
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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 securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your Shares in the Company, 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 affected for transmission to the purchaser(s) or the transferee(s).



(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)

**2022 WORK REPORT OF THE BOARD
2022 WORK REPORT OF THE SUPERVISORY COMMITTEE
2022 FINAL FINANCIAL REPORT
2022 ANNUAL REPORT
2022 PROFIT DISTRIBUTION PLAN
ESTIMATED ORDINARY TRANSACTIONS WITH
RELATED PARTIES FOR 2023
ESTIMATED INVESTMENT AMOUNT FOR
THE PROPRIETARY BUSINESS FOR 2023
RE-APPOINTMENT OF THE ACCOUNTING FIRMS FOR 2023
REPORT ON PERFORMANCE OF DUTIES OF THE INDEPENDENT
NON-EXECUTIVE DIRECTORS FOR 2022
REPURCHASE AND CANCELLATION OF PART OF
THE RESTRICTED A SHARES
EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTION ON THE
GENERAL MANDATE TO ISSUE ONSHORE AND OFFSHORE DEBT
FINANCING INSTRUMENTS OF THE COMPANY
NOTICE OF AGM FOR 2022
AND
NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING**

A notice convening the AGM and the H Share Class Meeting of the Company to be held at Conference Room, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Friday, June 30, 2023 at 2 p.m. are set out on pages 18 to 25 of this circular.

The proxy forms for use at the AGM and the H Share Class Meeting are enclosed, which are also published at the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.htsc.com.cn). If you are not able to attend the AGM and/or the H Share Class 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 AGM and the H Share Class Meeting and deposit it together with the notarised power of attorney or other documents 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 form of proxy will not preclude you from attending and voting at the AGM and/or the H Share Class Meeting in person should you so desire.

May 31, 2023

TABLE OF CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
NOTICE OF AGM	18
NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING	23
APPENDIX I – 2022 WORK REPORT OF THE SUPERVISORY COMMITTEE	26
APPENDIX II – 2022 FINAL FINANCIAL REPORT	34
APPENDIX III – RESOLUTION ON THE ESTIMATED ORDINARY TRANSACTIONS WITH RELATED PARTIES OF THE COMPANY FOR 2023	36
APPENDIX IV – ORIGINAL RESOLUTION ON THE GENERAL MANDATE TO ISSUE ONSHORE AND OFFSHORE DEBT FINANCING INSTRUMENTS OF THE COMPANY	56

DEFINITIONS

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

“A Share Class Meeting”	the 2023 Second A Share Class Meeting to be held by the Company at Conference Room, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Friday, June 30, 2023 at 2 p.m. (or immediately after the conclusion of the AGM or its adjourned meeting thereof)
“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
“AGM”	the annual general meeting of 2022 to be held by the Company at Conference Room, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Friday, June 30, 2023 at 2 p.m.
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board” or “Board of the Company”	the board of directors of the Company
“CEO”	the chief executive officer of the Company
“Class Meeting”	the A Share Class Meeting and the H Share Class Meeting
“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 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 “华泰六八八六股份有限公司” and English name of “Huatai Securities Co., Ltd.”; the H Shares of which have been listed on the main board of the Hong Kong Stock Exchange since June 1, 2015 (Stock Code: 6886); the A Shares of which have been listed on the Shanghai Stock Exchange since February 26, 2010 (Stock Code: 601688); the global depository receipts of which have been listed on the London Stock Exchange plc since June 2019 (Symbol: HTSC), unless the context otherwise requires, including its predecessor

DEFINITIONS

“Company Law”	the Company Law of the People’s Republic of China (as amended, supplemented or otherwise modified from time to time)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“GDR”	global depositary receipt
“Group”	the Company and its subsidiaries, and their respective predecessors
“H Share(s)”	foreign share(s) 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
“H Share Class Meeting”	the 2023 Second H Share Class Meeting to be held by the Company at Conference Room, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Friday, June 30, 2023 at 2 p.m. (or immediately after the conclusion of the AGM and the A Share Class Meeting or any adjourned meeting thereof)
“HK dollar(s)”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Huatai Financial Holdings (Hong Kong)”	Huatai Financial Holdings (Hong Kong) Limited (華泰金融控股(香港)有限公司), a wholly-owned subsidiary of Huatai International
“Huatai International”	Huatai International Financial Holdings Company Limited (華泰國際金融控股有限公司), a wholly-owned subsidiary of the Company
“Independent Non-executive Director(s)”	the independent non-executive Director(s) of the Company

DEFINITIONS

“Jiangsu SASAC”	State-owned Assets Supervision and Administration Commission of Jiangsu Provincial Government (江蘇省政府國有資產監督管理委員會)
“Latest Practicable Date”	May 24, 2023, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PBOC”	the People’s Bank of China
“PRC” or “China”	the People’s Republic of China, excluding, for the purposes of this circular, Hong Kong, Macau Special Administrative Region and Taiwan
“Reporting Period”	the period from January 1, 2022 to December 31, 2022
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law of the People’s Republic of China (as amended, supplemented or otherwise modified from time to time)
“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)”	the holder(s) of the Share(s)
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“USD”	United States dollars, the lawful currency of the United States
“%”	per cent

LETTER FROM THE BOARD



(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)

Executive Directors:

Mr. Zhang Wei (*Chairman*)

Mr. Zhou Yi (*CEO*)

Ms. Yin Lihong

Registered office:

No. 228 Middle Jiangdong Road,

Nanjing, Jiangsu Province,

the PRC

Non-executive Directors:

Mr. Ding Feng

Mr. Chen Zhongyang

Mr. Ke Xiang

Ms. Hu Xiao

Mr. Zhang Jinxin

Principal place of business

in Hong Kong:

62/F, The Centre,

99 Queen's Road Central,

Hong Kong

Independent Non-executive Directors:

Mr. Wang Jianwen

Mr. Wang Quansheng

Mr. Peng Bing

Mr. Wang Bing

Mr. Tse Yung Hoi

May 31, 2023

To the Holders of H Shares

Dear Sir and Madam,

INTRODUCTION

The purpose of this circular is to provide you, as holders of H Shares, with the notices of the AGM and the H Share Class Meeting (set out on pages 18 to 25 of this circular) and provide you with information reasonably necessary for enabling you to make informed decisions on whether to vote for or against the proposed resolutions at the AGM and the H Share Class Meeting.

At the AGM, ordinary resolutions will be proposed to approve: (1) the 2022 work report of the Board of the Company (the “**2022 Work Report of the Board**”); (2) the 2022 work report of the Supervisory Committee of the Company (the “**2022 Work Report of the Supervisory Committee**”); (3) the 2022 final financial report of the Company (the “**2022**

LETTER FROM THE BOARD

Final Financial Report”); (4) the 2022 annual report of the Company (the “**2022 Annual Report**”); (5) the 2022 profit distribution plan of the Company (the “**2022 Profit Distribution Plan**”); (6) the resolution on the estimated ordinary transactions with related parties of the Company for 2023; (7) the resolution on the estimated investment amount for the proprietary business of the Company for 2023; (8) the resolution on re-appointment of the accounting firms of the Company for 2023; and (9) the report on performance of duties of the Independent Non-executive Directors of the Company for 2022. In addition, special resolutions will be proposed to approve: (10) the resolution on repurchase and cancellation of part of the restricted A Shares; and (11) the resolution on extension of the validity period of the resolution on the general mandate to issue onshore and offshore debt financing instruments of the Company.

The above-mentioned resolution numbered 10 is subject to the approval, by special resolution, of the AGM, the A Share Class Meeting and the H Share Class Meeting of the Company, respectively.

ORDINARY RESOLUTIONS:

1. 2022 Work Report of the Board

At the AGM, an ordinary resolution will be proposed to approve 2022 Work Report of the Board. Please see the relevant parts of the 2022 Annual Report for information about 2022 Work Report of the Board.

The 2022 Work Report of the Board was considered and approved by the Board on March 30, 2023, and is now submitted to the AGM for its consideration and approval.

2. 2022 Work Report of the Supervisory Committee

At the AGM, an ordinary resolution will be proposed to approve 2022 Work Report of the Supervisory Committee. Details of the 2022 Work Report of the Supervisory Committee are set out in Appendix I to this circular.

The 2022 Work Report of the Supervisory Committee was considered and approved by the Supervisory Committee on March 30, 2023, and is now submitted to the AGM for its consideration and approval.

3. 2022 Final Financial Report

At the AGM, an ordinary resolution will be proposed to approve 2022 Final Financial Report. Details of the 2022 Final Financial Report are set out in the Appendix II to this circular.

The 2022 Final Financial Report was considered and approved by the Board on March 30, 2023, and is now submitted to the AGM for its consideration and approval.

LETTER FROM THE BOARD

4. 2022 Annual Report

At the AGM, an ordinary resolution will be proposed to approve the 2022 Annual Report. The 2022 Annual Report was dispatched to the Shareholders on April 27, 2023, and has been published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.htsc.com.cn).

The 2022 Annual Report was considered and approved by the Board and the Supervisory Committee on March 30, 2023, and is now submitted to the AGM for its consideration and approval.

5. 2022 Profit Distribution Plan

At the AGM, an ordinary resolution will be proposed to approve the 2022 Profit Distribution Plan.

According to the 2022 annual financial statements of the Company, the net profit for 2022 of the Company reached RMB12,209,871,037.74. According to relevant requirements of the Company Law, the Securities Law, the Financial Rules for Financial Enterprises (《金融企業財務規則》) and the Articles of Association, the Company had appropriated 10% for statutory surplus reserve, 10% for general risk reserve and 10% for trading risk reserve of RMB3,662,961,311.32 in total, after which, the profit available for distribution for the year of 2022 was RMB8,546,909,726.42. In consideration of the balance of undistributed profit in previous years, the accumulated profit available for distribution to investors as at the end of 2022 was RMB24,000,453,156.70.

According to relevant requirements of the CSRC, gains arising from the fair value changes in distributable profit of securities companies shall not be used for cash distribution to shareholders. As at the end of December 2022, the accumulated fair value changes in distributable profit of the parent company were RMB1,750,948,700.27, after deduction of which as required, the profit of the parent company available for distribution to investors in cash amounted to RMB22,249,504,456.43.

After comprehensive consideration of factors such as the interests of Shareholders and the development of the Company, the 2022 Profit Distribution Plan of the Company is proposed as follows:

1. The Company will distribute cash dividend of RMB4.50 (tax inclusive) per 10 Shares based on the Company's existing total share capital of 9,075,589,027 Shares after deducting 45,278,495 Shares deposited in the special account of the Company for securities repurchase and 925,692 A Shares to be repurchased and cancelled (i.e. on the basis of 9,029,384,840 Shares), with the total cash dividend of RMB4,063,223,178.00 (tax inclusive), representing 36.76% of net profit attributable to the shareholders of the parent company on a consolidated basis for 2022.

LETTER FROM THE BOARD

If the total share capital of the Company changes as a result of repurchase and cancellation of Shares granted in the equity incentive during the period from the disclosure date of this plan to the record date of the implementation of the dividend distribution, the Company intends to maintain the distribution ratio per Share unchanged and adjust the total distribution accordingly. The remaining profits available for distribution to investors will be carried forward to the next year.

2. Cash dividend is denominated and declared in Renminbi, and paid to holders of A Shares (including the depositary of GDRs) and the investors of Southbound Trading in Renminbi and to holders of H Shares (excluding the investors of Southbound Trading) in HK dollars. The actual distribution amount in HK dollars shall be calculated at the average basic exchange rate of Renminbi against HK dollars published by the PBOC five business days prior to the date of the AGM of the Company.

The Company will make further notice on the record date and the book closure date for such dividend distribution.

The resolution was considered and approved by the Board and the Supervisory Committee on March 30, 2023, and is now submitted to the AGM for its consideration and approval. Upon the approval at the AGM, the Company will distribute cash dividend to its Shareholders according to the distribution plan within two months from the date of convening the AGM.

6. Resolution on the estimated ordinary transactions with related parties of the Company for 2023

At the AGM, an ordinary resolution will be proposed to authorize, within the scope of the ordinary transactions with related parties of the Company for 2023 estimated in the resolution, the Company's management to sign or renew relevant agreements according to the Company's need for normal business operation. Details of the resolution on the estimated ordinary transactions with related parties of the Company for 2023 are set out in the Appendix III to this circular.

The resolution was considered and approved by the Board on March 30, 2023, and is now submitted to the AGM for its consideration and approval.

7. Resolution on the estimated investment amount for the proprietary business of the Company for 2023

An ordinary resolution will be proposed at the AGM to approve the estimated investment amount for the proprietary business of the Company for 2023.

LETTER FROM THE BOARD

As an essential part of the primary business of the Company, the proprietary investment business is affected by various factors such as national policies and market volatility. The proprietary investment scale is subject to adjustment based on the actual situation so as to seize investment opportunities in a timelier manner. Article 6 of the Provisions on Strengthening the Supervision and Administration of Listed Securities Companies (Revised in 2020) (《關於加強上市證券公司監管的規定(2020年修訂)》) promulgated by the CSRC provides that “pursuant to the requirements of the listing rules of the Shanghai Stock Exchange and the Shenzhen Stock Exchange with respect to transactions which shall be disclosed, where material foreign investments including securities proprietary business of listed securities companies exceeding certain amounts may need to be disclosed and proposed to the shareholders’ general meeting for resolution in time, the aggregate amount of proprietary investments can be considered and disclosed by shareholders’ general meeting of such companies each year; in the event that any changes occurred in proprietary investments, shareholders’ general meeting can authorize the Board to vote and provide announcements in compliance with the Articles.” The Board considered the Proposal on the Estimated Investment Amount for the Proprietary Business of the Company for 2023 and then formed the Resolution on the Estimated Investment Amount for the Proprietary Business of the Company for 2023. The resolution mainly includes:

Subject to the compliance with the relevant requirements of proprietary business management and risk control indicators issued by the CSRC, propose to authorize the business management of the Company to determine and adjust the total amount of investment of the proprietary business of the Company within the following limits according to the market condition:

1. The aggregate amount for proprietary equity securities and derivatives thereof shall not exceed 100% of the net capital of the Company;
2. The aggregate amount for proprietary non-equity securities and its derivatives shall not exceed 500% of the net capital of the Company.

The above-mentioned limit excludes long-term equity investment and passive position arising from underwriting business of the Company. The aggregate amount for “proprietary equity securities and derivatives” and “proprietary non-equity securities and its derivatives” shall be calculated according to the Administrative Measures for Risk Control Indicators of Securities Companies (《證券公司風險控制指標管理辦法》) and the Calculation Standards for Risk Control Indicators of Securities Companies (《證券公司風險控制指標計算標準規定》).

It should be noted that the above-mentioned limits, being cap amounts of the proprietary investment, are set in accordance with relevant requirements of the CSRC and subject to market volatility, and the total amounts of proprietary investment to be made and any variance thereof, do not represent the judgment of the business management of the Company or the Board on the market. The actual amounts of proprietary investment depend on the market conditions at the time of making such proprietary investment(s).

LETTER FROM THE BOARD

The resolution was considered and approved by the Board on March 30, 2023, and is now submitted to the AGM for its consideration and approval.

8. The resolution on re-appointment of the accounting firms of the Company for 2023

An ordinary resolution will be proposed at the AGM to approve the re-appointment of the accounting firms of the Company for 2023.

After the bid evaluation by the team of experts organized by the Bidding Center of Jiangsu Province, as considered and approved at the Shareholders' general meeting of the Company, the Company engaged Deloitte (Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu) as the audit service institute for the annual accounting statements and internal control of the Company and holding subsidiaries in 2022. The Company now proposes to re-appoint Deloitte Touche Tohmatsu Certified Public Accountants LLP as the audit service institute of the Company and its holding subsidiaries for the 2023 annual accounting statements and internal control to issue A Share audit report, internal control audit report and GDRs audit report; and to appoint Deloitte Touche Tohmatsu as the audit service institute for the Company's H Shares to issue H Share audit report. The audit service fee shall not exceed RMB4.6 million, among which the audit fee for internal control amounts to RMB0.40 million.

The resolution was considered and approved by the Board on March 30, 2023, and is now submitted to the AGM for its consideration and approval.

9. Report on performance of duties of the Independent Non-executive Directors of the Company for 2022

At the AGM, an ordinary resolution will be proposed to approve the duty report of the independent Directors of the Company for 2022.

Pursuant to the relevant requirements issued by the Shanghai Stock Exchange, the report on performance of duties of the independent Directors of the Company for 2022 has been published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company's website (www.htsc.com.cn) on March 30, 2023.

The report on performance of duties of the independent Directors of the Company for 2022 was considered and approved by the Board on March 30, 2023, and is now submitted to the AGM for consideration and approval.

SPECIAL RESOLUTIONS:

10. The resolution on repurchase and cancellation of part of the restricted A Shares

Reference is made to the announcement dated March 30, 2023 of the Company, in relation to repurchase and cancellation of part of the restricted A Shares.

LETTER FROM THE BOARD

I. REASONS FOR THE REPURCHASE

(I) Dismissing or terminating the employment relationship with the Company by incentive participants

A total of 18 incentive participants are no longer qualified as incentive participants due to their dismissal or termination of the employment relationship with the Company. According to the relevant provisions under Chapter 13 of the Restricted Share Incentive Scheme of A Shares of Huatai Securities Co., Ltd. (《华泰证券股份有限公司A股限制性股票股权激励計劃》) (the “**Incentive Scheme**”), the restricted A Shares that have been granted to them but not yet unlocked shall be repurchased and cancelled by the Company. For such conditions, the total number of shares for repurchase and cancellation by the Company amounts to 727,946 shares.

(II) Not fully satisfying the individual performance conditions of incentive participants

According to the performance assessment for the first lock-up period of the Incentive Scheme, there are 119 incentive participants whose performance assessment results for 2021 do not satisfy the individual performance conditions for the full unlocking, with individual performance coefficients of 90% or 70%, and whose restricted Shares vested in the first lock-up period have not satisfied the conditions for the full unlocking. In accordance with the provisions under Chapter 8 of the Incentive Scheme, the restricted Shares held by them which have not been unlocked shall be repurchased and cancelled by the Company. For such conditions, the total number of Shares for repurchase and cancellation by the Company amounts to 197,746.

II. REPURCHASE PRICE

According to the provisions under Chapter 13 “Handling of Changes in the Company’s Situation and the Conditions of Incentive Participants” of the Incentive Scheme, in addition to dismissal or termination of employment relationship with the Company due to job transfer, normal retirement upon reaching the statutory retirement age, incapacity to work, demise and other cases, if the incentive participants dismiss or terminate employment relationship with the Company, the restricted shares that have been granted to them but not yet unlocked shall not be unlocked, and shall be repurchased by the Company at the lower of the Grant Price and the stock market price at the time of repurchase (the average trading price of the underlying stock of the Company on the trading day before the repurchase matters deliberated by the Board, the “**Stock Market Price**”).

According to the provisions under Chapter 8 “Conditions of Grant and Unlocking of restricted shares” of the Incentive Scheme, if the Shares that can be unlocked in the then current period are not fully unlocked due to the performance assessment at the Company level or the performance assessment at the individual level, the corresponding restricted

LETTER FROM THE BOARD

Shares shall not be unlocked and shall not be carried forward to the next period for the purpose of unlocking and shall be repurchased by the Company at the lower of the Grant Price and the Stock Market Price.

According to the provisions under Chapter 15 “Repurchase of the Restricted Shares” of the Incentive Scheme, after completion of the registration of the restricted Shares which have been granted to the incentive participants, if there is any increase of Share capital by conversion of capital reserves, distribution of bonus issue, stock division, rights issue, share consolidation, distribution of dividends or any other event that affects the Company’s total share capital or share price, the Company shall make corresponding adjustments to the repurchase price and the repurchase quantity of the restricted Shares which are not yet unlocked.

According to the resolution of the fourteenth meeting of the fifth session of the Board of the Company, the Grant Price of the restricted A Shares granted to the aforesaid 137 incentive participants shall be RMB9.10 per Share. On August 6, 2021, the Company implemented an equity distribution for 2020 with cash dividend of RMB4.00 per 10 Shares. Upon consideration and approval at the twenty-first meeting of the fifth session of the Board and the twelfth meeting of the fifth session of the Supervisory Committee of the Company, the Grant Price applicable to the repurchase by the Company was adjusted to RMB8.70 per Share. On August 5, 2022, the Company implemented an equity distribution for 2021 with cash dividend of RMB4.50 per 10 Shares. Accordingly, the Company made adjustments to the Grant Price applicable to the repurchase as follows:

$$P=P_0-V=8.70-0.45=RMB8.25 \text{ per Share.}$$

Where: P_0 represents the Grant Price before the adjustment; V represents the dividend per Share; P represents the Grant Price after the adjustment.

In conclusion, the repurchase price applicable to the repurchase of the Company shall be the lower of the Grant Price after the adjustment and the Stock Market Price, i.e., RMB8.25 per Share.

III. NUMBER OF SHARES UNDER THE REPURCHASE AND CANCELLATION

Prior to the repurchase and cancellation, amongst the restricted A Shares granted, 14,222,943 Shares subject to selling restrictions have been released to floating Shares not subject to selling restrictions for listing on April 24, 2023, resulting in 30,204,084 restricted A Shares remaining in the Company.

The total number of the restricted Shares to be repurchased and cancelled is 925,692, representing approximately 2.08% of the registered restricted A Shares under the Incentive Scheme and approximately 0.01% of the total share capital of the Company as of the Latest Practicable Date.

LETTER FROM THE BOARD

IV. TOTAL AMOUNT AND SOURCE OF FUNDS FOR THE REPURCHASE

The total amount of funds used by the Company for the repurchase is RMB7,636,959.00, which is financed by its internal funds.

V. CHANGES IN THE SHARE CAPITAL STRUCTURE AND CORRESPONDING EFFECTS OF REPURCHASE

Type of Shares	Before the repurchase and cancellation		Increase/ Decrease	After the repurchase and cancellation	
	Number (shares)	Proportion (%)		Number (shares)	Proportion (%)
A Shares	7,356,543,347	81.06	-925,692	7,355,617,655	81.06
– Floating Shares not subject to selling restrictions	7,326,339,263	80.73	–	7,326,339,263	80.73
– Shares subject to selling restrictions	30,204,084	0.33	-925,692	29,278,392	0.32
H Shares	1,719,045,680	18.94	–	1,719,045,680	18.94
Total	<u>9,075,589,027</u>	<u>100.00</u>	<u>-925,692</u>	<u>9,074,663,335</u>	<u>100.00</u>

Note 1: The above share capital structure represents the share capital of the Company as of the Latest Practicable Date. The changes in the share capital structure of the Company after the repurchase and cancellation shall be subject to the share capital structure table issued by the Shanghai Branch of China Securities Depository and Clearing Corporation Limited upon the completion of the repurchase and cancellation.

Note 2: Any discrepancies in the above table between part of the total shown and the sum of the breakdown figures are due to rounding.

The repurchase and cancellation of part of the restricted A Shares will not lead to any change in the right of control of the de facto controllers of the Company, the shareholding structure of the Company will remain in compliance with the listing conditions, and they will not have any material impact on the operating results and financial conditions of the Company.

VI. ADJUSTMENTS TO THE REGISTERED CAPITAL OF THE COMPANY AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Following the cancellation of the aforesaid repurchased Shares, the registered capital of the Company will decrease by RMB925,692 and corresponding amendments shall be made to relevant provisions of the Articles of Association. After the approval at the Shareholders' general meeting and Class Meeting, the management of the Company shall be authorized to complete the procedures for industrial and commercial change registration of the registered capital of the Company and amend relevant provisions of the Articles of Association accordingly.

LETTER FROM THE BOARD

VII. FOLLOW-UP ARRANGEMENTS FOR THE REPURCHASE AND CANCELLATION PLAN

The Board shall complete the relevant procedures for the repurchase and cancellation pursuant to the requirements of the Shanghai Stock Exchange and the Shanghai Branch of China Securities Depository and Clearing Corporation Limited and perform the information disclosure obligations in a timely manner.

VIII. OPINION OF THE INDEPENDENT DIRECTORS

In the opinion of the independent Directors:

- (I) the repurchase and cancellation are in compliance with the Administrative Measures for the Share Incentives of Listed Companies 《(上市公司股權激勵管理辦法)》 and other laws, regulations and normative documents and relevant provisions of the Incentive Scheme, will not affect the continuous implementation of the Incentive Scheme or lead to any change in the right of control of the de facto controllers of the Company; the shareholding structure of the Company will remain in compliance with the listing conditions; and they will not materially affect the operating results and financial conditions of the Company nor will they prejudice the interests of the Company and the Shareholders.
- (II) the adjustment to the repurchase price is in compliance with the Administrative Measures for the Share Incentives of Listed Companies and other laws, regulations and normative documents and relevant provisions of the Incentive Scheme as well as the authorization by the general meeting to the Board.
- (III) agree with the repurchase and cancellation of part of the restricted Shares by the Company, and agree with submitting the resolution to the AGM, the A Share Class Meeting and the H Share Class Meeting of the Company for consideration and approval.

IX. OPINION OF THE SUPERVISORY COMMITTEE

In the opinion of the Supervisory Committee:

The matter of the repurchase and cancellation of part of restricted A Shares by the Company and the relevant deliberation procedures are in compliance with the Administrative Measures for the Share Incentives of Listed Companies and other laws, regulations, normative documents and the Articles of Association and relevant provisions of the Incentive Scheme. They will not prejudice the interests of the Company and the Shareholders. The Supervisory Committee agrees with the Company to repurchase and

LETTER FROM THE BOARD

cancel 925,692 restricted Shares with its internal funds at the price of RMB8.25 per Share. The resolution is subject to the consideration of the AGM, the A Share Class Meeting and the H Share Class Meeting of the Company.

X. CONCLUSION OF THE LEGAL OPINION

Beijing King & Wood Mallesons (Nanjing) Law Firm (北京市金杜(南京)律師事務所) has issued a legal opinion and concluded as follows: as of the issue date of this legal opinion, the Company has fulfilled the necessary approval and authorization at this stage in relation to the repurchase, which is in compliance with the Administrative Measures for the Share Incentives of Listed Companies, the Trial Measures for the Implementation of Share Incentives by State-owned Listed Companies (Domestic) (《國有控股上市公司(境內)實施股權激勵試行辦法》) and relevant provisions of the Incentive Scheme. The reasons for, number of shares involved, price for the repurchase comply with the Administrative Measures for the Share Incentives of Listed Companies, the Trial Measures for the Implementation of Share Incentives by State-owned Listed Companies (Domestic) and relevant provisions of the Incentive Scheme. The repurchase shall be approved at the AGM and process registration and other procedures for reduction of registered capital and cancellation of shares in accordance with the Company Law and other laws and regulations. The Company will be required to fulfill necessary information disclosure obligations in relation to the repurchase.

The resolution was considered and approved by the Board on March 30, 2023, and is now submitted to the AGM and Class Meeting for consideration and approval.

11. Extension of the validity period of the resolution on the general mandate to issue onshore and offshore debt financing instruments of the Company

References are made to the circular of the Company dated January 8, 2021 and the poll results announcement of the first extraordinary general meeting for the year 2021 of the Company dated February 8, 2021 respectively, in relation to, inter alia, the Resolution on the General Mandate to Issue Onshore and Offshore Debt Financing Instruments of the Company considered and approved at the 2021 first extraordinary general meeting of the Company, which authorized the Company to use various onshore and offshore debt financing instruments, with the total amount of debt financing not exceeding 400% (inclusive) of the net assets of the Company as at the latest period (calculated based on the balance to be repaid after the issuance other than borrowings, repurchases and prime brokerage financing used for daily liquidation operations and translated based on the central parity rate published by the PBOC at the time of each issuance if issued in foreign currencies). The authorization shall be valid for 36 months from the date of consideration and approval at the general meeting, which will expire on February 8, 2024.

LETTER FROM THE BOARD

In order to have an effective linkage between the renewal of the general mandate and the timing of convening of the general meeting to ensure the proper implementation of the relevant financing, it is now proposed to the AGM and the Class Meeting for considering the following matters:

To extend the validity period of the aforesaid resolution of the general mandate to the convening date of the annual general meeting for 2025, i.e. to amend the “The authorization for the issuance of onshore and offshore debt financing instruments shall be valid for 36 months from the date of consideration and approval at the general meeting.” in the terms of the validity period of the original resolution of the general mandate (Article 12 of the original general mandate to issue debt financing instruments) to “The authorization for the issuance of onshore and offshore debt financing instruments shall be valid until the date of the annual general meeting for 2025.” Other details of the general mandate (including those not adjusted in the original Article 12) remain unchanged.

The details of the original Resolution on the General Mandate to Issue Onshore and Offshore Debt Financing Instruments of the Company is set out in the Appendix IV to this circular.

The resolution was considered and approved by the Board on March 30, 2023, and is now submitted to the AGM for its consideration and approval.

INFORMATION ABOUT THE ATTENDANCE OF THE AGM AND THE H SHARE CLASS MEETING

The AGM and the H Share Class Meeting will be held at Conference Room, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Friday, June 30, 2023 at 2 p.m. The notices of the AGM and the H Share Class Meeting are also set out on pages 18 to 25 of this circular.

The summary of the important dates for H Shareholders is as follows:

Last Registration Date	:	At or before 4:30 p.m. on Monday, June 26, 2023
Closure of Register of Members for H Shareholders	:	From Tuesday, June 27, 2023 to Friday, June 30, 2023
Submission of Proxy Form	:	At 2 p.m. on Thursday, June 29, 2023

The register of members of H Shares will be closed from Tuesday, June 27, 2023 to Friday, June 30, 2023 (both days inclusive), during which period no Share transfers of H Shares will be effected. Purchasers of Shares who have submitted their Share transfer documents to

LETTER FROM THE BOARD

the H Share Registrar of the Company and registered as Shareholders on the H Share register of members of the Company at or before 4:30 p.m. on Monday, June 26, 2023 are entitled to attend and vote in respect of all resolutions to be proposed at the AGM and the H Share Class Meeting.

In order to attend the AGM and/or the H Share Class 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 Monday, June 26, 2023.

The proxy forms for the AGM and the H Share Class Meeting have been despatched on Wednesday, May 31, 2023 and have also been published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.htsc.com.cn).

To be valid, for holders of H Shares, the proxy forms and notarised power of 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 AGM and the H Share Class Meeting. Completion and return of the proxy forms will not preclude you from attending and voting at the AGM and/or the H Share Class Meeting in person should you so wish.

For reference purpose only, the record date for determining the eligibility of members of A Shares for attending the AGM and/or the A Share Class Meeting will be on Tuesday, June 20, 2023. For details, please refer to the notices of the AGM and the A Share Class Meeting published on the website of the Shanghai Stock Exchange (www.sse.com.cn) on Wednesday, May 31, 2023.

VOTING ARRANGEMENTS

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a shareholders' general meeting and the H share class meeting must be taken by poll. Accordingly, the chairmen of the AGM and the H Share Class Meeting will demand a poll in relation to all the proposed resolutions at the AGM and the H Share Class Meeting in accordance with Article 119 of Articles of Association.

The aforesaid resolutions No. 1 to No. 9 are ordinary resolutions to be passed by the affirmative votes representing at least half of the total number of Shares held by the attending Shareholders having voting rights; resolutions No. 10 to No. 11 are special resolutions 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.

LETTER FROM THE BOARD

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, Jiangsu Guoxin Investment Group Limited, the Shareholder who has substantial interests in the resolution 6.1, will abstain from voting in this matter; Jiangsu Communications Holding Co., Ltd., who has substantial interests in the resolution 6.2, will abstain from voting in this matter; Govtor Capital Group Co., Ltd., who has substantial interests in the resolution 6.3, will abstain from voting in this matter; and Jiangsu SOHO Holdings Group Co., Ltd. and Jiangsu SOHO International Group Corp. (江蘇蘇豪國際集團股份有限公司), who have substantial interests in the resolution 6.4, will abstain from voting in this matter. Saved as disclosed above, no Shareholder is considered to have a material interest in any of the resolutions proposed at the AGM and has to abstain from voting at the AGM approving the resolutions.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 therein or this circular misleading.

RECOMMENDATION

The Board believes that all the resolutions mentioned above are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all the Shareholders vote in favour of the relevant resolutions to be proposed at the AGM and the H Share Class Meeting as set out in the notices of the AGM and the H Share Class Meeting attached to the circular.

Yours faithfully,

By order of the Board of the Company

Zhang Hui

Joint Company Secretary

NOTICE OF AGM



(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 2022 AGM

NOTICE IS HEREBY GIVEN that the AGM will be held at Conference Room, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Friday, June 30, 2023 at 2 p.m. to consider the following issues:

Ordinary Resolutions

1. To consider and approve the 2022 Work Report of the Board of the Company
2. To consider and approve the 2022 Work Report of the Supervisory Committee of the Company
3. To consider and approve the 2022 Final Financial Report of the Company
4. To consider and approve the 2022 Annual Report of the Company
5. To consider and approve the 2022 Profit Distribution Plan of the Company
6. To consider and approve the resolution on the estimated ordinary transactions with related parties of the Company for 2023:
 - 6.1 Ordinary related-party transactions with Jiangsu Guoxin Investment Group Limited and its related companies
 - 6.2 Ordinary related-party transactions with Jiangsu Communications Holding Co., Ltd. and its related companies
 - 6.3 Ordinary related-party transactions with Govtor Capital Group Co., Ltd. and its related companies
 - 6.4 Ordinary related-party transactions with Jiangsu SOHO Holdings Group Co., Ltd. and its related companies
 - 6.5 Ordinary related-party transactions with other related parties

NOTICE OF AGM

7. To consider and approve the resolution on the estimated investment amount for the proprietary business of the Company for 2023
8. To consider and approve the resolution on the re-appointment of the accounting firms of the Company for 2023
9. To consider and approve the report on performance of duties of the Independent Non-executive Directors for 2022

Special Resolutions

10. To consider and approve the resolution on repurchase and cancellation of part of the restricted A Shares
11. To consider and approve the resolution on extension of the validity period of the general mandate to issue onshore and offshore debt financing instruments of the Company

INFORMATION OF THE RESOLUTIONS

Information of the resolutions to be considered at the AGM and the recommendations of the Directors regarding those resolutions will be set out in detail in a circular to be despatched by the Company on Wednesday, May 31, 2023.

DEFINITIONS

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

“A Share(s)”	domestic share(s) in the share capital 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
“AGM”	the annual general meeting of 2022 to be held by the Company at Conference Room, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Friday, June 30, 2023 at 2 p.m.
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board” or “Board of the Company”	the board of directors of the Company

NOTICE OF AGM

“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 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 have been listed on the main board of The Stock Exchange of Hong Kong Limited since June 1, 2015 (Stock Code: 6886); the A Shares of which have been listed on the Shanghai Stock Exchange since February 26, 2010 (Stock Code: 601688); the global depository receipts of which have been listed on the London Stock Exchange plc since June 2019 (Symbol: HTSC), unless the context otherwise requires, including its predecessor
“Director(s)”	the director(s) of the Company
“H Share(s)”	foreign share(s) in the share capital of the Company with nominal value of RMB1.00 each, which are listed on The Stock Exchange of Hong Kong Limited and to be traded in HK dollars
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	May 24, 2023, being the latest practicable date for the purpose of ascertaining certain information contained in this notice prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“PRC” or “China”	the People’s Republic of China, excluding for the purposes of this notice, Hong Kong, Macau Special Administrative Region and Taiwan

NOTICE OF AGM

“Share(s)” the ordinary share(s) of RMB1.00 each in the share capital of the Company, comprising A Share(s) and H Share(s)

“Shareholder(s)” holder(s) of the Share(s)

By order of the Board of the Company

Zhang Hui

Joint Company Secretary

Jiangsu, the PRC, May 31, 2023

As at the date of this notice, the Board comprises Mr. Zhang Wei, Mr. Zhou Yi and Ms. Yin Lihong as executive Directors; Mr. Ding Feng, Mr. Chen Zhongyang, Mr. Ke Xiang, Ms. Hu Xiao and Mr. Zhang Jinxin as non-executive Directors; and Mr. Wang Jianwen, Mr. Wang Quansheng, Mr. Peng Bing, Mr. Wang Bing and Mr. Tse Yung Hoi as independent non-executive Directors.

Notes:

1. Eligibility for attending the AGM and date of registration of members for H Shares

The register of members of H Shares will be closed from Tuesday, June 27, 2023 to Friday, June 30, 2023 (both days inclusive), during which period no Share transfers of H Shares will be effected. Purchasers of Shares who have submitted their Share transfer documents 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 Monday, June 26, 2023 are entitled to attend and vote in respect of all resolutions to be proposed at the AGM.

In order to attend the AGM, 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 Monday, June 26, 2023.

2. Proxy

- (1) Each Shareholder entitled to attend and vote at the AGM 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/her 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 AGM.

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

3. Registration procedures for attending the AGM

A Shareholder attending in person should present proof of identity or stock account cards when attending the AGM. 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 AGM 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 AGM.

NOTICE OF AGM

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 AGM will demand a poll in relation to all the proposed resolutions at the AGM in accordance with Article 119 of Articles of Association.

The aforesaid resolutions 1 to 9 are ordinary resolutions to be passed by the affirmative votes representing at least half of the total number of Shares held by the attending Shareholders having voting rights; the resolutions 10 to 11 are special resolutions 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, Jiangsu Guoxin Investment Group Limited, the Shareholder who has substantial interests in the resolution 6.1, will abstain from voting in this matter; Jiangsu Communications Holding Co., Ltd., who has substantial interests in the resolution 6.2, will abstain from voting in this matter; and Govtor Capital Group Co., Ltd., who has substantial interests in the resolution 6.3, will abstain from voting in this matter; and Jiangsu SOHO Holdings Group Co., Ltd. and Jiangsu SOHO International Group Corp., who have substantial interests in the resolution 6.4, will abstain from voting in this matter. Saved as disclosed above, no Shareholder is considered to have a material interest in any of the resolutions proposed at the AGM and has to abstain from voting at the AGM approving the resolutions.

5. Miscellaneous

- (1) The AGM 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,
The PRC

Contact Office: Board Office
Telephone No.: +86 25 8338 7780 / 8338 7272
Facsimile No.: +86 25 8338 7784
E-mail: boardoffice@htsc.com

NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING



(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 2023 Second H Share Class Meeting

NOTICE IS HEREBY GIVEN that the 2023 second H share class meeting of the Company (the “**H Share Class Meeting**”) will be held at Conference Room, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Friday, June 30, 2023 at 2 p.m. (or immediately after the conclusion of the 2022 annual general meeting and the 2023 second A share class meeting of the Company or an adjournment thereof) to consider the following issues:

Special Resolution

1. To consider and approve the resolution on repurchase and cancellation of part of the restricted A Shares

INFORMATION OF THE RESOLUTION

Information of the resolution to be considered at the H Share Class Meeting and the recommendations of the Directors will be set out in detail in a circular to be despatched by the Company on Wednesday, May 31, 2023.

DEFINITIONS

In this notice, 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 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 “华泰六八八六股份有限公司” and English name of “Huatai Securities Co., Ltd.”; the H Shares of which have been listed on the main board of The Stock Exchange of Hong Kong Limited since June 1, 2015 (Stock Code: 6886); the A Shares of which have been listed on the Shanghai Stock Exchange since February 26, 2010 (Stock Code: 601688); the global depository receipts of which have been listed on the London Stock Exchange plc since June 2019 (Symbol: HTSC), unless the context otherwise requires, including its predecessor

NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING

“Director(s)”	the director(s) of the Company
“H Share(s)”	foreign share(s) in the share capital of the Company with nominal value of RMB1.00 each, which are listed on The Stock Exchange of Hong Kong Limited and to be traded in HK dollars
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	May 24, 2023, being the latest practicable date for the purpose of ascertaining certain information contained in this notice prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time
“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) of RMB1.00 each in the share capital of the Company, comprising A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)

By order of the Board of the Company
Zhang Hui
Joint Company Secretary

Jiangsu, the PRC, May 31, 2023

As at the date of this notice, the Board comprises Mr. Zhang Wei, Mr. Zhou Yi and Ms. Yin Lihong as executive Directors; Mr. Ding Feng, Mr. Chen Zhongyang, Mr. Ke Xiang, Ms. Hu Xiao and Mr. Zhang Jinxin as non-executive Directors; and Mr. Wang Jianwen, Mr. Wang Quansheng, Mr. Peng Bing, Mr. Wang Bing and Mr. Tse Yung Hoi as independent non-executive Directors.

NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING

Notes:

1. Eligibility for attending the H Share Class Meeting and date of registration of members for H Shares

The register of members of H Shares will be closed from Tuesday, June 27, 2023 to Friday, June 30, 2023 (both days inclusive), during which period no Share transfers of H Shares will be effected. Purchasers of Shares who have submitted their Share transfer documents 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 Monday, June 26, 2023 are entitled to attend and vote in respect of the resolution to be proposed at the H Share Class Meeting.

In order to attend the H Share Class 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 Monday, June 26, 2023.

2. Proxy

- (1) Each Shareholder entitled to attend and vote at the H Share Class Meeting 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/her 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 H Share Class Meeting.

- (3) Any voting at the H Share Class Meeting shall be taken by poll.

3. Registration procedures for attending the H Share Class Meeting

A Shareholder attending in person should present proof of identity or stock account cards when attending the H Share Class Meeting. 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 H Share Class Meeting 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 H Share Class Meeting.

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 H Share Class Meeting will demand a poll in relation to the proposed resolution at the H Share Class Meeting in accordance with Article 119 of Articles of Association.

The aforesaid resolution 1 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 resolution(s) proposed at the H Share Class Meeting and has to abstain from voting at the H Share Class Meeting approving the resolution(s).

5. Miscellaneous

- (1) The H Share Class 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 at 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,
The PRC

Contact Office: Board Office
Telephone No.: +86 25 8338 7780 / 8338 7272
Facsimile No.: +86 25 8338 7784
E-mail: boardoffice@htsc.com

Dear Shareholders,

On behalf of the Supervisory Committee, I hereby present the 2022 Work Report of the Supervisory Committee to the Shareholders' general meeting for review.

In 2022, in the spirit of being accountable to all the Shareholders and in compliance with the provisions under the Company Law, the Securities Law, the Articles of Association and the Rules of Procedures of the Supervisory Committee, the Supervisory Committee seriously fulfilled and independently exercised its supervisory functions and duties, and effectively supervised the Company's operations, financial condition and major decision-makings of the Board of the Company as well as the compliance with laws and regulations of the senior management in performance of their duties, so as to proactively safeguard the interests of the Company and its Shareholders and to ensure the healthy and long-term development of the Company.

I. MEETINGS OF THE SUPERVISORY COMMITTEE AND ATTENDANCE OF SUPERVISORS DURING THE REPORTING PERIOD

The Supervisory Committee of the Company convened six meetings during the Reporting Period, details of which are as follows:

Name of meeting	Date	Form and venue of the meeting	Resolutions at the meeting
The Twelfth Meeting of the Fifth Session of the Supervisory Committee	2022-03-30	By means of on-site meeting and video conference; venue: Small Conference Room, Floor 12, Building 1, Huatai Securities Square, No. 228, Middle Jiangdong Road, Nanjing	<ol style="list-style-type: none"> 1. To consider the 2021 Work Report of the Supervisory Committee of the Company; 2. To consider the Resolution on Repurchase and Cancellation of Part of the Restricted A Shares by the Company; 3. To consider the Proposal on the 2021 Profit Distribution of the Company; 4. To consider the Resolution on the 2021 Annual Report of the Company; 5. To consider the Resolution on the 2021 Annual Internal Control Evaluation Report of the Company;

Name of meeting	Date	Form and venue of the meeting	Resolutions at the meeting
			<p>6. To consider the Report on Performance Assessment and Remuneration of the Supervisors of the Company for 2021;</p> <p>7. Debriefing of the Report on Internal Audit of the Company for 2021;</p> <p>8. Debriefing of the Internal Audit Work Plan of the Company for 2022.</p>
The Thirteenth Meeting of the Fifth Session of the Supervisory Committee	2022-04-29	By means of on-site meeting; venue: Small Conference Room, Floor 12, Building 1, Huatai Securities Square, No. 228, Middle Jiangdong Road, Nanjing	To consider the Resolution on the First Quarterly Report of the Company for 2022.
The Fourteenth Meeting of the Fifth Session of the Supervisory Committee	2022-08-30	By means of on-site meeting; venue: Small Conference Room, Floor 12, Building 1, Huatai Securities Square, No. 228, Middle Jiangdong Road, Nanjing	To consider the Resolution on the 2022 Interim Report of the Company.
The Fifteenth Meeting of the Fifth Session of the Supervisory Committee	2022-10-28	By means of on-site meeting; venue: Small Conference Room, Floor 12, Building 1, Huatai Securities Square, No. 228, Middle Jiangdong Road, Nanjing	To consider the Resolution on the Third Quarterly Report of the Company for 2022.
The Sixteenth Meeting of the Fifth Session of the Supervisory Committee	2022-11-28	By means of teleconference	To consider the Proposal on Election of Members (Non-employee Representative Supervisors) of the Sixth Session of the Supervisory Committee of the Company.

Name of meeting	Date	Form and venue of the meeting	Resolutions at the meeting
The First Meeting of the Sixth Session of the Supervisory Committee	2022-12-30	By means of on-site meeting and video conference; venue: Small Conference Room, Floor 12, Building 1, Huatai Securities Square, No. 228, Middle Jiangdong Road, Nanjing	<ol style="list-style-type: none">1. To consider the Resolution on Election of Chairman of the Sixth Session of the Supervisory Committee of the Company;2. To consider the Resolution on the Satisfaction of the Conditions for the Rights Issue of the Company;3. To consider the Resolution on the Rights Issue Plan of the Company;4. To consider the Resolution on the Proposal for Public Issuance of Shares by way of Rights Issue of the Company;5. To consider the Resolution on the Feasibility Analysis Report on the Use of Proceeds from the Rights Issue of the Company;6. To consider the Resolution on the Report on Use of Proceeds Previously Raised;7. To consider the Resolution on the Risk Reminder of and Remedial Measures to the Dilution of Immediate Returns Resulted from the Rights Issue to the Existing Shareholders and the Undertakings by Relevant Parties;8. To consider the Resolution on the Shareholders' Interim Return Plan (2023-2025).

Details of attendance of all Supervisors of the Company at the meetings of the Supervisory Committee, Board meetings and Shareholders' general meetings during the Reporting Period are set out below:

Attendance at meetings of the Supervisory Committee										
Name of Supervisors	Position	Number of attendance required	Attendance in person	Attendance by way of teleconference	Attendance by proxy	Absence	Whether or not he/she failed to attend the meeting	Number of consecutive times	Number of attendance at Board meeting	Number of attendance at Shareholders' general meeting
							in person for two			
Gu Chengzhong	Chairman of the Supervisory Committee and Employee Representative Supervisor	6	6	1	-	-	No	5	4	
Li Chongqi	Supervisor	1	1	-	-	-	No	1	-	
Yu Lanying	Supervisor	6	4	1	2	-	No	3	1	
Zhang Xiaohong	Supervisor	6	4	1	2	-	No	3	1	
Zhou Hongrong	Supervisor	1	1	-	-	-	No	1	-	
Wang Ying	Employee Representative Supervisor	6	5	1	1	-	No	4	4	
Wang Juan	Employee Representative Supervisor	6	6	1	-	-	No	5	4	
Zhang Ming	Supervisor	5	3	1	2	-	No	2	-	
Fan Chunyan	Supervisor	5	3	1	2	-	No	2	-	
Number of meetings of the Supervisory Committee convened during the year								6		
Of which: number of meetings held by means of on-site								3		
number of meetings held by way of teleconference								1		
number of meetings held both on-site and by way of teleconference								2		

Note 1: On December 28, 2022, the Supervisory Committee of the Company received the Notice on the Results of the Election of Employee Representative Directors of the Sixth Session of the Board and the Employee Representative Supervisors of the Sixth Session of the Supervisory Committee from the employee representatives' meeting of the Company, at which Mr. Gu Chengzhong, Ms. Wang Ying and Ms. Wang Juan were elected as the employee representative Supervisors of the sixth session of the Supervisory Committee of the Company.

Note 2: On December 30, 2022, Ms. Li Chongqi, Ms. Yu Lanying, Ms. Zhang Xiaohong and Ms. Zhou Hongrong were elected as non-employee representative Supervisors of the sixth session of the Supervisory Committee at the 2022 First Extraordinary General Meeting of the Company. On the same day, Mr. Gu Chengzhong was elected as the chairman of the Supervisory Committee of the Company at the first meeting of the sixth session of the Supervisory Committee of the Company, with a term of office of three years from the date of consideration and approval by such meeting of the Supervisory Committee.

II. OPINIONS RAISED BY THE SUPERVISORY COMMITTEE ON THE COMPANY'S RELEVANT MATTERS IN 2022

During the Reporting Period, the Supervisory Committee convened six meetings in total, at which 20 proposals and reports were considered or debriefed. The Supervisors presented in the Board meetings and Shareholders' general meetings of the Company as non-voting delegates, monitored the decision-making process on material matters on a real-time basis and kept abreast of the management's implementation of the decisions made by the Board by carefully reading the reports of the Company, including Work Newsletter (monthly) and Brief Report on Audit Work (quarterly). On this basis, the Supervisory Committee gave independent opinions on the Company's relevant matters as follows:

(I) Legal operation

During the Reporting Period, the Company was under legal operation in compliance with relevant laws and regulations such as the Company Law, the Securities Law and the Articles of Association as well as the requirements of the Company's systems. Major operational decisions of the Company were reasonable, and the decision-making procedures were lawful. The Company established a relatively sound internal management system and internal control system, under which various regulations were effectively implemented. During the Reporting Period, the Supervisory Committee found no conducts violating laws, regulations, Articles of Association or damaging the interests of the Company and its Shareholders made by Directors and senior management of the Company when performing their duties, and there were no material risks in the Company.

(II) Financial aspect of the Company

During the Reporting Period, the Supervisory Committee of the Company regularly convened meetings of the Supervisory Committee to review quarterly reports, interim reports, annual financial reports, annual evaluation reports on internal control and other documents of the Company, and checked the business and financial conditions of the Company. The Supervisory Committee believed that the financial report of the Company for 2022 had been audited by Deloitte Touche Tohmatsu Certified Public Accountants LLP which had issued a standard audit report without qualified opinions. The Company's financial statements were prepared in compliance with relevant requirements under the Accounting Standards for Business Enterprises, and the financial report has truly reflected the financial conditions and operating results of the Company. Regular reports were prepared and reviewed in compliance with relevant laws, regulations and various requirements of the CSRC, the contents of which were true, accurate and complete to reflect the actual conditions of the Company.

(III) Implementation of the System regarding Insider Registration and Management and Confidentiality

The Company has formulated the System regarding Insider Registration and Management and Confidentiality of Huatai Securities Co., Ltd. (《华泰证券股份有限公司内幕信息知情人登记管理及保密制度》) in accordance with the relevant laws and regulations. During the Reporting Period, the Company carried out the registration and management of insider information in an orderly manner in accordance with the System. There were no incidents found in the Company in violation of insider registration and management and confidentiality obligation.

(IV) Related-party transactions

During the Reporting Period, the related-party transactions of the Company were fair and reasonable, and no circumstances impairing interests of the Company and Shareholders have been found. When the Board of the Company considered related matters, independent Directors expressed independent opinions, affiliated Directors abstained from voting, and the voting procedures were legal and valid.

(V) Use of the funds raised

During the Reporting Period, the Company successfully issued nine tranches of corporate bonds of RMB28.0 billion in total; issued two tranches of short-term corporate bonds of RMB10.0 billion in total; issued three tranches of perpetual subordinated bonds of RMB9.2 billion; issued one tranche of non-public corporate bonds of RMB4.0 billion; issued one tranche of overseas RMB bonds of RMB5.0 billion; issued USD bonds and overseas medium-term notes with a total scale of USD3.578 billion. During the Reporting Period, the Company issued 3,310 income certificates in total with a scale of RMB29.542 billion. As of the end of the Reporting Period, 999 income certificates continued to exist with a scale of RMB17.510 billion.

(VI) Reviews of the relevant reports

1. Written reviews and opinions on the 2022 Annual Report of the Company prepared by the Board of Directors were as follows:

The 2022 Annual Report of the Company was prepared and reviewed in compliance with relevant laws, regulations and requirements of regulators, and the contents therein were true, accurate and complete to reflect the actual conditions of the Company.

2. The Supervisory Committee reviewed the 2022 Assessment Report on Internal Control of the Company, and had no objections to the contents therein.

III. RECOMMENDATIONS FOR THE FUTURE WORKS OF THE COMPANY

1. Enhance risk prevention and control for international business to support the improvement and upgrade of the Company's international development. With the advancement of the Company's internationalization strategy, the Company's business expands into the United States, Hong Kong and other countries and regions, the subsidiary in Singapore has also been established and is about to commence operations, and therefore the Company is exposed to more complex market environment and regulatory requirements. The novelty and complexity of offshore subsidiaries' businesses in fields such as institutional sales and transactions, wealth management and cross-border derivatives have continuously increased. During the Reporting Period, the Company procured its offshore subsidiaries to implement comprehensive management and control initiatives in relation to compliance and laws, strengthened penetration management on material matters of offshore subsidiaries, and assisted offshore subsidiaries to prevent and resolve business risks. The Company shall continue to enhance risk prevention and control over offshore subsidiaries and cross-border operations, give full play to the pivotal role of Huatai Financial Holdings (Hong Kong) on the management of international business, strengthen the team building of professional talents to improve the global and integrated professional competence of domestic and overseas employees.
2. Polish professional competence with a focus on platformization and integration to efficiently follow the Company's strategies and business development. The Company deepened its core strategy of technology empowerment, comprehensively promoted in-depth platformization of its business, and leveraged on synergy to implement integrated development of all business lines. During the Reporting Period, the Company focused on the ecosystem construction of its two major platforms (i.e., wealth management and institutional business) and promoted the integrated operation of such platforms. The Company shall continue to polish professional competence with a focus on platformization and integration, carry out business with an open and inclusive mindset, and manage and control risks in a prudent and professional manner. In order to adapt to the new situation of business coordination, the Company shall strengthen the management on information isolation and conflicts of interest, improve the management mechanism for identifying, reporting and evaluating conflicts of interest, as well as further advance the governance on customer data, optimize the customer-centered and integrated operation mechanism and infrastructure, and practice the philosophy of "One Huatai externally and One Customer internally (對外一個華泰、對內一個客戶)".

In the new year, the Supervisory Committee of the Company will perform its supervisory duties in an earnest and legal manner and enhance supervisory efforts to promote companywide compliance and development of risk management system, and to practically safeguard the interests of the Company and the legitimate rights of Shareholders. All Supervisors will further enhance their capacity and improve their performance through continuous study, so as to foster the regulated, orderly and healthy development of the Company.

This report has been considered and approved at the second meeting of the sixth session of the Supervisory Committee, and is now submitted to the Shareholders for your consideration.

The Supervisory Committee of the Company

Dear Shareholders,

The capital market experienced a downturn in 2022 due to various domestic and overseas adverse factors. Against this background, the Company firmly implemented the “two-pronged” strategy empowered by technology, and continued to sharpen its leading advantages in terms of service and platform to provide customers with comprehensive financial services throughout the life cycle. Although the results of the Company declined year on year, its reduction was better than the average level among listed securities companies which had disclosed their financial results. The Company achieved a second record-highest net profit ranking only second to that of 2021, and its comprehensive strength ranked firmly in the forefront of the industry.

In 2022, the operating income of the Company amounted to RMB32.03 billion, representing a year-on-year decrease of 15.5%. The net profit amounted to RMB11.37 billion, representing a year-on-year decrease of 16.4%. The net profit attributable to the shareholders of the parent company amounted to RMB11.05 billion, representing a year-on-year decrease of 17.2%. The ROE was 7.5%, representing a year-on-year decrease of 2.4 percentage points. The margin of operating income attributable to the parent company after deduction of non-recurring profit or loss was 33.6%, representing a year-on-year decrease of 1.2 percentage points.

Brief income and expenditure of the Group

(Unit: RMB100 million, Currency: RMB)

Item	2022	2021	Year-on-year change
Operating income	320.3	379.1	-15.5%
Operating expenses	198.9	215.7	-7.8%
Operating profit	121.4	163.4	-25.7%
Net profit	113.7	136.0	-16.4%
Net profit attributable to the shareholders of the parent company	110.5	133.5	-17.2%

The Group’s assets scale maintained a stable growth. At the end of 2022, the total assets reached RMB846.57 billion, representing an increase of RMB39.92 billion as compared with the beginning of the year, mainly due to the increase in the amount of placements and repurchase and the amount of financial investments. The Group’s total liabilities were RMB678.72 billion at the end of the year, representing an increase of RMB24.10 billion as compared with the beginning of the year. The net assets amounted to RMB167.85 billion at the end of the year, representing a year-on-year increase of 10.4%, mainly due to the issuance of perpetual bonds of RMB9.2 billion by the Company in the year in addition to retained profits; the net capital of the parent company was RMB92.97 billion, representing a year-on-year increase of 12.9%. All regulatory indicators maintained sound and met the regulatory

requirements. The Group's debt-to-assets ratio was 75.8%, representing a year-on-year decrease of 1.12 percentage points, mainly due to the decline in the financial leverage level as the result of the slowing growth of assets, issuance of perpetual bonds and the Company's accumulated profits.

Brief Balance Sheet of the Group
(Unit: RMB100 million, Currency: RMB)

Item	As at the end of 2022	As at the end of 2021	Year-on-year change
Total assets	8,465.7	8,066.5	4.9%
Total liabilities	6,787.2	6,546.2	3.7%
Net assets	1,678.5	1,520.4	10.4%
Net capital (parent company)	929.7	823.1	12.9%

In 2022, the capital expenditure of the Group was RMB1.16 billion. The Company comprehensively promoted its digital transformation focusing on the overall target of “client’s success, business innovation, operation optimization and employee empowering”. The Company thoroughly transformed its business and management model with digital thinking and platforms to achieve all-round customer and business empowerment.

This report has been considered and approved at the second meeting of the sixth session of the Board of Directors, and is now submitted to the Shareholders for your consideration.

The Board of Directors of the Company

**APPENDIX III RESOLUTION ON THE ESTIMATED ORDINARY
TRANSACTIONS WITH RELATED PARTIES
OF THE COMPANY FOR 2023**

Dear Shareholders:

According to the requirements under relevant laws and regulations, the Listing Rules and the Management System for Related-party Transactions of the Company, in order to optimize the management and disclosure of related-party transactions, based on its needs in ordinary operations and business development, the Company made estimates on the ordinary transactions with related parties of the Company in 2023 with details as follows:

I. GENERAL SITUATION OF ESTIMATED ORDINARY TRANSACTIONS WITH RELATED PARTIES OF THE COMPANY IN 2023

(I) Estimated related party transactions in relation to Jiangsu Guoxin Investment Group Limited

1. Jiangsu Guoxin Investment Group Limited and its subsidiaries

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products services	Securities trading commission	The business department of the Company provides securities and futures brokerage services to it in exchange of a commission determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as the securities market conditions and securities trading amount cannot be estimated accurately.
	Investment banking income	The Company or its subsidiaries provide securities underwriting, financial advisory and other services to it in exchange of fees determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products trading	Trading in and subscription of bonds in the fixed income business	Subscription of bonds in the primary market, investment in bonds, repurchase of bonds and lending of bonds in the secondary market.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the bond market conditions and specific business scale.
	Investment income	Income from holding and disposal of financial assets held for trading and income from holding and disposal of debt investment.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

2. *Zking Property & Casualty Insurance Co., Ltd.*

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products services	Investment banking income	The Company or its subsidiaries provide securities underwriting, financial advisory and other services to it in exchange of fees determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
Securities and financial products trading	Trading in and subscription of bonds in the fixed income business	Subscription of bonds in the primary market, investment in bonds, repurchase of bonds and lending of bonds in the secondary market.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the bond market conditions and specific business scale.
	OTC derivatives trading	Including, but not limited to, income swap, interest rate swap, OTC option trading.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

**APPENDIX III RESOLUTION ON THE ESTIMATED ORDINARY
TRANSACTIONS WITH RELATED PARTIES
OF THE COMPANY FOR 2023**

3. *Lian Life Insurance Co., Ltd.*

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products services	Investment banking income	The Company or its subsidiaries provide securities underwriting, financial advisory and other services to it in exchange of fees determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
Securities and financial products trading	Trading in and subscription of bonds in the fixed income business	Subscription of bonds in the primary market, investment in bonds, repurchase of bonds and lending of bonds in the secondary market.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	OTC derivatives trading	Including, but not limited to, income swap, interest rate swap, OTC option trading.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

4. *Suzhou Zhongfang Consortium Holding Company Limited*

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products trading	Trading in and subscription of bonds in the fixed income business	Subscription of bonds in the primary market, investment in bonds, repurchase of bonds and lending of bonds in the secondary market.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

**APPENDIX III RESOLUTION ON THE ESTIMATED ORDINARY
TRANSACTIONS WITH RELATED PARTIES
OF THE COMPANY FOR 2023**

(II) Estimated related party transactions in relation to Jiangsu Communications Holding Co., Ltd.

1. Jiangsu Communications Holding Co., Ltd. and its subsidiaries (excluding Jiangsu Financial Leasing Co., Ltd.)

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products services	Securities trading commission	The business department of the Company provides securities and futures brokerage services to it in exchange of a commission determined with reference to the market price.	The amount for 2023 will be calculated based on the actual conditions and securities trading amount cannot be estimated accurately.
	Investment banking income	The Company or its subsidiaries provide securities underwriting, financial advisory and other services to it in exchange of fees determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
Securities and financial products trading	Trading in and subscription of bonds in the fixed income business	Subscription of bonds in the primary market, investment in bonds, repurchase of bonds and lending of bonds in the secondary market.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the bond market conditions and specific business scale.
	Investment income	Income from holding and disposal of financial assets held for trading and income from holding and disposal of debt investment.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
Disposal of financial products	Disposal of	Disposal of the Company's non-publicly issued financial products (including but not limited to various types of bonds, income certificates, asset securitization and private equity fund).	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

**APPENDIX III RESOLUTION ON THE ESTIMATED ORDINARY
TRANSACTIONS WITH RELATED PARTIES
OF THE COMPANY FOR 2023**

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Other transactions with related parties	Rental income/expense	The Company rents/leases business premises and office equipment to it in exchange of/by paying rental.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

2. *Jiangsu Financial Leasing Co., Ltd.*

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products services	Investment banking income	The Company or its subsidiaries provide securities underwriting, financial advisory and other services to it in exchange of fees determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
Securities and financial products trading	Trading in and subscription of bonds in the fixed income business	Subscription of bonds in the primary market, investment in bonds, repurchase of bonds and lending of bonds in the secondary market.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

3. *Bank of Nanjing Co., Ltd.*

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products services	Investment banking income	The Company or its subsidiaries provide securities underwriting, financial advisory and other services to it in exchange of fees determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
	Investment banking expenses	The Company or its subsidiaries receive securities underwriting and other services by it in exchange of fees determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	Interest income from bank deposits	Net interest income.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	Banking service fee expenses	The Company or its subsidiaries receive third-party fund depository services, custody services and other services by it in exchange of fees determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
Securities and financial products trading	Trading in and subscription of bonds in the fixed income business	Subscription of bonds in the primary market, investment in bonds, bills rediscounting, repurchase of bonds and lending of bonds in the secondary market.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the bond market conditions and specific business scale.
	Investment income	Income from holding and disposal of financial assets held for trading and income from holding and disposal of debt investment.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	Liquidity coordination	Mainly including inter-bank lending, overdraft facility of legal person's account, repurchase of bonds, repurchase of bills, liquidity support and commitment.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the business scale.

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
	Purchase of financial products	Purchase of its non-publicly issued, underwritten, accepted/discounted financial products (including but not limited to various types of bonds, asset securitization, wealth management products, asset management products, electronic bills).	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	Disposal of financial products	Disposal of the Company's non-publicly issued financial products (including but not limited to various types of bonds, income certificates, asset securitization and private equity fund).	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	OTC derivatives trading	Including, but not limited to, income swap, interest rate swap, OTC option trading.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

4. Zijin Trust Co., Ltd.

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products trading	Disposal of financial products	Disposal of the Company's non-publicly issued financial products (including but not limited to various types of bonds, income certificates, asset securitization and private equity fund).	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
	Trading in and subscription of bonds in the fixed income business	Subscription of bonds in the primary market, investment in bonds, repurchase of bonds and lending of bonds in the secondary market.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the bond market conditions and specific business scale.

5. *Eastern Airports Group Co., Ltd.*

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products trading	Trading in and subscription of bonds in the fixed income business	Subscription of bonds in the primary market, investment in bonds, repurchase of bonds and lending of bonds in the secondary market.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

6. *Jiangsu Port Group Co., Ltd.*

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products services	Investment banking income	The Company or its subsidiaries provide securities underwriting, financial advisory and other services to it in exchange of fees determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

**APPENDIX III RESOLUTION ON THE ESTIMATED ORDINARY
TRANSACTIONS WITH RELATED PARTIES
OF THE COMPANY FOR 2023**

7. *Fuanda Fund Management Co., Ltd.*

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products services	Trading seat compartment commission and sales service charge	The Company acts as an agent for sales of and retains its fund products and leases trading seats and provides brokerage services to it in exchange of commission and other income determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
Securities and financial products trading	Trading in and subscription of bonds in the fixed income business	Subscription of bonds in the primary market, investment in bonds, repurchase of bonds and lending of bonds in the secondary market.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	OTC derivatives trading	Including, but not limited to, income swap, interest rate swap, OTC option trading.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

**APPENDIX III RESOLUTION ON THE ESTIMATED ORDINARY
TRANSACTIONS WITH RELATED PARTIES
OF THE COMPANY FOR 2023**

(III) Estimated related party transactions with Govtor Capital Group Co., Ltd.

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products services	Investment banking income	The Company or its subsidiaries provide securities underwriting, financial advisory and other services to it in exchange of fees determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
Securities and financial products trading	Trading in and subscription of bonds in the fixed income business	Subscription of bonds in the primary market, investment in bonds, repurchase of bonds and lending of bonds in the secondary market.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the bond market conditions and specific business scale.
	Investment income	Income from holding and disposal of financial assets held for trading and income from holding and disposal of debt investment.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	Disposal of financial products	Disposal of the Company's non-publicly issued financial products (including but not limited to various types of bonds, income certificates, asset securitization and private equity fund).	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

**APPENDIX III RESOLUTION ON THE ESTIMATED ORDINARY
TRANSACTIONS WITH RELATED PARTIES
OF THE COMPANY FOR 2023**

(IV) Estimated related party transactions with Jiangsu SOHO Holdings Group Co., Ltd.

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products services	Investment banking income	The Company or its subsidiaries provide securities underwriting, financial advisory and other services to it in exchange of fees determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
Securities and financial products trading	Trading in and subscription of bonds in the fixed income business	Subscription of bonds in the primary market, investment in bonds, repurchase of bonds and lending of bonds in the secondary market.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the bond market conditions and specific business scale.
	Investment income	Income from holding and disposal of financial assets held for trading and income from holding and disposal of debt investment.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	Disposal of financial products	Disposal of the Company's non-publicly issued financial products (including but not limited to various types of bonds, income certificates, asset securitization and private equity fund).	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

**APPENDIX III RESOLUTION ON THE ESTIMATED ORDINARY
TRANSACTIONS WITH RELATED PARTIES
OF THE COMPANY FOR 2023**

(V) Estimated related party transactions in relation to China Southern Asset Management Co., Ltd.

1. China Southern Asset Management Co., Ltd.

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products services	Trading seat compartment commission and sales service charge	The Company acts as an agent for sales of and retains its fund products and leases trading seats and provides brokerage services to it in exchange of commission and other income determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
Securities and financial products trading	Trading in and subscription of bonds in the fixed income business	Subscription of bonds in the primary market, investment in bonds, repurchase of bonds and lending of bonds in the secondary market.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the bond market conditions and specific business scale.
	Purchase of financial products	Purchase of its non-publicly issued financial products (including but not limited to various types of bonds, asset securitization and asset management products).	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	Disposal of financial products	Disposal of the Company's non-publicly issued financial products (including but not limited to various types of bonds, income certificates, asset securitization and private equity fund).	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	OTC derivatives trading	Including, but not limited to, income swap, interest rate swap, OTC option trading.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Other transactions with related parties	Rental income/expense	The Company rents/leases business premises and office equipment to it in exchange of/by paying rental.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

2. CSOP Asset Management Limited

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products services	Trading seat commission and sales service charge	The Company acts as an agent for sales of and retains its fund products and leases trading seats and provides brokerage services to it in exchange of commission and other income determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
Securities and financial products trading	Trading in and subscription of bonds in the fixed income business	Subscription of bonds in the primary market, investment in bonds, repurchase of bonds and lending of bonds in the secondary market.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the bond market conditions and specific business scale.
	Purchase of financial products	Purchase of its non-publicly issued financial products (including but not limited to various types of bonds, asset securitization and asset management products).	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
	Disposal of financial products	Disposal of the Company's non-publicly issued financial products (including but not limited to various types of bonds, income certificates, asset securitization and private equity fund).	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	OTC derivatives trading	Including, but not limited to, income swap, interest rate swap, OTC option trading.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

(VI) Estimated related party transactions with Bank of Jiangsu Co., Ltd.

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products services	Investment banking income	The Company or its subsidiaries provide securities underwriting, financial advisory and other services to it in exchange of fees determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	Investment banking expenses	The Company or its subsidiaries receive securities underwriting and other services by it in exchange of fees determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	Interest income from bank deposits	Net interest income.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
	Banking service fee expenses	The Company or its subsidiaries receive third-party fund depository services, custody services and other services by it in exchange of fees determined with reference to the market price.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
Securities and financial products trading	Trading in and subscription of bonds in the fixed income business	Subscription of bonds in the primary market, investment in bonds, bills rediscounting, repurchase of bonds and lending of bonds in the secondary market.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the bond market conditions and specific business scale.
	Investment income	Income from holding and disposal of financial assets held for trading and income from holding and disposal of debt investment.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	Liquidity coordination	Mainly including inter-bank lending, overdraft facility of legal person's account, repurchase of bonds, repurchase of bills, liquidity support and commitment.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the business scale.
	Purchase of financial products	Purchase of its non-publicly issued, underwritten, accepted/discounted financial products (including but not limited to various types of bonds, asset securitization, wealth management products, asset management products, electronic bills).	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
	Disposal of financial products	Disposal of the Company's non-publicly issued financial products (including but not limited to various types of bonds, income certificates, asset securitization and private equity fund).	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	OTC derivatives trading	Including, but not limited to, income swap, interest rate swap, OTC option trading.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

(VII) Estimated related party transactions with YTO Express Group Co., Ltd.

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products trading	Trading in and subscription of bonds in the fixed income business	Subscription of bonds in the primary market, investment in bonds, repurchase of bonds and lending of bonds in the secondary market.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

(VIII) Estimated related party transactions with CMB Wealth Management Company Limited

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
Securities and financial products trading	Trading in and subscription of bonds in the fixed income business	Subscription of bonds in the primary market, investment in bonds, repurchase of bonds and lending of bonds in the secondary market.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the bond market conditions and specific business scale.

**APPENDIX III RESOLUTION ON THE ESTIMATED ORDINARY
TRANSACTIONS WITH RELATED PARTIES
OF THE COMPANY FOR 2023**

Type of transaction	Item	Brief description of relevant business or item	Estimated transaction cap and description
	Purchase of financial products	Purchase of its non-publicly issued financial products (including but not limited to various types of bonds, wealth management products, asset securitization and asset management products).	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	Disposal of financial products	Disposal of the Company's non-publicly issued financial products (including but not limited to various types of bonds, income certificates, asset securitization and private equity fund).	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.
	OTC derivatives trading	Including, but not limited to, income swap, interest rate swap, OTC option trading.	The amount for 2023 will be calculated based on the actual amount as it is difficult to estimate the specific business scale.

II. INTRODUCTION OF THE MAJOR RELATED PARTIES AND THE RELATIONSHIP

1. Jiangsu Guoxin Investment Group Limited held 1,373,481,636 Shares at the end of 2022, accounting for 15.13% of the total share capital of the Company, as the largest holder of A Shares of the Company. Jiangsu Guoxin Investment Group Limited was established in February 2002 as a wholly state-owned enterprise under Jiangsu SASAC with registered capital of RMB30.0 billion. Zking Property & Casualty Insurance Co., Ltd. and Lian Life Insurance Co., Ltd. are companies whose directors are staff of Jiangsu Guoxin Investment Group Limited who serve as Directors of the Company. Suzhou Zhongfang Consortium Holding Company Limited is a company whose directors are staff of Jiangsu Guoxin Investment Group Limited who serve as Supervisors of the Company.
2. Jiangsu Communications Holding Co., Ltd. held 489,065,418 Shares at the end of 2022, accounting for 5.39% of the total share capital of the Company, as the second largest holder of A Shares of the Company. Jiangsu Communications Holding Co., Ltd. was established in March 1993 as a wholly state-owned enterprise under Jiangsu SASAC with registered capital of RMB16.8 billion. Bank of Nanjing Co.,

**APPENDIX III RESOLUTION ON THE ESTIMATED ORDINARY
TRANSACTIONS WITH RELATED PARTIES
OF THE COMPANY FOR 2023**

Ltd. is a company whose directors are staff of Jiangsu Communications Holding Co., Ltd. who serve as Supervisors of the Company; Zijin Trust Co., Ltd., Eastern Airports Group Co., Ltd., Jiangsu Port Group Co., Ltd. and Fuanda Fund Management Co., Ltd. are associates of Jiangsu Communications Holding Co., Ltd.

3. Govtor Capital Group Co., Ltd. held 356,083,206 Shares at the end of 2022, accounting for 3.92% of the total share capital of the Company, as the third largest holder of A Shares of the Company, where a director of the Company serves as a member of its senior management. Govtor Capital Group Co., Ltd. was established in July 1992 as a wholly state-owned enterprise under Jiangsu SASAC with registered capital of RMB3.0 billion.
4. Jiangsu SOHO Holdings Group Co., Ltd. held 256,225,485 Shares at the end of 2022, accounting for 2.82% of the total share capital of the Company, as the fifth largest holder of A Shares of the Company, where a supervisor of the Company serves as a member of its senior management. Jiangsu SOHO Holdings Group Co., Ltd. was established in April 1994 as a wholly state-owned enterprise under Jiangsu SASAC with registered capital of RMB2.0 billion.
5. China Southern Asset Management Co., Ltd. is a company at which the Directors and senior management of the Company serve as directors. China Southern Asset Management Co., Ltd. was established in March 1998. It has registered capital of RMB361.72 million and was registered in Shenzhen. It primarily engages in businesses including fund raising, fund sales and asset management. CSOP Asset Management Limited is a company at which the Directors of the Company serve as directors.
6. Bank of Jiangsu Co., Ltd. is a company at which the senior management of the Company serve as directors. Bank of Jiangsu Co., Ltd. was established in January 2007. It has registered capital of RMB11,544.45 million and was registered in Nanjing. It primarily engages in businesses including deposit, loan and settlement business.
7. YTO Express Group Co., Ltd. is a company at which a Director of the Company serve as a director. YTO Express Group Co., Ltd. was established in December 1992. It has registered capital of RMB344.1322995 million and was registered in Dalian. It primarily engages in domestic and international express as well as international cargo transportation agency business by land, air and water carriage, etc.
8. CMB Wealth Management Company Limited is a company at which a Director of the Company who departed within the past 12 months serve as a director. CMB Wealth Management Company Limited was established in November 2019. It has

**APPENDIX III RESOLUTION ON THE ESTIMATED ORDINARY
TRANSACTIONS WITH RELATED PARTIES
OF THE COMPANY FOR 2023**

registered capital of RMB5,555.555555 million and was registered in Shenzhen. It is primarily engaged in businesses including the issuance of financial products, financial advisory and consulting services, etc.

III. THE PURPOSE OF THE TRANSACTIONS AND THE EFFECT ON THE COMPANY

1. The above-mentioned transactions with related parties that were generated from the ordinary business operation of the Company would facilitate the normal development of its business and would bring certain benefit to the Company;
2. The above-mentioned transactions with related parties were fair, the transaction prices of which were determined with reference to market prices without prejudice to the interests of the Company;
3. The above-mentioned transactions with related parties did not affect the independence of the Company and the principal business of the Company did not rely on the related parties as the result of the above-mentioned transactions with related parties.

IV. THE REVIEW PROCEDURES

1. The Company submitted the Proposal on the Estimated Ordinary Transactions with Related Parties of the Company for 2023 to all independent Directors for their consideration, prior consents and independent opinions;
2. The third meeting of the audit committee of the sixth session of the Board of the Company for 2023 pre-considered the Proposal on the Estimated Ordinary Transactions with Related Parties of the Company for 2023;
3. The second meeting of the sixth session of the Board of the Company considered the Proposal on the Estimated Ordinary Transactions with Related Parties of the Company for 2023; the related Directors of the Company respectively abstained from voting on proposal in relation to matters of their respective transactions with related parties. After the approval of such proposal, the Resolution on the Estimated Ordinary Transactions with Related Parties of the Company for 2023 was formed and was submitted to the 2022 Annual General Meeting of the Company for consideration and approval;
4. During the consideration of the above-mentioned transactions with related parties at the general meeting, related Shareholders shall abstain from voting on the matters in relation to their respective transactions with related parties.

**APPENDIX III RESOLUTION ON THE ESTIMATED ORDINARY
TRANSACTIONS WITH RELATED PARTIES
OF THE COMPANY FOR 2023**

V. THE SIGNING OF AGREEMENTS ON TRANSACTIONS WITH RELATED PARTIES

It is proposed the senior management of the Company to be authorized to sign or renew relevant agreements according to the needs of ordinary business development of the Company at the general meeting, so long as such transactions are within the scope of the estimated ordinary transactions with related parties of the Company for 2023.

VI. IMPLEMENTATION OF ORDINARY TRANSACTIONS WITH RELATED PARTIES IN 2022

According to the Listing Rules, the Company has grouped and summarized the ordinary transactions with related parties within the estimated scope and disclosed them in the Company's 2022 Annual Report. For the implementation of the Company's ordinary transactions with related parties in 2022, please refer to "XI. Major Related-Party Transactions (I) Connected Transactions Relevant to Daily Operations" under "Major Events" in the 2022 Annual Report of Huatai Securities Co., Ltd. dated March 30, 2023 published on the website of the Shanghai Stock Exchange at www.sse.com.cn.

This resolution has been considered and approved at the second meeting of the sixth session of the Board of Directors, and is now submitted to the Shareholders for your consideration.

The Board of Directors of the Company

I. ISSUER AND METHOD OF ISSUANCE

The onshore and offshore debt financing instruments of the Company will be issued by the Company or its domestic and overseas wholly-owned subsidiaries as the issuer (or the Company or a wholly-owned subsidiary as the original beneficial holder and asset service provider in case of the issuance of asset-backed securities) on a one-off or multiple issuance or multi-tranche issuance basis through public offering in the PRC and overseas or by private placement to professional investors, or by other methods permitted by regulatory authorities.

II. TYPE OF DEBT FINANCING INSTRUMENTS

The types of onshore and offshore debt financing instruments of the Company include, but are not limited to, securities corporate short-term financing bills, financial bonds, corporate bonds, short-term corporate bonds, subordinated bonds, subordinated debts, renewable bonds, exchangeable bonds, beneficiary certificates, asset-backed securities issued in the PRC and other domestic debt financing instruments as approved, filed or recognized by the regulatory authorities and other relevant authorities in accordance with the relevant regulations; as well as foreign currency or offshore RMB bonds, subordinated bonds, subordinated debts, public offering bonds and private placement bonds, notes (including but not limited to commercial papers and structured notes) withdrawn for issuance under the medium-term notes program, bank loans or syndicated loans issued overseas as well as other overseas debt financing instruments as approved, filed or recognized by the relevant regulatory authorities.

The onshore and offshore debt financing instruments of the Company involved in this resolution do not contain any provision for conversion into shares.

III. ISSUE SIZE OF DEBT FINANCING INSTRUMENTS

The total size of the Company's onshore and offshore debt financing instruments shall not exceed 400% (inclusive) of the net assets of the Company in the latest period (calculated based on the balance to be repaid after the issuance, excluding inter-bank borrowings, repurchase and prime brokerage financing used as working capital for daily operation; and translated based on the central parity rate published by the PBOC at the time of each issuance if issued in foreign currencies). The specific issue size of each type of onshore and offshore debt financing instruments shall comply with the requirements on the issue cap and the relevant requirements on various risk control indicators as stipulated in relevant laws and regulations.

IV. TERM OF DEBT FINANCING INSTRUMENTS

The term of onshore and offshore debt financing instruments of the Company shall not exceed 15 years (inclusive), except for the issuance of renewable bonds, which may be either of a single term, or of a combination of multiple terms.

V. ISSUE PRICE AND INTEREST RATE OF DEBT FINANCING INSTRUMENTS

The Company shall determine the pricing method, issue price, interest rate, calculation and payment method of interest of onshore and offshore debt financing instruments in accordance with market practices, market conditions at the time of issuance and relevant laws and regulations.

VI. GUARANTEE AND OTHER CREDIT ENHANCEMENT ARRANGEMENTS

Guarantee and other credit enhancement arrangements shall be determined according to the characteristics and issuance needs of the onshore and offshore debt financing instruments.

According to business needs, the Company or a wholly-owned subsidiary may provide guarantees for the issuance of offshore debt financing instruments for its overseas wholly-owned subsidiaries (including the issuer with a gearing ratio exceeding 70%). The scope of the guarantee includes the principal of the bonds, the corresponding interests and other fees, and the types of guarantee include assurance guarantee, mortgage guarantee, pledge guarantee and other guarantee methods permitted by relevant laws and regulations.

VII. USE OF PROCEEDS

The proceeds from the onshore and offshore debt financing instruments will be used to replenish working capital, replenish net capital, repay due debts, expand business scope and scale, optimize financial structure and business structure, and enhance the comprehensive competitiveness of the Company.

VIII. TARGET SUBSCRIBERS AND ARRANGEMENTS FOR PLACING TO SHAREHOLDERS OF THE COMPANY

The target subscribers of the onshore and offshore debt financing instruments shall be investors who meet the conditions for subscription stipulated by laws and regulations, and the target subscribers shall be determined in accordance with relevant laws and regulations, market conditions and matters in relation to the issuance. The onshore and offshore debt financing instruments may be placed to the shareholders of the Company, and the placing arrangements (including whether to place and the proportion of placing, etc.) shall be determined according to the market conditions and the matters in relation to the issuance according to law.

IX. SAFEGUARD MEASURES FOR REPAYMENT

In the event that the Company expects to be unable to repay the principal and interest of the onshore and offshore debt financing instruments as scheduled or fails to repay the principal and interest of the onshore and offshore debt financing instruments as scheduled when they fall due, the Company shall take at least the following measures:

- (I) To increase the proportion of allocations of any surplus reserve and of general risk reserve to lower the solvency risk before maturity of the bonds;
- (II) Not to distribute profits to the Shareholders;
- (III) To suspend the implementation of capital expenditure projects, such as material external investments, acquisitions and mergers;
- (IV) To reduce or cease the payment of salary and bonus to Directors and senior management;
- (V) To forbid the job transfers of principal persons-in-charge.

X. LISTING OR QUOTATION OF THE DEBT FINANCING INSTRUMENTS

Matters in relation to the application for listing or quotation of the Company's onshore and offshore debt financing instruments shall be determined based on the Company's actual situation and market conditions.

XI. AUTHORIZATION FOR THE ISSUANCE OF ONSHORE AND OFFSHORE DEBT FINANCING INSTRUMENTS

In order to effectively coordinate the issuance of onshore and offshore debt financing instruments and the matters in the course of issuance, it is proposed at the general meeting to authorize the Board and agree with it to further authorize the authorized persons (an authorized team comprising the Chairman, the CEO and the Chief Financial Officer of the Company) to jointly or severally deal with, at their sole discretion, all matters in connection with the issuance of onshore and offshore debt financing instruments in accordance with the requirements of the relevant laws and regulations as well as the opinions and recommendations of the regulatory authorities, within the framework considered and approved at the general meeting and based on the principle of maximizing the interests of the Company, including but not limited to:

- (I) to formulate and adjust the plan for the issuance of onshore and offshore debt financing instruments of the Company in accordance with the applicable laws, regulations and relevant requirements of the regulatory authorities as well as the

resolutions passed at the general meeting of the Company and based on the situation of the Company and the relevant debt market, including but not limited to all matters in relation to the issuance of onshore and offshore debt financing instruments, such as suitable issuer, timing of issuance, size and method of issuance, term of issuance, target subscribers, duration, whether to issue on a one-off or multiple issuance or multi-tranche and multi-category issuance basis and, if other than on one-off basis, the size and term of each issuance, tranche and category issuance, nominal value, method of determining interest rate, currency (including offshore RMB), pricing method, issuance arrangements, guarantee and other credit enhancement arrangements, rating arrangements, method of subscription, whether to provide for terms of repurchase and redemption, placement arrangements, use of proceeds, registration, listing and place of listing of onshore and offshore debt financing instruments, measures to mitigate solvency risks, safeguard measures for repayment, etc.;

- (II) to determine and engage intermediaries to sign, execute, amend and complete all agreements and documents relating to the issuance of onshore and offshore debt financing instruments (including but not limited to sponsor agreements, underwriting agreements, guarantees and other credit enhancement agreements, bond indentures, engagement agreements with intermediaries, entrusted management agreements, settlement management agreements, registration and custody agreements, listing agreements and other legal documents, etc.), and make disclosure of relevant information in accordance with the relevant laws and regulations and the listing rules of the places where the Company's securities are listed (including but not limited to the preliminary and final offering memoranda of the onshore and offshore debt financing instruments, and all announcements and circulars, etc. relating to the issuance of onshore and offshore debt financing instruments);
- (III) to select and engage trustee(s) and settlement manager(s) for the issuance of onshore and offshore debt financing instruments, sign the trust agreement(s) and settlement management agreement(s) and formulate rules for meetings of the holders of onshore and offshore debt financing instruments;
- (IV) to deal with all applications and filings as well as listing matters in connection with the issuance of onshore and offshore debt financing instruments, including but not limited to the preparation, modification and submission of the application materials in relation to the issuance and listing of onshore and offshore debt financing instruments as well as the Company and the issuer in accordance with the requirements of the relevant regulatory authorities, and endorse the relevant application documents and other legal documents;

- (V) to make relevant adjustments to matters relating to the issuance of onshore and offshore debt financing instruments in accordance with the opinions of the regulatory authorities and changes in policies or market conditions, or determine whether to proceed with all or part of the work in respect of the issuance of onshore and offshore debt financing instruments in accordance with the actual situation, save as matters subject to re-voting at the general meeting as required by the relevant laws, regulations and the Articles of Association;
- (VI) to handle other relevant matters in relation to the issuance of onshore and offshore debt financing instruments.

The above-mentioned authorization shall commence from the date of consideration and approval of the resolution at the general meeting until the date on which the resolution of the general meeting in respect of the onshore and offshore debt financing instruments lapses or the above authorization matters are completed (depending on whether the issuance of onshore and offshore debt financing instruments has been completed by then).

XII. VALIDITY PERIOD OF AUTHORIZATION

The authorization for the issuance of onshore and offshore debt financing instruments shall be valid for 36 months from the date of consideration and approval at the general meeting.

If the Board and/or its authorized persons has or have decided within the validity period of authorization to issue or issue in part the Company's onshore and offshore debt financing instruments and the Company has obtained or completed the approval, consent, filing or registration (if applicable) from the regulatory authorities during the validity period of authorization, the Company may complete the issuance or partial issuance of onshore and offshore debt financing instruments of the Company during the validity period confirmed under such approval, consent, filing or registration. With respect to the issuance or partial issuance matters, the above-mentioned validity period of authorization shall extend to the date of completion of such issuance or partial issuance.