares, with the notice of the EGM (set out on pages 17 to 22 of this circular) and provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

For reference purpose only, notice of the EGM of Holders of A Shares has been published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn/>) on Friday, 4 November 2016.

LETTER FROM THE BOARD

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

- 1. Proposal in relation to the Amendments to the Articles of Association**
- 2. Proposal in relation to the Amendment to the Rules of Procedures of the General Meeting**
- 3. Proposal in relation to the Appointment of Members of the Fourth Session of the Board**
 - 3.1 To consider and approve the appointment of Mr. Zhou Yi as an executive Director of the fourth session of the Board
 - 3.2 To consider and approve the appointment of Ms. Pu Baoying as a non-executive Director of the fourth session of the Board
 - 3.3 To consider and approve the appointment of Mr. Gao Xu as a non-executive Director of the fourth session of the Board
 - 3.4 To consider and approve the appointment of Mr. Chen Ning as a non-executive Director of the fourth session of the Board
 - 3.5 To consider and approve the appointment of Mr. Sun Hongning as a non-executive Director of the fourth session of the Board
 - 3.6 To consider and approve the appointment of Mr. Xu Qing as a non-executive Director of the fourth session of the Board
 - 3.7 To consider and approve the appointment of Mr. Zhou Yong as a non-executive Director of the fourth session of the Board
 - 3.8 To consider and approve the appointment of Mr. Chen Chuanming as an independent non-executive Director of the fourth session of the Board
 - 3.9 To consider and approve the appointment of Mr. Liu Hongzhong as an independent non-executive Director of the fourth session of the Board
 - 3.10 To consider and approve the appointment of Mr. Lee Chi Ming as an independent non-executive Director of the fourth session of the Board
 - 3.11 To consider and approve the appointment of Mr. Yang Xiongsheng as an independent non-executive Director of the fourth session of the Board
 - 3.12 To consider and approve the appointment of Ms. Liu Yan as an independent non-executive Director of the fourth session of the Board
- 4. Proposal in relation to the Appointment of Members of the Fourth Session of the Supervisory Committee**
 - 4.1 To consider and approve the appointment of Mr. Wang Huiqing as a non-employee representative Supervisor of the fourth session of the Supervisory Committee

LETTER FROM THE BOARD

- 4.2 To consider and approve the appointment of Mr. Du Wenyi as a non-employee representative Supervisor of the fourth session of the Supervisory Committee
- 4.3 To consider and approve the appointment of Ms. Liu Zhihong as a non-employee representative Supervisor of the fourth session of the Supervisory Committee
- 4.4 To consider and approve the appointment of Mr. Yu Yimin as a non-employee representative Supervisor of the fourth session of the Supervisory Committee

Proposals 1 and 2 listed above will be proposed as special resolutions.

Proposals 3 and 4 listed above will be proposed as ordinary resolutions.

INFORMATION ON THE RESOLUTIONS

1. Proposal in relation to the Amendments to the Articles of Association

Reference is made to the announcement published on Friday, 28 October 2016 of the Company in relation to (among others) the proposed amendments to Articles 125, 150, 155 and 218 of the Articles of Association by the Board. The proposed amendments are hereby submitted to the EGM of the Company for consideration. The amendments to the Articles of Association are subject to the approval of competent securities regulatory authorities. The detailed information and reasons for the amendments are set out as follows:

Original Articles	Proposed Amendments to the Articles	Reasons for the Amendments
Article 125 A Shareholder attending a general meeting shall express one of the following opinions on any proposal to be voted on: for, against or abstention. Save for the circumstance under which the securities registration and settlement institution acting as the nominal holder of shares under the Shanghai-Hong Kong Stock Connect and some H Shares makes reporting in accordance with the instruction of the de facto holders of relevant Shares. Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the Shares held by such voters shall be counted as "abstentions".	Article 125 A Shareholder attending a general meeting shall express one of the following opinions on any proposal to be voted on: for, against or abstention. Save for the circumstance under which the securities registration and settlement institution acting as the nominal holder of Shares under the Stock Connect between Mainland and Hong Kong and the nominal holder of some H Shares makes reporting in accordance with the instruction of the de facto holders of relevant Shares. Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the Shares held by such voters shall be counted as "abstentions".	The amendment is made in accordance with the Guidelines for the Articles of Association of Listed Companies (as amended in 2016) (CSRC Announcement [2016] No. 23) (《上市公司章程指引(2016年修訂)》(證監會公告[2016]23號)) issued by the CSRC on 30 September 2016

LETTER FROM THE BOARD

Original Articles	Proposed Amendments to the Articles	Reasons for the Amendments
Where any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only in favor of (or only against) any particular resolution, any votes cast by or on behalf of such Shareholder in violation of such requirement or restriction shall not be counted.	Where any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only in favor of (or only against) any particular resolution, any votes cast by or on behalf of such Shareholder in violation of such requirement or restriction shall not be counted.	
Article 150 The Board shall comprise 15 Directors with at least one-third of them being independent Directors. The Company shall have one chairman and may have vice chairman. The number of internal directors shall not exceed half of the number of Directors. The chairman and vice chairman shall obtain the professional qualifications from the CSRC or a local CSRC office and shall meet the following requirements: (I) being of honesty, integrity and good behavior; (II) being familiar with securities laws, administrative regulations, rules and other normative documents and having the operation and management ability necessary for performing the duties; (III) engaging in the work of securities for more than 3 years, or the work of finance, law and accounting for more than 5 years, or the work of economy for more than 10 years;	Article 150 The Board shall comprise 13 Directors with at least one-third of them being independent Directors. The Company shall have one chairman and may have vice chairman. The number of internal directors shall not exceed half of the number of Directors. The chairman and vice chairman shall obtain the professional qualifications from the CSRC or a local CSRC office and shall meet the following requirements: (I) being of honesty, integrity and good behavior; (II) being familiar with securities laws, administrative regulations, rules and other normative documents and having the operation and management ability necessary for performing the duties; (III) engaging in the work of securities for more than 3 years, or the work of finance, law and accounting for more than 5 years, or the work of economy for more than 10 years;	The Company intends to duly streamline the composition of the Board in order to maintain the stability of its corporate governance structure and improve operation efficiency

LETTER FROM THE BOARD

Original Articles	Proposed Amendments to the Articles	Reasons for the Amendments
(IV) a bachelor's degree holder or above, or having equivalent education background; (V) having passed the qualification examination as recognized by the CSRC; and (VI) other requirements stipulated by laws, administrative regulations, department rules and the Articles of Association.	(IV) a bachelor's degree holder or above, or having equivalent education background; (V) having passed the qualification examination as recognized by the CSRC; and (VI) other requirements stipulated by laws, administrative regulations, department rules and the Articles of Association.	
Article 155 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. Save for the guarantees subject to consideration and approval at the general meeting as provided in Article 69, external guarantees provided by the Company are subject to the approval of the Board: Connected transactions between the Company and its connected persons which satisfy the following standards shall be submitted to the Board for consideration and approval: 1. any contemplated connected transaction between the Company and its connected natural person in an amount over RMB300,000;	Article 155 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. Save for the guarantees subject to consideration and approval at the general meeting as provided in Article 69, external guarantees provided by the Company are subject to the approval of the Board: Connected transactions between the Company and its connected persons which satisfy the following standards shall be submitted to the Board for consideration and approval: 1. any contemplated connected transaction between the Company and its connected natural person in an amount over RMB300,000;	As the scale of net assets of the Company has been increasing, the amendment is made to strengthen the risk control of the Company

LETTER FROM THE BOARD

Original Articles	Proposed Amendments to the Articles	Reasons for the Amendments
2. any contemplated connected transaction between the Company and its connected legal person in an amount over RMB3,000,000 and accounting for 0.5% or more of the latest audited absolute value of net assets of the Company. Any contemplated connected transaction between the Company and its connected person in an amount over RMB30,000,000 and accounting for 5% or more of the latest audited absolute value of net assets of the Company shall be submitted to the general meeting for consideration after such transaction is considered and approved by the Board. The Board shall be entitled to approve and decide external investment, acquisition and disposal of assets, asset mortgage, etc. which are in an amount accounting for more than 10% but not exceeding 50% of the latest audited absolute value of net assets of the Company. In conducting aforesaid transactions, the Company shall calculate based on the actual amount, and all the transactions that are completed within a period of twelve consecutive months shall be aggregated by category.	2. any contemplated connected transaction between the Company and its connected legal person in an amount over RMB3,000,000 and accounting for 0.5% or more of the latest audited absolute value of net assets of the Company. Any contemplated connected transaction between the Company and its connected person in an amount over RMB30,000,000 and accounting for 5% or more of the latest audited absolute value of net assets of the Company shall be submitted to the general meeting for consideration after such transaction is considered and approved by the Board. The Board shall be entitled to approve and decide external investment, acquisition and disposal of assets, asset mortgage, etc. which are in an amount accounting for more than 5% but not exceeding 50% of the latest audited absolute value of net assets of the Company. In conducting aforesaid transactions, the Company shall calculate based on the actual amount, and all the transactions that are completed within a period of twelve consecutive months shall be aggregated by category.	

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Original Articles	Proposed Amendments to the Articles	Reasons for the Amendments
Where the CSRC and the stock exchange on which the Shares of the Company are listed have other special provisions for the aforesaid transactions, the Company shall conduct the transactions in accordance with such provisions stipulated by the CSRC and the stock exchange on which the Shares of the Company are listed.	Any single external investment, acquisition and disposal of assets, asset mortgage, etc. which are in an amount accounting for more than 2% of the latest audited value of net assets of the Company shall be subject to the approval of the Board. Where the CSRC and the stock exchange on which the shares of the Company are listed have other special provisions for the aforesaid transactions, the Company shall conduct the transactions in accordance with such provisions stipulated by the CSRC and the stock exchange on which the shares of the Company are listed.	
Article 218 The Company shall have a supervisory committee. The Supervisory Committee comprises 9 Supervisors. It shall have one chairman, and can have vice-chairman. The chairman and vice-chairman of the Supervisory Committee shall be appointed or removed by the affirmative votes of more than two-thirds of the members of the Supervisory Committee. The chairman of the Supervisory Committee shall convene and preside over a meeting of the Supervisory Committee. If the chairman of the Supervisory Committee cannot or does not fulfill his/her duties, the vice-chairman of the Supervisory Committee shall convene and preside over the meeting of the Supervisory Committee. If the vice chairman of the Supervisory Committee cannot or does not fulfill his/her duties, a Supervisor jointly elected by half or above of the Supervisors shall convene and preside over the meeting of the Supervisory Committee.	Article 218 The Company shall have a supervisory committee. The Supervisory Committee comprises 7 Supervisors. It shall have one chairman, and can have vice-chairman. The chairman and vice-chairman of the Supervisory Committee shall be appointed or removed by the affirmative votes of more than two-thirds of the members of the Supervisory Committee. The chairman of the Supervisory Committee shall convene and preside over a meeting of the Supervisory Committee. If the chairman of the Supervisory Committee cannot or does not fulfill his/her duties, the vice-chairman of the Supervisory Committee shall convene and preside over the meeting of the Supervisory Committee. If the vice chairman of the Supervisory Committee cannot or does not fulfill his/her duties, a Supervisor jointly elected by half or above of the Supervisors shall convene and preside over the meeting of the Supervisory Committee.	The Company intends to duly streamline the composition of the Supervisory Committee in order to maintain the stability of its corporate governance structure and improve operation efficiency

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Original Articles	Proposed Amendments to the Articles	Reasons for the Amendments
The Supervisory Committee shall comprise shareholder representative Supervisors, employee representative Supervisors and independent Supervisors. Shareholder representative Supervisors and independent Supervisors shall be elected and removed by the general meeting. The employee representatives of the Supervisory Committee shall be elected at the employee representatives' meeting, employee meeting or otherwise democratically. The chairman of the Supervisory Committee shall have his/her qualification recognized by the CSRC or the local office of the CSRC before assuming office. The requirements of chairman stipulated in the Clause (2) of Article 150 in these Articles of Association are also applicable to the chairman of the Supervisory Committee.	The Supervisory Committee shall comprise shareholder representative Supervisors, employee representative Supervisors and independent Supervisors. Shareholder representative Supervisors and independent Supervisors shall be elected and removed by the general meeting. The employee representatives of the Supervisory Committee shall be elected at the employee representatives' meeting, employee meeting or otherwise democratically. The chairman of the Supervisory Committee shall have his/her qualification recognized by the CSRC or the local office of the CSRC before assuming office. The requirements of chairman stipulated in the Clause (2) of Article 150 in these Articles of Association are also applicable to the chairman of the Supervisory Committee.	

The Board proposes that the EGM authorizes the management of the Company to submit the amendments to the Articles of Association to securities regulatory authorities for consideration and approval and make corresponding amendments according to the opinions of such securities regulatory authorities in order to obtain the approval of such authorities. The amended Articles of Association will become effective on the date that such approval is obtained from the securities regulatory authorities.

LETTER FROM THE BOARD

2. Proposal in relation to the Amendment to the Rules of Procedures of the General Meeting

Reference is made to the announcement published on Friday, 28 October 2016 of the Company in relation to (among others) the proposed amendment to Article 42 of the Rules of Procedures of the General Meeting by the Board. The proposed amendment is hereby submitted to the EGM of the Company for consideration. The detailed information and reason for the amendment are set out as follows:

Original Article	Proposed Amendment to the Article	Reason for the Amendment
Article 42 A Shareholder attending a general meeting shall express one of the following opinions on any proposal to be voted on: for, against or abstention. Save for the circumstance under which the securities registration and settlement institution acting as the nominal holder of Shares under the Shanghai-Hong Kong Stock Connect and some H Shares makes reporting in accordance with the instruction of the de facto holders of relevant Shares. Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the Shares held by such voters shall be counted as "abstentions". Where any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only in favor of (or only against) any particular resolution, any votes cast by or on behalf of such Shareholder in violation of such requirement or restriction shall not be counted.	Article 42 A Shareholder attending a general meeting shall express one of the following opinions on any proposal to be voted on: for, against or abstention. Save for the circumstance under which the securities registration and settlement institution acting as the nominal holder of Shares under the Stock Connect between Mainland and Hong Kong and the nominal holder of some H Shares makes reporting in accordance with the instruction of the de facto holders of relevant Shares. Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstentions". Where any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only in favor of (or only against) any particular resolution, any votes cast by or on behalf of such Shareholder in violation of such requirement or restriction shall not be counted.	The amendment is made in accordance with the Rules of Procedures of the General Meeting of Listed Companies (as amended in 2016) (CSRC Announcement [2016] No. 22) (《上市公司股東大會規則(2016年修訂)》(證監會公告[2016]22號)) issued by the CSRC on 30 September 2016

LETTER FROM THE BOARD

3. Proposal in relation to the Appointment of Members of the Fourth Session of the Board

Reference is made to the announcement published on Friday, 28 October 2016 of the Company in relation to (among others) the proposed appointment of members of the fourth session of the Board by the Board. The proposed appointment is hereby submitted to the EGM of the Company for consideration.

The term of office of the third session of the Board will expire on 28 November 2016. The Board proposes that the fourth session of the Board shall comprise thirteen Directors, including one executive Director, six non-executive Directors, five independent non-executive Directors and one employee representative Director. The employee representative Director will be elected at the employee representatives' meeting of the Company. Further announcements will be made upon the determination of the relevant candidate. Among the members of the third session of the Board, upon expiration of his term of office, Mr. Cai Biao will resign from his position and will not be the candidate for non-executive Director of the fourth session of the Board due to work arrangements. In accordance with the relevant requirements of the CSRC, the term of office of an independent non-executive director shall not be longer than six years. In this connection, Mr. Bai Wei will resign from his position and will not be the candidate for independent non-executive Director of the fourth session of the Board as he has assumed this position for nearly six years. The Board wishes to extend its gratitude to Mr. Cai Biao and Mr. Bai Wei for their enormous contributions to the Company. To the best of the Directors' knowledge and belief, having made all reasonable enquiries, there is no disagreement between the retiring Directors and the Board and there are no other matters that need to be brought to the attention of the Shareholders.

In accordance with the Rules for Governance of Securities Companies (《證券公司治理準則》) and the Articles of Association, Shareholder(s) severally or jointly holding no less than 3% of the outstanding Shares of the Company which carry voting rights may recommend candidates for Directors (non-employee representative Directors) to the Board. Four Shareholders currently holding no less than 3% of the Shares of the Company have recommended to the Board a total of six candidates for non-executive Directors of the fourth session of the Board. Ms. Pu Baoying, Mr. Gao Xu and Mr. Chen Ning were recommended by Jiangsu Guoxin Investment Group Limited. Mr. Sun Hongning was recommended by Jiangsu Communications Holding Company Limited. Mr. Xu Qing was recommended by Govtor Capital Group Co., Ltd. Mr. Zhou Yong was recommended by Jiangsu SOHO Holdings Group Co., Ltd. According to the opinions from the senior members of the party committee and relevant authorities, Mr. Zhou Yi was nominated again as the candidate for executive Director of the fourth session of the Board. In addition, the Board nominates Mr. Chen Chuanming, Mr. Liu Hongzhong, Mr. Lee Chi Ming, Mr. Yang Xiongsheng and Ms. Liu Yan as the candidates for independent non-executive Directors of the fourth session of the Board.

In accordance with the Articles of Association, the Board may include one employee representative Director who shall be elected at the employee representatives' meeting, employee meeting or other ways of democratic election and be eligible to be a member of the Board directly. The employee representative Director of the fourth session of the Board will be elected at the employee representatives' meeting of the Company.

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

- 1) One candidate for executive Director: Zhou Yi;
- 2) Six candidates for non-executive Directors: Pu Baoying, Gao Xu, Chen Ning, Sun Hongning, Xu Qing and Zhou Yong; and

LETTER FROM THE BOARD

- 3) Five candidates for independent non-executive Directors: Chen Chuanming, Liu Hongzhong, Lee Chi Ming, Yang Xiongsheng and Liu Yan.
- 4) One candidate for employee representative Director: the employee representative Director of the fourth session of the Board will be elected at the employee representatives' meeting of the Company.

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

Ms. Liu Yan, the newly nominated candidate for independent non-executive Director, shall assume the duties of an independent non-executive Director of the fourth session of the Board upon being elected at the EGM and approved by the securities regulatory authorities in relation to her qualifications as an independent director of securities companies. Her term of office shall expire at the same time as that of the fourth session of the Board. In order to fulfil the requirements that the number of independent Directors shall account for no less than one third of the Board and the relevant members shall have legal background, if Ms. Liu Yan fails to obtain the relevant qualifications to assume her office as of the date when the fourth session of the Board has been elected at the EGM, Mr. Bai Wei, the independent non-executive Director of the third session of the Board, shall continue to perform his duties until Ms. Liu Yan acquires the necessary qualifications and begins to serve as the independent non-executive Director.

The members of the committees under the Board shall be appointed by members of the fourth session of the Board after being elected.

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

4. Proposal in relation to the Appointment of Members of the Fourth Session of the Supervisory Committee

Reference is made to the announcement published on Friday, 28 October 2016 of the Company in relation to (among others) the proposed appointment of members of the fourth session of the Supervisory Committee by the Supervisory Committee. The proposed appointment is hereby submitted to the EGM of the Company for consideration.

LETTER FROM THE BOARD

The term of office of the third session of the Supervisory Committee will expire on 28 November 2016. The Supervisory Committee proposes that the fourth session of the Supervisory Committee shall comprise seven Supervisors, including four non-employee representative Supervisors and three employee representative Supervisors. The employee representative Supervisors will be elected at the employee representatives' meeting. Further announcements will be made upon determination of the relevant candidates.

In accordance with the Rules for Governance of Securities Companies (《證券公司治理準則》) and the Articles of Association, Shareholder(s) severally or jointly holding no less than 3% of the total outstanding Shares of the Company which carry voting rights may recommend candidates for Supervisors (non-employee representative Supervisors) to the Supervisory Committee. Four Shareholders currently holding no less than 3% of the Shares of the Company have recommended a total of four candidates for members of the fourth session of the Supervisory Committee (non-employee representative Supervisors) to the Company. Mr. Wang Huiqing, Mr. Du Wenyi, Ms. Liu Zhihong and Mr. Yu Yimin were recommended by Jiangsu Guoxin Investment Group Limited, Jiangsu Communications Holding Company Limited, Govtor Capital Group Co., Ltd. and Jiangsu SOHO Holdings Group Co., Ltd., respectively.

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

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

- 1) Four candidates for non-employee representative Supervisors: Wang Huiqing, Du Wenyi, Liu Zhihong and Yu Yimin; and
- 2) Three candidates for employee representative Supervisors: The employee representative Supervisors of the fourth session of the Supervisory Committee will be elected at the employee representatives' meeting.

In accordance with the Administrative Measures for Qualifications of Directors, Supervisors and Senior Management of Securities Companies (《證券公司董事、監事和高級管理人員任職資格監管辦法》) issued by the CSRC, the above candidates shall obtain the approval from the securities regulatory authorities in relation to their qualifications as supervisors of securities companies before assuming office. As Mr. Wang Huiqing, Mr. Du Wenyi, Ms. Liu Zhihong and Mr. Yu Yimin were members of the third session of the Supervisory Committee, they have obtained the approval from the securities regulatory authorities in relation to their qualifications as supervisors of securities companies and will assume the duties of Supervisors of the fourth session of the Supervisory Committee with the term of office of three years since the date of the EGM at which the election shall be held.

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

LETTER FROM THE BOARD

INFORMATION ON ATTENDING THE EGM

The EGM will be held at Ballroom, 2nd Floor, Renaissance Nanjing Olympic Centre Hotel, 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Wednesday, 21 December 2016 at 1:30 p.m. The notice of the EGM is also set out on pages 17 to 22 of this circular.

Summary of the important dates for H Shareholders is as follows:

Last Registration Date:	on or before 4:30 p.m. Friday, 18 November 2016
Closure of Register of Members for H Shareholders:	Monday, 21 November 2016 to Wednesday, 21 December 2016
Submission of Reply Slip:	on or before Thursday, 1 December 2016
Submission of Proxy Form:	on or before 1:30 p.m. Tuesday, 20 December 2016

The register of members of H Shares of the Company will be closed from Monday, 21 November 2016 to Wednesday, 21 December 2016 (both days inclusive), during which time no share transfers of H Shares will be effected. Purchasers of shares who have submitted their instruments of share transfer to the H Share Registrar of the Company and registered as shareholders on the H Share register of members of the Company on or before 4:30 p.m. on Friday, 18 November 2016 are entitled to attend and vote in respect of all resolutions to be proposed at the EGM.

In order to attend the EGM, holders of H Shares should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on Friday, 18 November 2016.

Reply slip and the proxy form for the EGM have been despatched on Friday, 4 November 2016 and have also been published on the website of Hong Kong Stock Exchange (www.hkexnews.hk). Shareholders intending to attend the EGM in person or by their proxies should complete and return the reply slip for attending the EGM to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares) on or before Thursday, 1 December 2016.

To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other documents of authorisation must be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the EGM. Completion and return of the proxy form will not preclude you from attending and voting at the EGM in person if you so wish.

For reference purpose only, the record date for determining the eligibility of members of A Shares for attending the EGM is Tuesday, 13 December 2016. For more details, please refer to the notice of the EGM published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn/>) on Friday, 4 November 2016.

VOTING ARRANGEMENT

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at an EGM must be taken by poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM in accordance with Article 113 of the Articles of Association of the Company.

LETTER FROM THE BOARD

The aforesaid resolutions 1 and 2 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; and resolutions 3 and 4 are ordinary resolutions to be passed by the affirmative votes representing at least one half of the total number of Shares held by the attending Shareholders having voting rights.

Resolutions 3 and 4 shall adopt the method of cumulative poll, i.e., the number of votes carried by each Share held by the Shareholders shall be equal to the number of proposed non-executive Directors and the Shareholders may concentrate their entitled votes when voting. In particular: (1) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the number of executive Directors and non-executive Directors upon whom he/she can vote, when electing executive Directors and non-executive Directors. Such votes may only be voted for the candidates of the executive Directors and non-executive Directors of the Company, and the candidates who have the most votes shall be appointed; (2) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the number of independent non-executive Directors upon whom he/she can vote, when electing independent non-executive Directors. Such votes may only be voted for the candidates of the independent non-executive Directors of the Company, and the candidates who have the most votes shall be appointed; (3) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the number of non-employee representative Supervisor upon whom he/she can vote, when electing non-employee representative Supervisor. Such votes may only be voted for the candidates of the non-employee representative Supervisor of the Company, and the candidates who have the most votes shall be appointed.

Pursuant to Rule 2.15 of the Hong Kong Listing Rules, where shareholders' approval is required with regard to a transaction, any shareholder that has a material interest in such transaction shall abstain from voting on the resolution(s) approving such transaction at the general meeting.

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

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

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

Yours faithfully,
By order of the Board of Directors of the Company
Jiang Jian
Company Secretary

NOTICE OF THE EGM



(A joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name 华泰证券股份有限公司 and carrying on business in Hong Kong as HTSC)
(Stock Code: 6886)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that the EGM of the Company will be held at Ballroom, 2nd Floor, Renaissance Nanjing Olympic Centre Hotel, 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, People's Republic of China on Wednesday, 21 December 2016 at 1:30 p.m., to consider the following issues:

SPECIAL RESOLUTIONS

- 1. Proposal in relation to the Amendments to the Articles of Association**
- 2. Proposal in relation to the Amendment to the Rules of Procedures of the General Meeting**

ORDINARY RESOLUTIONS

3. Proposal in relation to the Appointment of Members of the Fourth Session of the Board

- 3.1 To consider and approve the appointment of Mr. Zhou Yi as an executive Director of the fourth session of the Board
- 3.2 To consider and approve the appointment of Ms. Pu Baoying as a non-executive Director of the fourth session of the Board
- 3.3 To consider and approve the appointment of Mr. Gao Xu as a non-executive Director of the fourth session of the Board
- 3.4 To consider and approve the appointment of Mr. Chen Ning as a non-executive Director of the fourth session of the Board
- 3.5 To consider and approve the appointment of Mr. Sun Hongning as a non-executive Director of the fourth session of the Board
- 3.6 To consider and approve the appointment of Mr. Xu Qing as a non-executive Director of the fourth session of the Board
- 3.7 To consider and approve the appointment of Mr. Zhou Yong as a non-executive Director of the fourth session of the Board
- 3.8 To consider and approve the appointment of Mr. Chen Chuanming as an independent non-executive Director of the fourth session of the Board

NOTICE OF THE EGM

- 3.9 To consider and approve the appointment of Mr. Liu Hongzhong as an independent non-executive Director of the fourth session of the Board
- 3.10 To consider and approve the appointment of Mr. Lee Chi Ming as an independent non-executive Director of the fourth session of the Board
- 3.11 To consider and approve the appointment of Mr. Yang Xiongsheng as an independent non-executive Director of the fourth session of the Board
- 3.12 To consider and approve the appointment of Ms. Liu Yan as an independent non-executive Director of the fourth session of the Board
- 4. Proposal in relation to the Appointment of Members of the Fourth Session of the Supervisory Committee**
 - 4.1 To consider and approve the appointment of Mr. Wang Huiqing as a non-employee representative Supervisor of the fourth session of the Supervisory Committee
 - 4.2 To consider and approve the appointment of Mr. Du Wenyi as a non-employee representative Supervisor of the fourth session of the Supervisory Committee
 - 4.3 To consider and approve the appointment of Ms. Liu Zhihong as a non-employee representative Supervisor of the fourth session of the Supervisory Committee
 - 4.4 To consider and approve the appointment of Mr. Yu Yimin as a non-employee representative Supervisor of the fourth session of the Supervisory Committee

INFORMATION OF THE RESOLUTIONS

Information of the resolutions to be considered at the EGM and the recommendations of the Directors will be set out in detail in a circular to be dispatched by the Company on Friday, 4 November 2016.

NOTICE OF THE EGM

DEFINITIONS

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

“Articles of Association”	the articles of association of our Company
“A Share(s)”	domestic shares of our Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi and are listed for trading on the Shanghai Stock Exchange
“Board”	the board of directors of our Company
“Company”	a joint stock company incorporated in the People’s Republic of China 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 7 December 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 are listed on the Main Board of The Stock Exchange of Hong Kong Limited on 1 June 2015 (stock code: 6886); the A shares of which are listed on the Shanghai Stock Exchange on 26 February 2010 (stock code: 601688), and except where the context otherwise requires, including its predecessors
“Director(s)”	the director(s) of our Company
“EGM”	the third extraordinary general meeting for 2016 to be held by the Company on 21 December 2016
“Holder(s) of A Share(s)”	holder(s) of A Shares
“Holder(s) of H Share(s)”	holder(s) of H Shares
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share(s)”	overseas listed 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 dollars and are listed on the Hong Kong Stock Exchange
“Listing Rules”	Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“PRC” or “China”	the People’s Republic of China, excluding, for the purposes of this circular, Hong Kong, Macau and Taiwan

NOTICE OF THE EGM

“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) of RMB1.00 each in the share capital of the Company, comprising A Share(s) and H Share(s)
“Shareholder(s)”	the shareholder(s) of the Company
“Supervisor(s)”	member(s) of our Supervisory Committee
“Supervisory Committee”	the supervisory committee of our Company

By order of the Board of Directors of the Company

Jiang Jian

Company Secretary

Jiangsu, PRC, 4 November 2016

As of the date of this notice, the Board comprises Mr. ZHOU Yi as an executive Director; Ms. PU Baoying, Mr. SUN Hongning, Mr. ZHOU Yong, Mr. CAI Biao, Mr. GAO Xu, Mr. CHEN Ning and Mr. XU Qing as non-executive Directors; and Mr. BAI Wei, Mr. LIU Hongzhong, Mr. LEE Chi Ming, Mr. CHEN Chuanming and Mr. YANG Xiongsheng as independent non-executive Directors.

Notes:

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

The register of members of H Shares of the Company will be closed from Monday, 21 November 2016 to Wednesday, 21 December 2016 (both days inclusive), during which time no share transfers of H Shares will be effected. Purchasers of shares who have submitted their instruments of share transfer to the H Share Registrar of the Company and registered as shareholders on the H Share register of members of the Company before 4:30 p.m. on Friday, 18 November 2016 are entitled to attend and vote in respect of all resolutions to be proposed at the EGM. In order to attend the EGM, holders of H Shares should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on Friday, 18 November 2016.

2. Proxy

- (1) Each shareholder entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other documents of authorisation must be notarised.

To be valid, for Holders of H Shares, the form of proxy and notarised power of attorney or other documents of authorisation must be delivered to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the EGM.

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

NOTICE OF THE EGM

3. Registration procedures for attending the EGM

- (1) A shareholder attending in person should present proof of identity or stock account cards when attending the EGM. In the case of attendance by proxy, the proxy should present proof of identity and the proxy form(s) from the shareholders. If a shareholder is a legal person, its legal representative may attend the EGM by providing his/her identify card and valid proof of its capacity as a legal representative of such shareholder appointing such person to attend the meeting. In the case of attendance by proxy of the legal representative, the proxy should present his/her identity card and a written letter of authorisation duly issued by such legal representative when attending the EGM.
- (2) Shareholders of the Company intending to attend the EGM in person or by their proxies should complete and return the reply slip for attending the EGM to Computershare Hong Kong Investor Services Limited, (for holders of H Shares) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Thursday, 1 December 2016.

4. Voting by poll

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at an extraordinary general meeting must be taken by poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM in accordance with Article 113 of the Articles of Association of the Company.

The aforesaid resolutions 1 and 2 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; and resolutions 3 and 4 are ordinary resolutions to be passed by the affirmative votes representing at least one half of the total number of Shares held by the attending Shareholders having voting rights.

Resolutions 3 and 4 shall adopt the method of cumulative poll, i.e., the number of votes carried by each Share held by the Shareholders shall be equal to the number of proposed non-executive Directors and the Shareholders may concentrate their entitled votes when voting. In particular: (1) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the number of executive Directors and non-executive Directors upon whom he/she can vote, when electing executive Directors and non-executive Directors. Such votes may only be voted for the candidates of the executive Directors and non-executive Directors of the Company, and the candidates who have the most votes shall be appointed; (2) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the number of Independent non-executive Directors upon whom he/she can vote, when electing Independent non-executive Directors. Such votes may only be voted for the candidates of the Independent non-executive Directors of the Company, and the candidates who have the most votes shall be appointed; (3) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the number of non-employee representative Supervisor upon whom he/she can vote, when electing non-employee representative Supervisors. Such votes may only be voted for the candidates of the non-employee representative Supervisor of the Company, and the candidates who have the most votes shall be appointed.

Pursuant to Rule 2.15 of the Hong Kong Listing Rules, where shareholders' approval is required with regard to a transaction, any shareholder that has a material interest in such transaction shall abstain from voting on the resolution(s) approving such transaction at the general meeting.

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

NOTICE OF THE EGM

5. Miscellaneous

- (1) The EGM is expected to be held for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.

- (2) The address of Computershare Hong Kong Investor Services Limited is:

Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

- (3) The registered address of the Company:

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

Contact Office: Board Office
Telephone No.: +86 25 8338 7780/8338 7793
Facsimile No.: +86 25 8338 7784
E-mail: boardoffice@htsc.com

Candidate for Executive Director

Mr. **Zhou Yi**, born in March 1969, has a bachelor's degree. Mr. Zhou once taught at Jiangsu Posts & Telecommunications School (江蘇省郵電學校) and worked on technology management in the telecommunications center of Jiangsu Posts & Telecommunications Bureau and administrative management at Jiangsu Mobile Communication Co., Ltd. He served as the chairman of the board of directors at Jiangsu Bei'er Co., Ltd. (江蘇貝爾有限公司) and Nanjing Xinwang Tech Co., Ltd. (南京欣網視訊科技股份有限公司), the deputy general manager of Shanghai Beier Fortune Communications Company (上海貝爾富欣通信公司), and the following positions with our predecessor, Huatai Securities Company Limited: deputy party secretary from August 2006 to December 2007; president from February 2007 to December 2007, and director from September 2007 to December 2007. Mr. Zhou served as the Director, president and deputy party secretary of the Company from December 2007 to October 2011, and served as the Director, president and party secretary of the Company from November 2011 to June 2016. Mr. Zhou has been the Director, president, party secretary and legal representative of the Company since June 2016.

Mr. Zhou Yi will receive remuneration from the Company which shall be determined in accordance with the relevant regulations and policies during his term as an executive Director of the Company.

As of the Latest Practicable Date, according to the information available to the Company and to the knowledge of the Directors, according to Part XV of the Securities and Futures Ordinance, Mr. Zhou held the long position of approximately 353,261 H Shares of the Company through the targeted asset management scheme for QDII, representing approximately 0.005% of the total issued Shares of the Company. Mr. Zhou did not receive punishment from the CSRC and other relevant authorities and any penalty from the stock exchange. Save as disclosed in this circular, Mr. Zhou has no relationship with any other Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company and has no information that shall be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Mr. Zhou does not and did not participate in matters that shall be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. He did not hold any directorship of any other listed companies or any other positions in any member of the Group in the last three years; and there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders of the Company.

Candidates for Non-executive Directors

Ms. **Pu Baoying**, born in July 1963, with a master's degree, is a senior accountant and CPA. Ms. Pu once served as the accountant and deputy chief of Jiangsu Building Material Industry Research Institute (江蘇省建材工業研究所) from July 1986 to December 1992, the deputy chief and chief of the financial section of Jiangsu Building Material Research and Design Institute (江蘇省建材研究設計院) from December 1992 to March 1996, the assistant to the section chief and the deputy section chief of the accounting and audit department of Jiangsu Building Material Industry Co., Ltd. (江蘇省建材工業總公司) from March 1996 to June 2000, the deputy department chief of the Planning and Finance Department of Nanjing Lukou International Airport (南京祿口國際機場) and the manager of the finance department of Nanjing Airport Development Co., Ltd. (南京空港發展股份有限公司) from July 2000 to April 2001, the manager of the audit and legal department of Jiangsu State-owned Assets Operation (Holding) Co., Ltd. (江蘇省國有資產經營(控股)有限公司) from May 2001 to January 2007, and the general manager of the audit and legal department of Jiangsu Guoxin Investment Group Limited from January 2007 to December 2013. She was the general manager of the finance department of Jiangsu Guoxin Investment Group Limited from December 2013 to March 2015, and has been the chief accountant, party committee member and general manager of the finance department thereof since March 2015. She was a director of our predecessor, Huatai Securities Company Limited from April 2004 to September 2007, and became a supervisor from September 2007 to December 2007. She worked as a Supervisor of the Company from December 2007 to November 2013, and has been a Director of the Company since November 2013.

Ms. Pu Baoying will not receive remuneration from the Company during her term as a non-executive Director of the Company.

Mr. **Gao Xu**, born in June 1964, with a bachelor's degree, is a senior accountant. Mr. Gao successively served as the staff member and section chief of Nanjing Qixia Commission of Planning and Economics from July 1981 to March 1991, the staff member, senior staff member and deputy section chief of Jiangsu Administrative Bureau of State-owned Property from April 1991 to February 1995, the section chief of the General Division of Jiangsu Administrative Bureau of State-owned Property from February 1995 to November 1996, the deputy division chief of the General Division of Jiangsu Administrative Bureau of State-owned Property from November 1996 to December 2000, the deputy division chief of the Division of Statistics and Evaluation of the Department of Finance of Jiangsu Province from December 2000 to June 2001, the manager of the asset management department of Jiangsu State-owned Assets Operation (Holding) Co., Ltd. (江蘇省國有資產經營(控股)有限公司) from July 2001 to January 2007, the general manager in the asset management department of Jiangsu Guoxin Investment Group Limited since January 2007, and concurrently served as a Supervisor of the Company from November 2013 to June 2016. He has also served as a Director of the Company since June 2016.

Mr. Gao Xu will not receive remuneration from the Company during his term as a non-executive Director of the Company.

Mr. **Chen Ning**, born in April 1974, with a bachelor's degree, is a senior accountant. Mr. Chen successively worked at the steam workshop of Yangzi Petrochemical Refinery (揚子石化煉油廠) from July 1994 to February 1996; served as the accountant of the finance section of Yangzi Petrochemical Refinery from February 1996 to February 2003, the accountant of cost section of the finance department of Yangzi Petrochemical Co., Ltd. (揚子石化股份公司) from February 2003 to April 2006, the deputy section chief of cost section of the finance department of Yangzi Petrochemical Co., Ltd. from April 2006 to October 2008, the deputy chief accountant of the finance department of Yangzi Petrochemical Ltd. (揚子石化有限公司) from October 2008 to January 2011, the deputy department chief of the technology development and information management department and the deputy director of ERP Support Center of Yangzi Petrochemical Ltd. from January 2011 to October 2012, the deputy department chief of the finance department of Yangzi Petrochemical Ltd. and the department chief of the finance department of Yangzi Petrochemical Ltd. (Nanjing) (南京揚子石化有限責任公司) from October 2012 to June 2015, the deputy general manager of the IT department of Jiangsu Guoxin Investment Group Limited from June 2015 to December 2015, the general manager of the IT department of Jiangsu Guoxin Investment Group Limited since December 2015, and the Director of the Company since June 2016.

Mr. Chen Ning will not receive remuneration from the Company during his term as a non-executive Director of the Company.

Mr. **Sun Hongning**, born in June 1961, has an MBA degree. Mr. Sun served in Unit 86352 of the Air Force from November 1979 to December 1983. He once served as the officer of the political office of Jiangsu Nanjing No.4 Machine Tool Co., Ltd. from December 1983 to December 1988, the secretary and deputy director of the Propaganda Department of Jiangsu Secrets Protection Bureau (江蘇省保密局) from December 1988 to October 1995, the secretary at the deputy division level to the secretariat and the secretary at the division level to reception center of the general office of Jiangsu Provincial Party Committee from October 1995 to March 2002, and has been the assistant to general manager, director, deputy general manager and party committee member of Jiangsu Communications Holding Company Limited since March 2002. Mr. Sun served as the director of our predecessor, Huatai Securities Company Limited from May 2002 to December 2007. He has served as the Director of the Company since December 2007.

Mr. Sun Hongning will not receive remuneration from the Company during his term as a non-executive Director of the Company.

Mr. **Xu Qing**, born in September 1972, with an MBA degree, is an economist. He served as a technician and assistant engineer in Jiangsu Communications Cable Plant (江蘇省通信電纜廠) from August 1993 to November 1998; he worked as a deputy minister of the securities investment department, deputy director of the president office, assistant to the general manager of the operations department and executive director subsequently in Jiangsu Hiteker Co., Ltd. from November 1998 to February 2006; he served as the secretary to the board, director of the group office, director of the party committee office, assistant to the president, general manager of the legal affairs department, general counsel, general manager of the investment management department subsequently in Govtor Capital Group Co., Ltd. from February 2006 to May 2016. He has been the vice president, committee member and general counsel of Govtor Capital Group Co., Ltd. since May 2016, and has served as the Director of the Company since June 2016.

Mr. Xu Qing will not receive remuneration from the Company during his term as a non-executive Director of the Company.

Mr. **Zhou Yong**, born in December 1966, is a doctoral degree in philosophy, researcher, principal senior economist, and senior international business engineer. Mr. Zhou served successively as a technician of East China Optical Instrument Plant (華東光學儀器廠) and worked with Foreign Economic Cooperation Office from July 1987 to July 1992, the preparation team member and deputy general manager of Nanjing Petroleum Exchange Co., Ltd. (南京石油交易所有限公司) from July 1992 to September 1995, the assistant to general manager of Jiangsu Suwu Futures Brokerage Co., Ltd. (江蘇蘇物期貨經紀有限公司) from September 1995 to April 1998, the staff, deputy manager and manager of securities department of Jiangsu Arts & Crafts Import and Export Corporation (江蘇省工藝品進出口集團股份有限公司) from April 1998 to February 2000, the general manager of Jiangsu Holly International Investment Management Co., Ltd. (江蘇弘業國際集團投資管理有限公司), the general manager and chairman of Jiangsu Holly Futures Brokerage Co., Ltd., and the chairman of Holly Motors Company Limited (弘業汽車公司) from February 1999 to June 2006, the vice president and party committee member of Jiangsu Holly International Group Co., Ltd. from June 2006 to July 2010, the vice president and member of the party committee of Jiangsu SOHO Holdings Group Co., Ltd. from July 2010 to May 2013 and then the director, president and the deputy secretary of the party committee thereof since May 2013. He has been the Director of the Company since January 2015.

Mr. Zhou Yong will not receive remuneration from the Company during his term as a non-executive Director of the Company.

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

Candidates for Independent Non-executive Directors

Mr. **Chen Chuanming**, born in September 1957, studied for the doctoral degree in economics at the School of Economics of Nankai University (南開大學經濟學院) from September 1990 to June 1993, and studied in France from 1978 to 1981. He had taught in Chinese Academy of Social Sciences (中國社會科學院) and has been transferred to Nanjing University (南京大學) since December 1982. Mr. Chen Chuanming has been working on education and research on corporate organization reform and corporate strategic management for many years. He is currently the professor of Nanjing University Business School (南京大學商學院) and the vice chairman of the Chinese Institute of Business Administration (中國企業管理研究會). Mr. Chen Chuanming served as an independent non-executive Director of the first and second sessions of the Board of the Company from January 2008 to November 2013, an independent director of Changjiang Runfa Machinery Co., Ltd. (長江潤發機械股份有限公司) from November 2007 to November 2013, an independent director of Nanjing Iron & Steel Co., Ltd. (南京鋼鐵股份有限公司) from September 2008 to September 2014, an independent director of Jiangsu King's Luck Brewery Joint-stock Co., Ltd. (江蘇今世緣酒業股份有限公司) from May 2011 to April 2016, an independent director of GLARUN Technology Co., Ltd. (國睿科技股份有限公司) since September 2011 (resigned in December 2015), an independent director of Nanjing Port Co., Ltd. (南京港股份有限公司) from December 2013 to March 2016, and an independent director of Jinling Hotel Corporation (金陵飯店股份有限公司) from June 2014 to January 2015. He is currently an independent non-executive Director of the Company and an independent director of Kunshan KINGLAI Bioclean Applied Materials Co., Ltd. (昆山新萊潔淨應用材料股份有限公司), Nanjing Iron & Steel Co., Ltd. and GCL System Integration Technology Co., Ltd. (協鑫集成科技股份有限公司).

During his term as an independent non-executive Director, Mr. Chen Chuanming shall receive his remuneration according to the remuneration standards for independent Directors as approved at the general meeting of the Company.

Mr. **Liu Hongzhong**, born in June 1965, holds a doctoral degree. Mr. Liu once worked as a lecturer and associate professor of the Departments of World Economics and International Finance of Fudan University. Currently, he is the professor of the Department of International Finance of Fudan University. He serves as an independent non-executive Director of the Company, the external director of Shanghai Construction Group Co., Ltd. (上海建工集團股份有限公司), and an independent director of Shanghai Rural Commercial Bank Co., Ltd. (上海農村商業銀行股份有限公司), China International Fund Management Co., Ltd. (上投摩根基金管理有限公司), Shenyin & Wanguo Futures Company Limited (申銀萬國期貨有限責任公司) and Donghai Futures Co., Ltd. (東海期貨有限責任公司).

During his term of office as an independent non-executive Director of the Company, Mr. Liu Hongzhong shall receive his remuneration according to the remuneration standards for independent Directors as approved at the general meeting of the Company.

Mr. **Lee Chi Ming**, born in April 1953, graduated from Hong Kong Polytechnic University, and holds a bachelor's degree in law from the University of London and an MBA degree from the University of Hong Kong. Mr. Lee Chi Ming is a Council member of the Association of Chartered Certified Accountants. He served as the president of Association of Chartered Certified Accountants (Hong Kong) from 2003 to 2004 and a Council member of Hong Kong Institute of Certified Public Accountants in 2005. He has over 25 years' experience in the fields of accounting, regulations and asset management. He has held various senior positions with the Securities and Futures Commission of Hong Kong (the "SFC") since 1995, including the director of Licensing, director of Corporate Planning and director of Finance and Administration. Mr. Lee retired from the SFC in July 2014 and joined as a director and managing partner in Boningdun Capital Management Limited, an asset management company which manages a Greater China focused long-short equity fund for professional investors. He is an independent non-executive Director of the Company, the chief partner of Boningdun Capital Management Limited (柏寧頓資本管理有限公司), the independent non-executive director of China Minsheng Drawin Technology Group Limited (中民築友科技集團有限公司) (previously known as South East Group Limited (東南國際有限公司)), an independent non-executive director of China Baoli Technologies Holdings Limited (previously known as REX Global Entertainment Holdings Limited (御濠娛樂控股有限公司)) and a director of Chung Ying Theatre Company HK Limited.

During his term of office as an independent non-executive Director, Mr. Lee Chi Ming shall receive his remuneration according to the remuneration standards for independent Directors as approved at the general meeting of the Company.

Mr. **Yang Xiongsheng**, born in January 1960, has a doctoral degree in accountancy. He taught at Jiangsu Lianyungang Finance School from 1981 to 1986 and served as the chief secretary to the Jiangsu Lianyungang Municipal Audit Bureau (江蘇連雲港審計局) from 1987 to 1993. He has taught accountancy at Nanjing University since 1994 and received his doctoral degree in accountancy from Dongbei University of Finance and Economics from 2000 to 2004. He serves as a professor and doctoral supervisor in the Nanjing University Business School. His major research fields include internal control, basic accounting theories, finance management and management accounting. He is an academic committee member and vice secretary general of the Accounting Society of China and a member of the China Internal Control Standards Committee of the Ministry of Finance. He also serves as a consultant of accounting standards under the Ministry of Finance and the vice chairman of the Accounting Society of Jiangsu (江蘇省會計學會). Mr. Yang Xiongsheng acted as an independent director of Jiangsu Hiteker High-tech Co., Ltd. from July 2010 to July 2013 and an independent director of Wuhan Boiler Co., Ltd. from October 2010 to October 2013. He also acted as an independent director of Sinopec Yizheng Chemical Fibre Company Limited from December 2011 to February 2015 and an independent director of Jiangsu Sunrain Solar Energy Co., Ltd. from August 2010 to December 2015. Mr. Yang has served as an independent director of Tianze Information Industry Inc. since August 2015 (resigned in December 2015). He now serves as an independent non-executive Director of the Company and Shenji Group Kunming Machine Tool Company Limited.

During his term of office as an independent non-executive Director of the Company, Mr. Yang Xiongsheng shall receive his remuneration according to the remuneration standards for independent Directors as approved at the general meeting of the Company.

Ms. **Liu Yan**, born in January 1973, holds a bachelor's degree in laws and a master's degree in civil and commercial laws from Peking University and a master's degree in laws from School of Law of New York University in the United States. She is qualified as a lawyer in China and the United States (New York State). Ms. Liu joined Beijing Tian Yuan Law Firm in 1995 and became its partner in 2002. She was accredited as the Advanced Individual of Justice and Administration System in Beijing (北京市司法行政系統先進個人) in 2004 and the National Outstanding Lawyer (全國優秀律師) in 2005. She is specialized in the offering and listing of domestic and overseas shares and mergers and acquisitions. She acted as a member of the 13th, 14th and 15th sessions of the Main Board Issuance Examination Committee of CSRC consecutively from May 2011 to May 2014. She is currently a member of the Listing Committee of Shenzhen Stock Exchange.

During her term of office as an independent non-executive Director, Ms. Liu Yan shall receive her remuneration according to the remuneration standards for independent Directors as approved at the general meeting of the Company.

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

Mr. **Wang Huiqing**, born in February 1970, holds a master's degree and is a certified accountant and a qualified lawyer. He served as a staff member of the Department of Finance of Jiangsu Province from August 1992 to May 2001; from May 2001 to August 2004, he worked as a senior staff member of the Jiangsu Administration for Industry and Commerce; he was a section chief of the Jiangsu SASAC from September 2004 to September 2009; he worked as the deputy general manager of the audit department of Jiangsu International Trust Corporation Limited from September 2009 to January 2010; he served as the deputy general manager of the finance department of Jiangsu International Trust Corporation Limited from January 2010 to February 2013; he served as the general manager of the finance department of Jiangsu International Trust Corporation Limited from February 2013 to December 2013; he was a deputy general manager of the audit and legal affairs department of Jiangsu Guoxin Investment Group Limited (work management) from December 2013 to December 2014; he has been the general manager of the audit and legal affairs department of Jiangsu Guoxin Investment Group Limited since December 2014. Mr. Wang has been a Supervisor of the Company since June 2016.

Mr. Wang Huiqing will not receive remuneration during his term of office as a Supervisor of the Company.

Mr. **Du Wenyi**, born in February 1963, holds a bachelor's degree and is a senior economist. Mr. Du worked in the teaching and research office of finance and accounting of Nanjing Communications School from July 1983 to February 1987. He served as the deputy head and then head in the financial planning office of Jiangsu Transportation Planning and Designing Institute from February 1987 to September 2000, the deputy head of the finance and auditing division of Jiangsu Communications Holding Company Limited (江蘇交通控股有限公司) from September 2000 to November 2001, and the deputy head and head of the finance and auditing division of Jiangsu Communications Group Co., Ltd from November 2001 to October 2004. He held the position of deputy general manager of Jiangsu Expressway Company Limited (江蘇京滬高速公路有限公司) from October 2004 to October 2007. He served as the head and deputy chief accountant of the finance and audit department, the head and deputy chief accountant of the finance department and the head of the finance management department of Jiangsu Communications Holding Company Limited since November 2007. Mr. Du has been a Supervisor of the Company since December 2010.

Mr. Du Wenyi will not receive remuneration during his term of office as a Supervisor of the Company.

Ms. **Liu Zhihong**, born in July 1973, holds a bachelor's degree in economics and is a CPA and international certified internal auditor. Ms. Liu served in the finance department of Dongfeng Motor Nanjing Sales and Technology Service Corporation (東風汽車南京銷售技術服務聯合公司) from July 1996 to July 1999, in the finance department of Jiangsu Province Informationalization Construction Investment Co., Ltd. (江蘇省信息化建設投資有限公司) from August 1999 to May 2005. She has served in the audit and risk control department and the finance department of Jiangsu Govtor Capital Group Co., Ltd. since June 2005. She is currently the deputy general manager of the finance department of Jiangsu Govtor Capital Group Co., Ltd. and is responsible for the daily management of the finance department. She has been a Supervisor of the Company since October 2015.

Ms. Liu Zhihong will not receive remuneration during her term of office as a Supervisor of the Company.

Mr. **Yu Yimin**, born in July 1968, holds a master's degree in economics and public administration and is a senior international business engineer. Mr. Yu served as a staff in the planning department in the headquarters of Nanjing Pharmaceutical Company (南京市醫藥總公司) from August 1990 to November 1994. He served as an officer in the research and development department, a business director in the economic and securities research center and the deputy general manager in the bonds management department in the investment banking headquarters of Jiangsu Securities Co., Ltd. (江蘇證券股份有限公司) from November 1994 to August 1999, and the general manager in the entrusted asset management department and the fixed income department of our predecessor, Huatai Securities Company Limited from August 1999 to September 2004. He has been the vice president and a member of the party committee of Jiangsu SOHO Holdings Group Co., Ltd. since September 2004. He was also a supervisor of Huatai Securities Company Limited from September 2007 to December 2007. He has been a Supervisor of the Company since December 2007.

Mr. Yu Yimin will not receive remuneration during his term of office as a Supervisor of the Company.

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