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*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 06881)**

## **NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting of 2021 (the “**EGM**”) of China Galaxy Securities Co., Ltd. (the “**Company**”) will be held at Conference Room M1919, Qinghai Finance Building, Building No. 1, No. 8 Xiyang Street, Fengtai District, Beijing, the PRC on Tuesday, 19 October 2021 at 10:00 a.m. for the following purposes. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 30 September 2021.

### **SPECIAL RESOLUTIONS**

- 1 To consider and approve the resolution in relation to the satisfaction of the Conditions of the Public Issuance of A Shares Convertible Bonds by the Company.
- 2 To consider and approve the resolution in relation to the plan of the Public Issuance of A Shares Convertible Bonds by the Company (by way of voting on an individual basis):
  - 2.01 Type of securities to be issued;
  - 2.02 Size of Issuance;
  - 2.03 Par value and issue price;
  - 2.04 Term;
  - 2.05 Interest rate;
  - 2.06 Timing and method of principal and interest payments;

- 2.07 Conversion period;
- 2.08 Determination of and adjustment to the conversion price;
- 2.09 Terms of downward adjustment to the conversion price;
- 2.10 Method for determining the number of Shares for conversion and treatment for any amount of A Share Convertible Bonds which are insufficient to be converted into one A Share;
- 2.11 Terms of redemption;
- 2.12 Terms of sale back;
- 2.13 Entitlement to dividend in the year of conversion;
- 2.14 Method of Issuance and target investors;
- 2.15 Subscription arrangement for the existing holders of A Shares;
- 2.16 Matters relevant to the meetings of holders of A Share Convertible Bonds;
- 2.17 Use of proceeds;
- 2.18 Guarantee and security;
- 2.19 Deposit and management of proceeds raised;
- 2.20 Liabilities for breach of contract;
- 2.21 Trustee manager of A Share Convertible Bonds;
- 2.22 Validity period of the issuance plan.

- 3 To consider and approve the resolution in relation to the preliminary plan of the Public Issuance of A Share Convertible Bonds by the Company.
- 4 To consider and approve the resolution in relation to the feasibility report on the use of proceeds from the Public Issuance of A Share Convertible Bonds by the Company.
- 5 To consider and approve the resolution in relation to the report on the use of previously raised proceeds by the Company.
- 6 To consider and approve the resolution in relation to the dilution of current returns by the Public Issuance of A Share Convertible Bonds and the remedial measures by the Company.
- 7 To consider and approve the resolution in relation to the rules for the meetings of holders of A Share Convertible Bonds of the Company.
- 8 To consider and approve the resolution in relation to the plan of Shareholders' return for the next three years (2021-2023) of the Company.
- 9 To consider and approve the resolution in relation to the grant of authorizations to the Board to handle the matters relating to the Public Issuance of A Share Convertible Bonds.

#### **ORDINARY RESOLUTION**

- 10 To consider and approve the election of Ms. Qu Yanping as a Supervisor of the fourth session of the Supervisory Committee of the Company.

By order of the Board  
**China Galaxy Securities Co., Ltd.**  
**CHEN Gongyan**  
*Chairman and Executive Director*

Beijing, the PRC, 30 September 2021

*Notes:*

1. Pursuant to 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. As such, the resolutions set out in the notice of EGM will be voted by poll. Results of the poll voting will be published on the Company's website at [www.chinastock.com.cn](http://www.chinastock.com.cn) and the HKExnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the EGM.
2. Any shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.

3. In order to be valid, the form of proxy together with the notarized power of attorney or other documents of authorization, if any, must be completed and returned to the Office of the Board of Directors of the Company (for holders of A Shares) or the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H Shares), not less than 24 hours before the time appointed for holding the EGM (i.e. no later than 10:00 a.m. on 18 October 2021) or any adjournment thereof. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof should he/she so wish.
4. The H Share register of members of the Company will be closed, for the purpose of determining the entitlement of holders of H Shares to attend the EGM, from Wednesday, 13 October 2021 to Tuesday, 19 October 2021 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM, all share certificates, together with the instruments of transfers, must be lodged for registration with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares) at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Tuesday, 12 October 2021. The Company will announce separately on the Shanghai Stock Exchange details of the eligibility of the holders of A Shares for attending the EGM.
5. Where there are joint holders of any shares, the one whose name stands first on the register of members shall be entitled to attend and vote at the EGM in respect of such shares.
6. Shareholder or his/her proxy shall produce proof of identity when attending the EGM:
  - (a) Legal representatives of legal person shareholders who attend the meeting shall produce their own identity cards and effective proof of their capacity as legal representatives. Proxies of legal person shareholders shall produce their own identity cards or other effective document of identity; and
  - (b) Individual shareholders who attend the meeting in person shall produce their identity cards or other effective document of identity. Proxies of individual shareholders shall produce their own identity cards or other effective document of identity.
7. The EGM is expected to be held for less than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
8. The Office of the Board of Directors of the Company is located at Qinghai Finance Building, Building No. 1, No. 8 Xiying Street, Fengtai District, Beijing, the PRC.

Tel. no.: 86 (10) 8635 9022

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*As at the date of this notice, the executive directors of the Company are Mr. CHEN Gongyan (Chairman) and Mr. CHEN Liang (Vice Chairman and President); the non-executive directors are Mr. LIU Dingping, Mr. YANG Tijun, Ms. LIU Chang, Mr. LIU Zhihong and Mr. JIANG Yuesheng; and the independent non-executive directors are Mr. LIU Ruizhong, Mr. WANG Zhenjun, Ms. LIU Chun and Mr. LAW Cheuk Kin Stephen.*