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

(Stock Code: 6886)

SECOND NOTICE OF THE 2016 THIRD EXTRAORDINARY GENERAL MEETING

On 4 November 2016, the Company published the *Notice of the 2016 Third Extraordinary General Meeting* and a circular (the “**Circular**”), in relation to the third extraordinary general meeting of 2016 to be held on 21 December 2016. Unless otherwise defined, capitalised terms used in this notice shall have the same meaning as those defined in the Circular. As at 1 December 2016 (the last day for Shareholders to submit written replies indicating their intentions to attend the EGM), the total number of Shares carrying voting rights held by the Shareholders who had indicated their intention to attend the EGM did not reach half of the total number of shares carrying voting rights of the Company. Pursuant to the relevant provisions in the *Mandatory Provisions for Articles of Association of Companies to be Listed Overseas* and article 83 of the *Articles of Association*, the Company hereby sets forth the following details of the relevant matters of the EGM as a reminder to the Shareholders for their punctual participations:

1. TIME OF THE MEETING

Onsite voting and online voting will both be adopted at the EGM. The Company will offer a platform to A Shareholders (including Northbound Investors, same below) to vote online through the shareholders' meeting online voting system of the Shanghai Stock Exchange. Hong Kong Securities Clearing Company Limited will vote online as the nominee of Northbound Investors in accordance to the *Guidelines for HKSCC Participating in Online Voting of China Connect Securities* and other relevant rules.

Time of the onsite meeting: 13:30 on Wednesday, 21 December 2016

Time for A Shareholders to vote using the online voting platform of the Shanghai Stock Exchange:

- through the voting platform of the trading system: voting available during the trading period (i.e. 9:15 to 9:25, 9:30 to 11:30, and 13:00 to 15:00) on 21 December 2016;
- through the voting platform on the website: voting available from 9:15 to 15:00 on 21 December 2016.

2. MEETING VENUE

Ballroom, 2nd Floor, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC

3. RESOLUTION TO BE PUT FORWARD AT THE MEETING

The resolution to be put forward at the EGM and the class of shareholders eligible for voting are as follows:

No.	Resolution	Class of shareholders eligible for voting
		A Shareholders and H Shareholders
Special Resolutions		
Resolutions subject to non-cumulative voting		
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		
Resolutions subject to cumulative voting		
3	Proposal in relation to the Appointment of Members of the Fourth Session of the Board	
	Candidates for executive Director and non-executive Directors of the fourth session of the Board	A total of seven executive Director and non-executive Directors are elected
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 nonexecutive 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	√

No.	Resolution	Class of shareholders eligible for voting
		A Shareholders and H Shareholders
3.7	To consider and approve the appointment of Mr. Zhou Yong as a non-executive Director of the fourth session of the Board	√
	<i>Candidates for independent non-executive Directors of the fourth session of the Board</i>	A total of five independent non-executive Directors are elected
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	A total of four non-employee representative Supervisors are elected
4.1	To consider and approve the appointment of Mr. Wang Huiqing as a nonemployee 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 nonemployee 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	√

Please refer to the notice and meeting documents published by the Company on the websites of Shanghai Stock Exchange (<http://www.sse.com.cn>), the HKExnews of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.htsc.com.cn>) for detailed information relating to the EGM.

DEFINITIONS

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

“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 7 December 2007, carrying on business in Hong Kong as “HTSC”, and was registered as a registered non-Hong Kong company under Part 16 of the Companies Ordinance under the Chinese approved name of “ 華泰六八八六股份有限公司 ” and English name of “Huatai Securities Co., Ltd.”; the H shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited on 1 June 2015 (Stock Code: 6886) and the A shares of which are listed on the Shanghai Stock Exchange on 26 February 2010 (Stock Code: 601688)
“Northbound Investor(s)”	investors of the Company’s A Shares through participation in Shanghai-Hong Kong Stock Connect, a securities trading and clearing links program developed by Hong Kong Stock Exchange, Shanghai Stock Exchange, Hong Kong Securities Clearing Company Limited, and China Securities Depository and Clearing Corporation Limited for the establishment of mutual market access between Hong Kong and Shanghai

By order of the Board of the Company

Jiang Jian

Company Secretary

Jiangsu, PRC, 2 December 2016

As of the date of this announcement, 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.