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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)*

Notice of the Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that the EGM will be held at Grand Ballroom, 2nd Floor, Renaissance Nanjing Olympic Centre Hotel, No.139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Wednesday, December 27, 2017 at 1:30 p.m. to consider the following issues:

Ordinary Resolutions

1. To consider and approve the resolution on the Amendments to the Regulations on the Management of Proceeds of Huatai Securities Co., Ltd.
2. To consider and approve the resolution on the Adjustments of the Standard of Allowance of the Independent Non-executive Directors of the Company

Special Resolution

3. To consider and approve the resolution on the Amendments to the Articles of Association

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 despatched by the Company on Friday, November 10, 2017.

DEFINITIONS

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

“A Share(s)”	domestic share(s) of the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi and are listed for trading on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company, as amended from time to time, which shall become effective on the listing date
“Board” or “Board of the Company”	the board of Directors of the Company

“Company”	a joint stock company incorporated in the PRC with limited liability under the corporate name 华泰证券股份有限公司 (Huatai Securities Co., Ltd.), converted from the predecessor 华泰证券有限责任公司 (Huatai Securities Limited Liability Company) on December 7, 2007, carrying on business in Hong Kong as “HTSC”, and was registered as a registered non-Hong Kong company under Part 16 of the Companies Ordinance under the Chinese approved name of “華泰六八八六股份有限公司” and English name of “Huatai Securities Co., Ltd.”; the H Shares of which were listed on the Main Board of Hong Kong Stock Exchange on June 1, 2015 (Stock Code: 6886) and the A Shares of which were listed on the Shanghai Stock Exchange on February 26, 2010 (Stock Code: 601688), and except where the content otherwise requires, including its predecessors
“Director(s)”	the director(s) of the Company
“EGM”	the first extraordinary general meeting of 2017 to be held by the Company at Grand Ballroom, 2nd Floor, Renaissance Nanjing Olympic Centre Hotel, No.139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Wednesday, December 27, 2017 at 1:30 p.m.
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“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
“Independent Non-Executive Director(s)”	the independent non-executive Director(s) of the Company
“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 notice, Hong Kong, Macau Special Administrative Region and Taiwan
“Share(s)”	the ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each , comprising A Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)

By order of the Board of the Company

Zhou Yi
Chairman

Jiangsu, the PRC, November 10, 2017

As at the date of this notice, the Board comprises Mr. Zhou Yi as an executive Director; Ms. Pu Baoying, Mr. Gao Xu, Mr. Chen Ning, Mr. Xu Feng, Mr. Xu Qing and Mr. Zhou Yong as non-executive Directors; and Mr. Chen Chuanming, Mr. Liu Hongzhong, Mr. Lee Chi Ming, Mr. Yang Xiongsheng and Ms. Liu Yan 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 will be closed from Monday, November 27, 2017 to Wednesday, December 27, 2017 (both days inclusive), during which time no Share transfers of H Shares will be effected. Purchasers of H Shares who have submitted their instruments of Share transfer to the H Shares Registrar of the Company and registered as Shareholders on the H Shares register of members of the Company on or before 4:30 p.m. on Friday, November 24, 2017 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 Shares Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, on or before 4:30 p.m. on Friday, November 24, 2017.

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/her behalf. A proxy need not be a Shareholder.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of the attorney authorizing that the attorney to sign or other documents of authorization must be notarised.

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

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

3. Registration procedures for attending the EGM

- (1) A Shareholder attending in person should present proof of identity or stock account cards when attending the EGM. In the case of attendance by proxy, the proxy should present proof of identity and the proxy form(s) from the Shareholders. If a Shareholder is a legal person, its legal representative may attend the EGM by providing his/her identity card and valid proof of its capacity as a legal representative of such Shareholder appointing such person to attend the meeting. In the case of attendance by proxy of the legal representative, the proxy should present his/her identity card and a written letter of authorization duly issued by such legal representative when attending the EGM.
- (2) Shareholders of the Company intending to attend the EGM in person or by their proxies should complete and return the reply slip for attending the EGM to Computershare Hong Kong Investor Services Limited (for holders of H Shares) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Tuesday, December 26, 2017.

4. **Voting by poll**

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

The aforesaid resolutions 1 to 2 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; and resolution 3 is a special resolution to be passed by the affirmative votes representing at least two-thirds of the total number of Shares held by the attending Shareholders having voting rights.

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

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

5. **Miscellaneous**

- (1) The EGM is expected to be held for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
- (2) The address of Computershare Hong Kong Investor Services Limited is: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The registered address of the Company:

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

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