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*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6837)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Haitong Securities Co., Ltd. (the “**Company**”) will be held at Conference Room, 3/F, Haitong Securities Building, No. 689 Guangdong Road, Huangpu District, Shanghai, the PRC on Friday, 18 June 2021 at 1:30 p.m., for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors of the Company for the year 2020.
2. To consider and approve the report of the supervisory committee of the Company for the year 2020.
3. To consider and approve the annual report of the Company for the year 2020.
4. To consider and approve the final accounts report of the Company for the year 2020.
5. To consider and approve the profit distribution proposal of the Company for the year 2020.
6. To consider and approve the renewal of engagement of auditing firms for the year 2021.

7. To consider and approve the proposal regarding projected routine related party/connected transactions of the Company in 2021, including:
  - 7.01 To consider and approve the proposal regarding related party/connected transactions with Shanghai Guosheng (Group) Co., Ltd. and its associates;
  - 7.02 To consider and approve the proposal regarding related party transactions with Shanghai Shengyuan Real Estate (Group) Co., Ltd.;
  - 7.03 To consider and approve the proposal regarding related party transactions with the companies (other than the Company and its subsidiaries) where the Company's directors, supervisors and senior management hold positions as directors or senior management, and other related corporate entities; and
  - 7.04 To consider and approve the proposal regarding related party transactions with related natural persons.

#### **SPECIAL RESOLUTION**

1. To consider and approve the proposal regarding the grant of general mandate for the board to authorize, allot or issue A shares and/or H shares.

By order of the Board  
**Haitong Securities Co., Ltd.**  
**ZHOU Jie**  
*Chairman*

Shanghai, the PRC  
29 April 2021

*Notes:*

**1. Eligibility for attending the Annual General Meeting and date of registration of members for H shares**

The register of members of H Shares of the Company will be closed from 19 May 2021 (Wednesday) to 18 June 2021 (Friday) (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 18 May 2021 (Tuesday) are entitled to attend and vote in respect of all resolutions to be proposed at this Annual General Meeting.

In order to attend this Annual General Meeting, 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 18 May 2021 (Tuesday).

**2. Proxy**

- (1) Each shareholder entitled to attend and vote at the Annual General Meeting may appoint one or more proxies in writing to attend and vote on his behalf. A proxy needs 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 authorising that attorney to sign or other document of authorisation must be notarised.

To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other document 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 Annual General Meeting (i.e. 1:30 p.m. on 17 June 2021 (Thursday)) or not less than 24 hours before the time appointed for voting by poll.

- (3) Any voting at the Annual General Meeting shall be taken by poll.

**3. Registration procedures for attending the Annual General Meeting**

A shareholder or his proxy should present proof of identity when attending the Annual General Meeting. If a shareholder is a legal person, its legal representative or other person authorised by the board of directors or other governing body of such shareholder may attend the Annual General Meeting by providing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.

**4. Voting by poll**

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the Chairman of the Annual General Meeting will demand a poll in relation to all the proposed resolutions at the Annual General Meeting in accordance with Article 118 of the Articles of Association of the Company.

**5. Miscellaneous**

(1) The Annual General Meeting 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 office of the Company:

Haitong Securities Building  
No. 689 Guangdong Road  
Shanghai  
The People's Republic of China

Contact office: Office of the Board  
Telephone No.: 86 (21) 2321 9000  
Facsimile No.: 86 (21) 6341 0627  
Contact Person: Mr. Jiang Chengjun

*As at the date of this notice, the executive directors of the Company are Mr. ZHOU Jie, Mr. QU Qiuping and Mr. REN Peng; the non-executive directors of the Company are Mr. TU Xuanxuan, Mr. ZHOU Donghui, Ms. YU Liping and Mr. XU Jianguo; and the independent non-executive directors of the Company are Mr. ZHANG Ming, Mr. LAM Lee G., Mr. ZHU Hongchao and Mr. ZHOU Yu.*

\* *For identification purpose only*