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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

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



海通证券股份有限公司
HAITONG SECURITIES CO., LTD.*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6837)

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR AND NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

A notice convening the 2021 First Extraordinary General Meeting of the Company at Conference Room, 3/F, Haitong Securities Building, No. 689 Guangdong Road, Huangpu District, Shanghai, the PRC on Tuesday, 28 September 2021 at 2:00 p.m. is set out on pages 7 to 8 of this circular.

The form of proxy for the 2021 First Extraordinary General Meeting has been distributed on Tuesday, 7 September 2021. It has also been published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). If you are not able to attend the 2021 First Extraordinary General Meeting, 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 2021 First Extraordinary General Meeting (i.e. 2:00 p.m. on Monday, 27 September 2021) or not less than 24 hours before the time appointed for voting by poll, and deposit it together with the notarised power of attorney or other document of authorization with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares). Completion and return of the forms of proxy will not preclude you from attending and voting at the 2021 First Extraordinary General Meeting should you so desire.

* For identification purpose only

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DEFINITIONS

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

“A Share(s)”	domestic shares 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
“Board” or “Board of Directors”	the board of directors of the Company
“Company”	Haitong Securities Co., Ltd., a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Hong Kong Stock Exchange under the stock code of 6837 and the A Shares of which are listed on the Shanghai Stock Exchange under the stock code of 600837
“Company Law”	the Company Law of the People’s Republic of China
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM” or “the 2021 First Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at Conference Room, 3/F, Haitong Securities Building, No. 689 Guangdong Road, Huangpu District, Shanghai, the PRC on Tuesday, 28 September 2021 at 2:00 p.m.
“Group”	the Company and its subsidiaries
“H Share(s)”	ordinary shares in the share capital of the Company with nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“HK\$” or “Hong Kong dollars”	the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	3 September 2021, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company, including holder(s) of H Shares and holder(s) of A Shares
“Supervisor(s)”	the supervisor(s) of the Company
“Securities Law”	the Securities Law of the People’s Republic of China

LETTER FROM THE BOARD



海通证券股份有限公司
HAITONG SECURITIES CO., LTD.*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6837)

Executive Directors:

Mr. Zhou Jie (*Chairman and General Manager*)
Mr. Ren Peng

Non-executive Directors:

Mr. Tu Xuanxuan
Mr. Zhou Donghui
Ms. Yu Liping
Mr. Xu Jianguo

Independent Non-executive Directors:

Mr. Zhang Ming
Mr. Lam Lee G.
Mr. Zhu Hongchao
Mr. Zhou Yu

Registered office:

Haitong Securities Building
No. 689 Guangdong Road
Shanghai
PRC

*Principal place of business
in Hong Kong:*

21st Floor, Li Po Chun Chambers
189 Des Voeux Road Central
Central
Hong Kong

7 September 2021

To the Shareholders

Dear Sir or Madam,

INTRODUCTION

The purpose of this circular is to provide you with the notice of the 2021 First Extraordinary General Meeting (set out on pages 7 to 8 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 resolution or abstain from voting at the 2021 First Extraordinary General Meeting.

At the 2021 First Extraordinary General Meeting, ordinary resolution will be proposed to approve the resolution regarding the appointment of Mr. Li Jun as an executive director of the Company.

* For identification purpose only

LETTER FROM THE BOARD

ORDINARY RESOLUTION:

The Resolution Regarding the Appointment of Mr. Li Jun as an Executive Director

Reference is made to the announcement dated 2 September 2021 in relation to the proposed change of executive director of the Company. Mr. Qu Qiuping (瞿秋平) (“**Mr. Qu**”) tendered his resignation from the office of an executive director of the seventh session of the Board of the Company due to change in work arrangement with effect from 2 September 2021. After his resignation, Mr. Qu no longer serves as an executive director of the Company. On 2 September 2021, the Board of the Company has considered and approved the proposed appointment of Mr. Li Jun (李軍) (“**Mr. Li**”) as an executive director of the Company and proposes an ordinary resolution at the EGM to approve the appointment of Mr. Li as an executive director of the Company.

The biography of Mr. Li is as follows:

Mr. Li Jun, born in 1969, has a master’s degree in business administration, and has served as deputy secretary to the Communist Party Committee of the Company from August 2021. Mr. Li worked in the Shanghai Branch of China Pacific Insurance Co., Ltd. from July 1992 to February 2001. He successively served as a member of the Import Division, the Deputy Head, Head of the Import Division of the Overseas Business Department, the Head of the Export Division of the Transportation Insurance Department and the Head of Business Division 1 of Import and Export. He worked in China Pacific Property Insurance Co., Ltd. from March 2001 to January 2003, and successively served as the Head of the office secretary, deputy general manager of the Pudong sub-branch (in charge of work), deputy secretary and secretary of the branch of the party. From January 2003 to May 2014, he worked in Shanghai Financial Services Office. He successively served as cadre, principal staff member of the institution, deputy director of the Division 2 of the organization, director of the Division 2 of financial institution, and director of the local financial management division. From December 2013 to May 2014, he served as deputy secretary-general of the management committee of China (Shanghai) Free Trade Zone (suspended post). From May 2014 to September 2014, he served as the deputy secretary-general of the management committee of China (Shanghai) Free Trade Zone. From September 2014 to November 2018, he served as the deputy director of the Shanghai Financial Services Office. From November 2018 to August 2021, he served as the deputy director of the Shanghai Municipal Financial Regulatory Bureau and deputy director of the Shanghai Municipal Financial Regulatory Bureau. Mr. Li has served as vice president of Shanghai Finance Association since May 2018.

As far as the Directors of the Company are aware, save as disclosed above, Mr. Li has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Li does not have any relationship with any Directors, Supervisors, senior management or substantial shareholders of

LETTER FROM THE BOARD

the Company, nor does he hold any position in the Company or any of its subsidiaries. As at the Latest Practicable Date, Mr. Li has no interest in the shares of the Company or its associated companies within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Li which is required to be disclosed pursuant to the requirements set out in Rules 13.51(2) (h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor are there any matters which need to be brought to the attention of the shareholders of the Company. Mr. Li has not been penalized by China Securities Regulatory Commission or other relevant departments or stock exchanges.

Pursuant to the Articles of Association and related PRC laws and regulations, the appointment of Mr. Li as an executive director will be effective from the date of approval by the Shareholders at the EGM. The term of the appointment of Mr. Li as an executive director will end upon the expiration of the term of the seventh session of the Board of the Company. As at the Latest Practicable Date, the Company has not entered into any service contract with Mr. Li. The remuneration of Mr. Li shall be determined in accordance with the related management measures with regard to the compensation and performance review of the Company.

The aforesaid proposal was considered and approved at the Board on 2 September 2021 and is hereby proposed at the EGM for consideration and approval.

THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

The 2021 First Extraordinary General Meeting of the Company will be held at Conference Room, 3/F, Haitong Securities Building, No. 689 Guangdong Road, Huangpu District, Shanghai, the PRC on Tuesday, 28 September 2021 at 2:00 p.m. The notice of the EGM are set out on pages 7 to 8 of this circular:

The register of members of H Shares of the Company will be closed from Thursday, 23 September 2021 to Tuesday, 28 September 2021 (both days inclusive), during which time no share transfers of H Shares are effected. Purchasers of H 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 Tuesday, 21 September 2021 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 Share should ensure that all transfer documents, accompanied by the relevant H Share certificates, have been lodged with the Company's H Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on Tuesday, 21 September 2021.

The form of proxy for the 2021 First Extraordinary General Meeting has been distributed on Tuesday, 7 September 2021. It has also been published on the website of Hong Kong Stock Exchange (www.hkexnews.hk).

LETTER FROM THE BOARD

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 the Company's H Share Registrar not less than 24 hours before the time appointed for the 2021 First Extraordinary General Meeting (i.e. 2:00 p.m. on Monday, 27 September 2021) or not less than 24 hours before the time appointed for voting by poll. Completion and return of the forms of proxy will not preclude you from attending and voting at the 2021 First Extraordinary General Meeting in person if you so wish.

HONG KONG LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Hong Kong Listing Rules, 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 2021 First Extraordinary General Meeting will demand a poll in relation to all the proposed resolutions at the 2021 First Extraordinary General Meeting in accordance with Article 118 of the Articles of Association.

To the best knowledge of the Directors, as of the Latest Practicable Date, no Shareholder has a material interest in any of the above resolution and therefore no Shareholder is required to abstain from voting in respect of the above resolution at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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 Board believes that the resolution mentioned above is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders to vote in favor of the relevant resolution to be proposed at the 2021 First Extraordinary General Meeting as set out in the notice of the 2021 First Extraordinary General Meeting set out in this circular.

Yours faithfully,
By Order of the Board
Haitong Securities Co., Ltd.
ZHOU Jie
Chairman

NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING



海通证券股份有限公司
HAITONG SECURITIES CO., LTD.*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6837)

NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 First Extraordinary 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 Tuesday, 28 September 2021 at 2:00 p.m., for the following purpose:

ORDINARY RESOLUTION

1. To consider and approve the resolution regarding the appointment of Mr. Li Jun as an executive director of the Company

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

Shanghai, the PRC
7 September 2021

Notes:

1. **Eligibility for attending the 2021 First Extraordinary 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 Thursday, 23 September 2021 to Tuesday, 28 September 2021 (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 Tuesday, 21 September 2021 are entitled to attend and vote in respect of all resolutions to be proposed at this Extraordinary General Meeting.

In order to attend this Extraordinary 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 Tuesday, 21 September 2021.

2. **Proxy**

- (1) Each shareholder entitled to attend and vote at the 2021 First Extraordinary General Meeting 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.

NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

- (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 the 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 2021 First Extraordinary General Meeting (i.e. 2:00 p.m. on Monday, 27 September 2021) or not less than 24 hours before the time appointed for voting by poll.

- (3) Any voting at the 2021 First Extraordinary General Meeting shall be taken by poll.

3. Registration procedures for attending the 2021 First Extraordinary General Meeting

A shareholder or his proxy should present proof of identity when attending the 2021 First Extraordinary 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 2021 First Extraordinary 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 2021 First Extraordinary General Meeting will demand a poll in relation to all the proposed resolutions at the 2021 First Extraordinary General Meeting in accordance with Article 118 of the Articles of Association of the Company.

5. Miscellaneous

- (1) The 2021 First Extraordinary 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 Investors 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
- (4) Please refer to the circular of the Company in relation to the 2021 First Extraordinary General Meeting published on 7 September 2021 for details of the resolution to be proposed at the 2021 First Extraordinary General Meeting for consideration and approval.

As at the date of this notice, the executive directors of the Company are Mr. ZHOU Jie 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.

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