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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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

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

**SUPPLEMENTAL CIRCULAR OF THE 2022 ANNUAL GENERAL  
MEETING  
PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR  
AND  
SUPPLEMENTAL NOTICE OF THE 2022 ANNUAL GENERAL  
MEETING**

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This supplemental circular should be read in conjunction with the circular of the 2022 Annual General Meeting dated 17 May 2023 issued by the Company and the notice (the “**AGM Notice**”) convening the 2022 Annual General Meeting of the Company to be held at Conference Room 616, Block C, Haitong Bund Finance Plaza, No. 888 South Zhongshan Road, Shanghai, the People's Republic of China at 1:30 p.m. on Friday, 16 June 2023. A supplemental notice of the AGM (set out on pages 8 to 10 of this supplemental circular) should be read in conjunction with the AGM Notice. A supplemental form of proxy is also enclosed with this supplemental circular for use at the AGM.

The original form of proxy for the AGM has been distributed on 17 May 2023, and the supplemental form of proxy has been distributed on Thursday, 1 June 2023. All of them have also been published on the HKEXnews website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). If you are not able to attend the AGM, please complete and return the original and the supplemental forms of proxy in accordance with the instructions printed thereon as soon as practicable and in any event no later than 24 hours before the time appointed for the holding of the AGM, and deposit them together with the notarised power of attorney or other document of authorization with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares). Completion and return of the forms of proxy will not preclude you from attending and voting at the AGM should you so desire.

\* *For identification purpose only*

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## DEFINITIONS

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

“A Share(s)”	domestic share(s) of the Company, with a nominal value of RMB1.00 each, which is/are subscribed for or credited as paid up in Renminbi and listed for trading on the SSE
“AGM” or “Annual General Meeting”	the annual general meeting for the year 2022 of the Company to be held at Conference Room 616, Block C, Haitong Bund Finance Plaza, No. 888 South Zhongshan Road, Shanghai, the People’s Republic of China on Friday, 16 June 2023 at 1:30 p.m.
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“Company”	Haitong Securities Co., Ltd., a joint stock company established in the People’s Republic of China with limited liability, the H Shares of which are listed on the Hong Kong Stock Exchange under the stock code of 6837 and the A Shares of which are listed on the Shanghai Stock Exchange under the stock code of 600837
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)”	the independent non-executive director(s) of the Company

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## DEFINITIONS

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“Latest Practicable Date”	31 May 2023, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein
“RMB” or “Renminbi”	Renminbi, the lawful currency of the People’s Republic of China
“SSE”	the Shanghai Stock Exchange
“Share(s)”	the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including A Shares and H Shares
“Shareholder(s)”	the shareholder(s) of the Company, including holder(s) of H Shares and holder(s) of A Shares
“Supervisor(s)”	the supervisor(s) of the Company

*Unless otherwise indicated, all the financial data in this circular are presented in Renminbi.*

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## LETTER FROM THE BOARD

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

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

*Executive Directors:*

Mr. Zhou Jie (Chairman)

Mr. Li Jun (General Manager)

*Non-executive Directors:*

Mr. Tu Xuanxuan

Mr. Zhou Donghui

Mr. Xu Jianguo

*Independent Non-executive Directors:*

Mr. Zhang Ming

Mr. Lam Lee G.

Mr. Zhu Hongchao

Mr. Zhou Yu

*Registered office:*

Haitong Securities Building

No. 689 Guangdong Road

Shanghai

People's Republic of China

*Principal place of business  
in Hong Kong:*

15/F, One Island South

2 Heung Yip Road

Wong Chuk Hang

Hong Kong

1 June 2023

*To the Shareholders*

Dear Sir or Madam,

### INTRODUCTION

The purpose of this supplemental circular is to provide you with the supplemental notice of the AGM (set out on pages 8 to 10 of this supplemental circular) and provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions proposed at the AGM. This supplemental circular should be read in conjunction with the circular of the 2022 AGM dated 17 May 2023 issued by the Company.

For reference purpose only, holders of A Shares may refer to Announcement on Additional Resolution for 2022 AGM of Haitong Securities Co., Ltd. dated 31 May 2023, which is published on the website of the SSE (<http://www.sse.com.cn/>).

At the AGM, an ordinary resolution will be presented to approve the proposal on the proposed appointment of Ms. Xiao Hehua as a non-executive Director of the Company.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### ORDINARY RESOLUTION:

#### **10. Proposal on the Proposed Appointment of Ms. Xiao Hehua as a non-executive Director**

Reference is hereby made to the announcement of the Company dated 31 May 2023 in relation to the resignation of a non-executive Director. Bright Food (Group) Co., Ltd., a Shareholder holding 3.68% of the Shares of the Company, has proposed an ordinary resolution to the Company to approve the proposal on the proposed appointment of Ms. Xiao Hehua (“**Ms. Xiao**”) as a non-executive Director at the AGM. The term of office of Ms. Xiao as a non-executive Director will be the same as the term of office of the seventh session of the Board.

The biography of Ms. Xiao is as follows:

Ms. Xiao, born in 1970, is a holder of master’s degree in engineering and an economist. Ms. Xiao has been the chief financial officer and director of the financial management center of Bright Food (Group) Co., Ltd. since June 2018. Ms. Xiao worked at Shanghai State-owned Assets Administration Office from September 1996 to February 2004, successively served as the senior staff member, principal staff member and deputy director of the valuation department. She worked at Shanghai State-owned Assets Supervision and Administration Commission from February 2004 to July 2017, successively served as the deputy director and director of the valuation management division, and during which she concurrently served as the director of Shanghai Municipal Asset Valuation Centre from September 2011 to August 2013. From July 2017 to June 2018, she served as the director of investment management of Shanghai United Assets and Equity Exchange Co., Ltd.. Ms. Xiao has been a director of Shanghai Hongqiao International Commodity Import, Sales and Exhibition Co., Ltd. since November 2022.

As far as the Directors are aware, save as disclosed above, Ms. Xiao has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Ms. Xiao has no relationship with any Directors, Supervisors, senior management or substantial shareholders of the Company, nor does she hold any position in the Company or any of its subsidiaries. As at the Latest Practicable Date, Ms. Xiao has no interest in the Shares of the Company or its associated companies within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance.

Save as disclosed above, Ms. Xiao has confirmed that there is no other information in relation to her appointment that is required to be disclosed pursuant to the requirements set out in Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders. Ms. Xiao has not been penalized by China Securities Regulatory Commission or other relevant departments or stock exchanges.

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## LETTER FROM THE BOARD

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As of the Latest Practicable Date, the Company has not entered into a service contract with Ms. Xiao. Upon approval of the proposed appointment of Ms. Xiao at the AGM, the Company will sign an appointment letter with Ms. Xiao. Unless adjustment is required by the relevant applicable laws and regulations, the term of office of Ms. Xiao shall be the same as the seventh session of the Board. Ms. Xiao will not receive remuneration from the Company.

### **2022 ANNUAL GENERAL MEETING**

The AGM will be held at Conference Room 616, Block C, Haitong Bund Finance Plaza, No. 888 South Zhongshan Road, Shanghai, the People's Republic of China at 1:30 p.m. on Friday, 16 June 2023. The supplemental notice of the AGM is set out on pages 8 to 10 of this supplemental circular.

The register of members of H Shares will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023 (both days inclusive), during which period no share transfers of H Shares will be effected. Purchasers of H Shares who have submitted their instruments of share transfer to the H Share Registrar of the Company and registered as Shareholders on the H Share register of members of the Company before 4:30 p.m. on Monday, 12 June 2023 are entitled to attend and vote in respect of all resolution to be proposed at the AGM. In order to attend the AGM, holders of H Shares should ensure that relevant Share certificates, accompanied by all transfer documents, 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, 12 June 2023.

The original form of proxy for the AGM by holders of H Shares has been distributed on 17 May 2023, and the supplemental form of proxy has been distributed on 1 June 2023. They have also been published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

The supplemental form of proxy is for the purpose of the supplemental resolution set out in the supplemental notice of the AGM dated 1 June 2023 and only serves as a supplement to the original form of proxy for the AGM. The supplemental form of proxy will not affect the validity of any form of proxy duly completed and delivered by you in respect of the resolutions set out in the AGM Notice dated 17 May 2023. If you have validly appointed a proxy to attend and act for you at the AGM but do not duly complete and deliver the supplemental form of proxy, your proxy will be entitled to vote at the discretion on the ordinary resolution numbered 10 set out in the supplemental notice of the AGM dated 1 June 2023. If you do not duly complete and deliver the original form of proxy for the AGM but have duly completed and delivered the supplemental form of proxy and validly appointed a proxy to attend and act for you at the AGM, your proxy will be entitled to vote at the discretion on all the resolutions set out in the AGM Notice dated 17 May 2023. If the proxy being appointed to attend the AGM under the supplemental form of proxy is different from the proxy appointed under the original form of proxy and both proxies attended the AGM, the proxy validly appointed under the original form of proxy shall be designated to vote at the AGM.

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## LETTER FROM THE BOARD

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To be valid, for holders of H Shares, the original form of proxy, the supplemental form of proxy and notarised power of attorney or other document of authorisation must be delivered to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the time appointed for the AGM (i.e., 1:30 p.m. on Thursday, 15 June 2023) or no later than 24 hours before the time appointed for voting by poll. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

For reference purpose only, the record date for determining the eligibility of holders of A Shares for attending the AGM is 9 June 2023. For more details, please refer to Notice of 2022 AGM of Haitong Securities Co., Ltd. dated 16 May 2023, which is published on the website of the SSE (<http://www.sse.com.cn/>).

### **LISTING RULES REQUIREMENT**

According to Rule 13.39(4) of the Hong Kong Listing Rules and Article 118 of the Articles of Association, any vote of shareholders at a shareholders' general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions at the AGM will be taken by way of a poll.

As far as the Directors are aware, as of the Latest Practicable Date, no Shareholder is required to abstain from voting in respect of the ordinary resolutions set out in this supplemental circular at the AGM.

### **RESPONSIBILITY STATEMENT**

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this supplemental 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 this supplemental circular or any statement herein misleading.



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## LETTER FROM THE BOARD

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### 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 Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM as set out in the supplemental notice of the AGM as attached to this supplemental circular.

Yours faithfully,

By Order of the Board

**Haitong Securities Co., Ltd.**

**ZHOU Jie**

*Chairman*

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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

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

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting (the “**Annual General Meeting**”) of Haitong Securities Co., Ltd. (the “**Company**”) dated 17 May 2023, setting out the time and venue of the Annual General Meeting and resolutions to be proposed at the Annual General Meeting for the consideration and approval of the Shareholders.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the Annual General Meeting will be held at Conference Room 616, Block C, Haitong Bund Finance Plaza, No. 888 South Zhongshan Road, Shanghai, the People's Republic of China on Friday, 16 June 2023 at 1:30 p.m., for the consideration and, if thought fit, passing the following resolution, which was submitted at the Annual General Meeting by Bright Food (Group) Co., Ltd. (being a shareholder holding 3.68% of the shares of the Company) in compliance with the laws and the articles of association of the Company, in addition to the resolutions set out in the notice of the Annual General Meeting dated 17 May 2023:

### ORDINARY RESOLUTION

10. To consider and approve the proposed appointment of Ms. Xiao Hehua as a non-executive director of the Company

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

Shanghai, the PRC  
1 June 2023

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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Notes:

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

The register of members of H shares of the Company (the “H Shares”) will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023 (both days inclusive), during which period no share transfers of H Shares will be effected. Purchasers of shares who have submitted their instruments of share transfer to the H Share Registrar of the Company and registered as shareholders on the H share register of members of the Company before 4:30 p.m. on Monday, 12 June 2023 are entitled to attend and vote in respect of all resolutions to be proposed at this Annual General Meeting.

In order to attend this Annual General Meeting, holders of H Shares should ensure that the relevant share certificates, accompanied by all transfer documents, 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, 12 June 2023.

### 2. Proxy

- (1) Each shareholder entitled to attend and vote at the Annual General Meeting may appoint one or more proxies in writing to attend and vote on his/her behalf. A proxy needs not be a shareholder of the Company.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other document of authorisation must be notarised.

To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other document of authorisation must be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 24 hours before the time appointed for the Annual General Meeting (i.e. 1:30 p.m. on Thursday, 15 June 2023) or no later than 24 hours before the time appointed for voting by poll.

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

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

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

### 4. Voting by poll

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

### 5. Miscellaneous

- (1) The Annual General Meeting is expected to be held for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
- (2) The address of Computershare Hong Kong Investor Services Limited is:

Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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- (3) The registered office of the Company:

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

Contact address: Floor 15, Block A, Haitong Bund Finance Plaza, No. 888 South Zhongshan Road, Shanghai, the PRC

Contact office: Office of the Board

Telephone No.: 86 (21) 6341 1000

Facsimile No.: 86 (21) 6341 0627

Email: dshbgs@haitong.com

Contact person: Mr. Jiang Chengjun

*As at the date of this supplemental notice, the executive directors of the Company are Mr. ZHOU Jie and Mr. LI Jun; the non-executive directors of the Company are Mr. TU Xuanxuan, Mr. ZHOU Donghui and Mr. XU Jianguo; and the independent non-executive directors of the Company are Mr. ZHANG Ming, Mr. LAM Lee G., Mr. ZHU Hongchao and Mr. ZHOU Yu.*

\* *For identification purpose only*