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

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

**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 or the transferee, or to the Company, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**恒投證券**  
**HENGTOU SECURITIES**

*(a joint stock company incorporated in the People's Republic of China with limited liability  
under the Chinese corporate name “恒泰证券股份有限公司” and carrying on business  
in Hong Kong as “恒投證券” (in Chinese) and “HENGTOU SECURITIES” (in English))*

(the “Company”)  
(Stock Code: 01476)

**ELECTION OF MR. ZHU YANHUI AS AN EXECUTIVE DIRECTOR OF  
THE FOURTH SESSION OF THE BOARD,  
ELECTION OF MS. YU LEI AS A NON-EXECUTIVE DIRECTOR OF  
THE FOURTH SESSION OF THE BOARD,  
ELECTION OF MR. LI YE AS A NON-EXECUTIVE DIRECTOR OF  
THE FOURTH SESSION OF THE BOARD  
AND  
NOTICE OF EGM**

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A notice convening the EGM to be held at the meeting room of 11/F, China Life Centre, No. 17 Finance Street, Xicheng District, Beijing, the PRC at 9:00 a.m. on Wednesday, 7 December 2022 is set out on pages 6 to 8 of this circular. A form of proxy for use at the EGM is also enclosed with this circular.

If you intend to attend the EGM by proxy, you are required to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the H Shares registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares), or to the Company's head office in the PRC at 11/F, China Life Centre, No. 17 Finance Street, Xicheng District, Beijing, the PRC (for the holders of Domestic Shares) as soon as possible but in any event not less than 24 hours before the time appointed for holding of the EGM (i.e. before 9:00 a.m. on Tuesday, 6 December 2022) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors of the Company
“Company”	a joint stock company incorporated in the People’s Republic of China with limited liability under the Chinese corporate name “恒泰证券股份有限公司” and carrying on business in Hong Kong as “恒投證券” (in Chinese) and “HENGTOU SECURITIES” (in English)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) issued by the Company with a nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for or credited as paid in Renminbi
“EGM”	the 2022 third extraordinary general meeting of the Company to be held at the meeting room of 11/F, China Life Centre, No. 17 Finance Street, Xicheng District, Beijing, the PRC at 9:00 a.m. on Wednesday, 7 December 2022
“H Share(s)”	ordinary share(s) issued by the Company with a nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in HK\$ and listed on the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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恒投證券  
**HENGTOU SECURITIES**

(a joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name “恒泰证券股份有限公司” and carrying on business in Hong Kong as “恒投證券” (in Chinese) and “HENGTOU SECURITIES” (in English))

(the “Company”)  
(Stock Code: 01476)

*Executive Director:*

Wu Yigang

*Non-executive Directors:*

Yu Lei

Wang Linjing

Dong Hong

Gao Liang

*Independent Non-executive Directors:*

Lam Sek Kong

Xie Deren

Dai Genyou

*Registered address:*

Manshishangdu Office and  
Commercial Complex  
Hailaer East Street  
Xincheng District  
Hohhot, Inner Mongolia  
Autonomous Region  
the PRC

*Head office address:*

11/F, China Life Centre  
No. 17 Finance Street  
Xicheng District, Beijing  
the PRC

*Place of business in Hong Kong:*

40/F, Dah Sing Financial Centre  
No. 248 Queen's Road East  
Wanchai, Hong Kong

18 November 2022

*To the Shareholders,*

Dear Sir/Madam,

**ELECTION OF MR. ZHU YANHUI AS AN EXECUTIVE DIRECTOR OF  
THE FOURTH SESSION OF THE BOARD,  
ELECTION OF MS. YU LEI AS A NON-EXECUTIVE DIRECTOR OF  
THE FOURTH SESSION OF THE BOARD,  
ELECTION OF MR. LI YE AS A NON-EXECUTIVE DIRECTOR OF  
THE FOURTH SESSION OF THE BOARD  
AND  
NOTICE OF EGM**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to give you the notice of the EGM and provide you with relevant information to enable you to make informed decision on whether to vote for or against the resolutions to be proposed at the EGM for the following matters:

### ORDINARY RESOLUTIONS

Reference is made to the announcement of the Company dated 17 November 2022.

Pursuant to the Articles of Association, the election of Mr. Zhu Yanhui as an executive Director of the fourth session of the Board, the election of Ms. Yu Lei as a non-executive Director of the fourth session of the Board and the election of Mr. Li Ye as a non-executive Director of the fourth session of the Board were proposed by the Board. Accordingly, the following ordinary resolutions will be proposed by the Board at the EGM:

- (1) To consider and approve the election of Mr. Zhu Yanhui as an executive Director of the fourth session of the Board;
- (2) To consider and approve the election of Ms. Yu Lei as a non-executive Director of the fourth session of the Board; and
- (3) To consider and approve the election of Mr. Li Ye as a non-executive Director of the fourth session of the Board.

### **The biographical details of Mr. Zhu Yanhui, who has been nominated as an executive Director, are set out below:**

Mr. Zhu Yanhui (祝豔輝先生) (“**Mr. Zhu**”), aged 48, served as an engineer and assistant to the chief engineer of the engineering department of Beijing Anhua Real Estate Company\* (北京安華房地產公司) from July 1996 to August 2000. From September 2000 to November 2002, Mr. Zhu served as an engineer of the engineering department of Beijing Chaoshifa Management Co., Ltd.\* (北京市超市發管理有限公司). From December 2002 to January 2017, Mr. Zhu successively held an office in Finance Street Holdings Co., Ltd. (金融街控股股份有限公司), Financial Street (Beijing) Real Estate Co., Ltd.\* (金融街(北京)置業有限公司) and Financial Street (Tianjin) Real Estate Co., Ltd. (金融街(天津)置業有限公司). He successively served as an engineer and the project manager of the engineering department, an assistant to the general manager and the deputy general manager of the manager office of Finance Street Holdings Co., Ltd. (金融街控股股份有限公司), as well as the general manager of the manager office and an executive director of Financial Street (Beijing) Real Estate Co., Ltd.\* (金融街(北京)置業有限公司) and Financial Street (Tianjin) Real Estate Co., Ltd. (金融街(天津)置業有限公司). From November 2017 to December 2019, Mr. Zhu served as the chairman of the supervisory committee of Greatwall Life Insurance Co., Ltd. (長城人壽保險股份有限公司). From February 2017 to October 2022, Mr. Zhu served as the secretary to the Party Committee of Greatwall Life Insurance Co., Ltd. (長城人壽保險股份有限公司). Mr. Zhu has been a director of Greatwall Life Insurance Co., Ltd. (長城人壽保險股份有限公司) since November 2021, the deputy general manager of Beijing Financial Street Investment (Group) Co., Ltd. (北京金融街投資(集團)有限公司) since February 2020, and the chairman and general manager of Beijing Huarong Zonghe Investment Co., Ltd. (北京華融綜合投資有限公司) since October 2022. Mr. Zhu graduated from the Beijing Institute of Civil Engineering and Architecture (北京建築工程學院) in July 1996 with a bachelor’s degree majoring in civil engineering.

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## LETTER FROM THE BOARD

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Saved as disclosed above, Mr. Zhu did not hold any other positions in the Company or any of its subsidiaries, or hold any directorships in any other listed companies in the last three years. Mr. Zhu does not have any relationship with any Director, senior management or substantial shareholders of the Company, nor does he has or is deemed to have any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

**The biographical details of Ms. Yu Lei, who has been nominated as a non-executive Director, are set out below:**

Ms. Yu Lei (于蕾女士) (“**Ms. Yu**”), aged 50, served as the project manager and a partner of Jilin Certified Public Accountants\* (吉林會計師事務所) from September 1994 to December 2000. From January 2001 to June 2002, Ms. Yu served as the deputy director, deputy chief accountant and a partner of Jilin Reanda Certified Public Accountants\* (吉林利安達會計師事務所). From July 2002 to October 2006, Ms. Yu served as a department manager of Beijing Reanda Xinlong Certified Public Accounts Co., Ltd.\* (北京利安達信隆會計師事務所). From November 2006 to April 2013, Ms. Yu served as the manager of the audit department of Greatwall Life Insurance Co., Ltd. (長城人壽保險股份有限公司). From April 2013 to December 2013, Ms. Yu served as the deputy general manager of the audit department of Beijing Financial Street Investment (Group) Co., Ltd. (北京金融街投資(集團)有限公司). Ms. Yu has been the general manager of the risk audit department of Beijing Financial Street Investment (Group) Co., Ltd. (北京金融街投資(集團)有限公司) since January 2014 and the chief risk officer of Beijing Financial Street Investment (Group) Co., Ltd. (北京金融街投資(集團)有限公司) since December 2017. Ms. Yu has been the chairman of the board of supervisors of Greatwall Wealth Insurance Asset Management Co., Ltd. (長城財富保險資產管理股份有限公司) since March 2015. Ms. Yu has been the chairman of the board of supervisors of Beijing Financial Street Group Finance Company Limited (北京金融街集團財務有限公司) since June 2015. Ms. Yu has been a director of Beijing Financial Assets Exchange Co., Ltd. (北京金融資產交易所有限公司) since January 2018. Ms. Yu has been the chairman of the supervisory committee of Beijing Huarong Zonghe Investment Co., Ltd. (北京華融綜合投資有限公司) since November 2022. Ms. Yu graduated from Changchun Taxation College (長春稅務學院) in July 1994 with a bachelor’s degree majoring in accounting. Ms. Yu possesses professional qualifications including Chinese certified public accountant, certified public valuer, certified tax accountant and international certified internal auditor.

Saved as disclosed above, Ms. Yu did not hold any other positions in the Company or any of its subsidiaries, or hold any directorships in any other listed companies in the last three years. Ms. Yu does not have any relationship with any Director, senior management or substantial shareholders of the Company, nor does she has or is deemed to have any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

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## LETTER FROM THE BOARD

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**The biographical details of Mr. Li Ye, who has been nominated as a non-executive Director, are set out below:**

Mr. Li Ye (李曄先生) (“**Mr. Li**”), aged 47, served as the head of the corporate management department of Zhonglu, a subsidiary of State Development & Investment Corporation (國家開發投資總公司) from February 2002 to January 2004. From February 2004 to October 2004, Mr. Li served as the project manager of the investment department of Greencool (China) Investment Co., Ltd.\* (格林柯爾(中國)投資有限公司). From November 2004 to March 2007, Mr. Li served as an assistant to the general manager of the manager office of Tianjiao Technology Venture Capital Co., Ltd.\* (天驕科技創業投資有限公司) and presided over the company’s work. From April 2007 to December 2010, Mr. Li held investment management role in the asset management department of Beijing Huarong Zonghe Investment Co., Ltd. (北京華融綜合投資有限公司) (formerly known as Beijing Huarong Zonghe Investment Company (北京華融綜合投資公司)). From January 2011 to December 2016, Mr. Li successively held roles of investment management and deputy general manager in the asset management department of Beijing Financial Street Investment (Group) Co., Ltd. (北京金融街投資(集團)有限公司). Mr. Li served as an executive director and general manager of Beijing Huarong Zonghe Investment Co., Ltd. (北京華融綜合投資有限公司) from December 2020 to October 2022. Mr. Li has been the general manager of the asset management department of Beijing Financial Street Investment (Group) Co., Ltd. (北京金融街投資(集團)有限公司) since January 2017 and the investment director of the manager office of Beijing Financial Street Investment (Group) Co., Ltd. (北京金融街投資(集團)有限公司) since December 2017. Mr. Li served as a director of Greatwall Wealth Insurance Asset Management Co., Ltd (長城財富保險資產管理股份有限公司) since December 2019. Mr. Li served as a director of Beijing Huarong Infrastructure Investment Co., Ltd. (北京華融基礎設施投資有限責任公司) since November 2020. Mr. Li has been a director and deputy general manager of Beijing Huarong Zonghe Investment Co., Ltd. (北京華融綜合投資有限公司) since October 2022. Mr. Li graduated from Shandong Agricultural University (山東農業大學) in July 1997 with a bachelor’s degree majoring in agricultural economics and management and from Renmin University of China (中國人民大學) in July 2002 with a master’s degree majoring in agricultural economy management.

Saved as disclosed above, Mr. Li did not hold any other positions in the Company or any of its subsidiaries, or hold any directorships in any other listed companies in the last three years. Mr. Li does not have any relationship with any Director, senior management or substantial shareholders of the Company, nor does he has or is deemed to have any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

The terms of office of Mr. Zhu Yanhui, Ms. Yu Lei and Mr. Li Ye will commence from the date of consideration and approval at the EGM until the expiration of the term of office of the fourth session of the Board. The Company will enter into service agreements with the above nominated Directors.

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## LETTER FROM THE BOARD

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Mr. Zhu Yanhui, an executive Director, will not receive any director's fee from the Company. Ms. Yu Lei and Mr. Li Ye, both of whom are non-executive Directors, will receive director's fee in accordance with the prevailing non-executive director's fee standards of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the election of Mr. Zhu Yanhui, Ms. Yu Lei and Mr. Li Ye that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirement of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### THE EGM

The EGM will be held at 9:00 a.m. on Wednesday, 7 December 2022, to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the EGM. A form of proxy will be dispatched to the Shareholders in accordance with the Articles of Associations and the Listing Rules on Friday, 18 November 2022.

Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the form of proxy in accordance with the instruction printed thereon as soon as possible.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting, should you so wish and completion.

### VOTING BY POLL

According to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Results of the poll voting will be published on the Company's website at [www.cnht.com.cn](http://www.cnht.com.cn) and the website of HKEXnews at [www.hkexnews.hk](http://www.hkexnews.hk) after the EGM.

### RECOMMENDATION

The Board considers that the resolutions to be proposed at the EGM is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of the resolutions to be proposed at the EGM.

Yours faithfully,  
By order of the Board  
**Wu Yigang**  
*Acting Chairman*

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## NOTICE OF EGM

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# 恒投證券 HENGTOU SECURITIES

*(a joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name “恒泰证券股份有限公司” and carrying on business in Hong Kong as “恒投證券” (in Chinese) and “HENGTOU SECURITIES” (in English))*

(the “Company”)  
(Stock Code: 01476)

### NOTICE OF THE 2022 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 third extraordinary general meeting of the Company (the “EGM”) will be held at the meeting room of 11/F, China Life Centre, No. 17 Finance Street, Xicheng District, Beijing, the People's Republic of China (the “PRC”) at 9:00 a.m. on Wednesday, 7 December 2022 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. To consider and approve the election of Mr. Zhu Yanhui as an executive Director of the fourth session of the Board;
2. To consider and approve the election of Ms. Yu Lei as a non-executive Director of the fourth session of the Board; and
3. To consider and approve the election of Mr. Li Ye as a non-executive Director of the fourth session of the Board.

By order of the Board  
**Wu Yigang**  
*Acting Chairman*

Beijing, the PRC  
18 November 2022

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## NOTICE OF EGM

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*Notes:*

1. Details of the above resolutions are set out in the circular of the Company dated 18 November 2022.
2. In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 2 December 2022 to Wednesday, 7 December 2022 (both days inclusive) during which period no transfer of shares will be effected. Shareholders of the Company (the “Shareholders”) whose names appear on the register of members of the Company on Wednesday, 7 December 2022 shall be entitled to attend the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s head office in the PRC at 11/F, China Life Centre, No. 17 Finance Street, Xicheng District, Beijing, the PRC (for holders of domestic shares), or 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 (for holders of H shares) no later than 4:30 p.m. on Thursday, 1 December 2022 for registration.
3. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not be a Shareholder.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
5. In order to be valid, the form of proxy must be deposited, for the holders of H shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, or for the holders of domestic shares, to the Company’s head office in the PRC, not less than 24 hours before the time for holding the EGM (i.e. before 9:00 a.m. on Tuesday, 6 December 2022) or any adjournment thereof. If the form of proxy is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the form of proxy. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should you so wish.
6. Shareholders shall produce their identity documents and supporting documents in respect of shares held when attending the EGM. If corporate Shareholders appoints authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the form of proxy signed by the Shareholders or their attorney when attending the EGM.
7. The EGM is expected to be held for less than half a day. Shareholders who intend to attend the EGM shall arrange and bear their own transportation and accommodation expenses.
8. The name and address of the Company’s H shares registrar are as follows:

Computershare Hong Kong Investor Services Limited  
Shops 1712–1716, 17th Floor,  
Hopewell Centre,  
183 Queen’s Road East,  
Wanchai,  
Hong Kong  
Tel: +852 2862 8555  
Fax: +852 2865 0990

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## NOTICE OF EGM

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9. The address of head office of the Company in the PRC is as follows:

11/F, China Life Centre,  
No. 17 Finance Street,  
Xicheng District, Beijing,  
the PRC  
Contact person: Wang Hui  
Tel: +86 10 8327 0996  
Fax: +86 10 8327 0998

10. Where there are joint registered holders of any share(s), any one of such joint holders may attend and vote at the EGM, either in person or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
11. Pursuant 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 of the general meeting, 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. As such, the chairman of the EGM will also demand that all the resolutions proposed at the EGM will be voted on by way of poll in registered form pursuant to Article 120 of the Articles of Association of the Company.

*As at the date of this notice, the Board comprises Mr. Wu Yigang as executive Director; Mr. Yu Lei, Mr. Wang Linjing, Ms. Dong Hong and Ms. Gao Liang as non-executive Directors; and Dr. Lam Sek Kong, Mr. Xie Deren and Mr. Dai Genyou as independent non-executive Directors.*