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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)

### PROPOSED NON-PUBLIC ISSUE OF CORPORATE BONDS IN THE PRC

The Board is pleased to announce that a Board meeting was held on 13 April 2023 to resolve the following matters:

#### 1. PROPOSED NON-PUBLIC ISSUE OF CORPORATE BONDS IN THE PRC

In order to expand the Company's financing channels, optimize the debt structure and meet the needs of the Company's business development, the Board has proposed a non-public issue of corporate bonds (the “**Corporate Bonds**”) in the PRC. The details about the proposed non-public issue of the Corporate Bonds in the PRC are as follows:

Size of issue:	The total amount of proceeds from the issue of the Corporate Bonds shall not exceed RMB1.950 billion (inclusive RMB1.950 billion) and the Corporate Bonds will be issued in one time or in tranches.
Par value and issue price:	The par value of the Corporate Bonds to be issued is RMB100 each, issuing at par value.
Maturity:	The term of the Corporate Bonds to be issued shall not exceed 5 years (inclusive 5 years). The Company can choose whether to increase the option to adjust the coupon rate and the investor's option to sell back before each issue.

Coupon rate and determination method thereof:	The coupon rate of the Corporate Bonds to be issued this time is fixed, which will be determined through consultation between the Company and the bookkeeping manager within the interest rate inquiry range based on the offline inquiry bookkeeping results in accordance with relevant regulations. The coupon rate of the Corporate Bonds is calculated on an annual basis using simple interest, excluding compound interest.
Way of issue and issue targets:	The Corporate Bonds to be issued will be non-publicly issued to professional investors as stipulated in the Administrative Measures for the Issue and Trading of Corporate Bonds (《公司債券發行與交易管理辦法》). The issue targets are professional investors satisfying the provisions under the Administrative Measures for the Issue and Trading of Corporate Bonds (《公司債券發行與交易管理辦法》), and will not exceed 200.
Use of proceeds:	The proceeds from the non-public issue of Corporate Bonds to professional investors, after deducting issue expenses, are proposed to be used for the purposes including replenishment of working capital and repayment of debts due. The specific uses and the proportion of the amount shall be determined by the Company based on actual demand, and subject to the approval of the regulatory authority.
Arrangement on placement to Shareholders:	The Corporate Bonds to be issued will not be pre-emptively placed to the Shareholders.
Transfer of bonds:	Upon completion of the issue of the Corporate Bonds, the Company will apply for proceeding with the transfer related procedures at the relevant trading place as soon as possible, subject to the relevant conditions.

Way of guarantee:	Depending on the specific situation, legal entities that comply with relevant laws and regulations can be used to provide unconditional and irrevocable joint and several liability guarantee that does not exceed the upper limit of the issuance scale of the Corporate Bonds, the scope of which covers the principal and interest of the Corporate Bonds of not exceeding RMB1.950 billion, as well as the liquidated damages, damages, all costs of realisation of the creditors' rights and other reasonable expenses payable.
Method of underwriting:	The lead underwriter will organise an underwriting syndicate to underwrite the Corporate Bonds by way of standby commitment.
Validity period of the resolution:	It shall be valid for 36 months from the date of consideration and approval at the EGM.
Guarantee measures for repayment of the Corporate Bonds:	<p>(1) To establish a special account for the supervision of the proceeds, which will be used to regulate the management and use of the proceeds;</p> <p>(2) in the event that the Company is unable to repay the principal and interests of the Corporate Bonds as scheduled, or the Company is unable to repay the principal and interests of the Corporate Bonds when they become due, it shall implement, as a minimum, the following guarantee measures:</p> <ul style="list-style-type: none"> <li>① no dividend will be distributed to the Shareholders;</li> <li>② payment of salary and bonus of the Directors and senior management will be adjusted, reduced or ceased; and</li> <li>③ no guarantee shall be created over any of its assets, property or shareholdings for any indebtedness other than the Corporate Bonds, except as may be required in the ordinary course of operating activities.</li> </ul>

Authorisation matters: It is proposed at the EGM to authorise the Board and the Board further authorises the management of the Company to handle with its absolute discretion, all the relevant matters regarding the issue and the transfer by way of public tender of the Corporate Bonds, in accordance with requirements of the relevant laws and regulations as well as the opinions and recommendations of the regulatory authorities, under the framework and principles of the plan on issue of Corporate Bonds as approved at the EGM and based on the principle of maximizing the Company's interests, including but not limited to:

- (1) to the extent permitted by the laws and regulations, formulating the specific issue proposal and amending and adjusting the terms of the issue based on the specific conditions of the Company and the market, including but not limited to the detailed size of issue, whether to issue in tranches, arrangement of the amount to be issued and the period of each tranche, the issue price, the subscribed objects, the coupon rate or its method of determination, the timing of issue, time and method of principal and interest payments, whether to provide repurchase terms or redemption terms, particulars of the use of proceeds, the measures to ensure debt repayment, the measures to mitigate repayment risks, matters relating to guarantee, transfer of the bonds by way of public tender, place of issue and transfer by way of public tender, the specific subscription method, the specific placement arrangement, and other matters relating to the terms of issue;
- (2) engaging intermediaries, signing, executing, amending and completing all agreements and documents relating to the issue and transfer by way of public tender of the Corporate Bonds, and handling the matters related to reporting, transfer by way of public tender and information disclosure;
- (3) selecting trustee(s) for the Corporate Bonds, executing the trust agreement(s) and formulating rules for meetings of the bondholders;

- (4) undertaking negotiations relating to the issue and transfer by way of public tender of the Corporate Bonds on behalf of the Company, executing all relevant agreements and other necessary documents and making appropriate information disclosures;
- (5) in case there is any change in policies of the regulatory authorities in respect of the issue of the Corporate Bonds or change in market condition, authorising the Board or the Board's authorised person to make relevant adjustments to matters relating to the specific proposal for the issue of the Corporate Bonds in accordance with the opinions of the regulatory authorities, or to determine whether to continue to proceed with all or part of the work in respect of the issue of the Corporate Bonds based on the actual circumstances, except for matters which requires re-approval by the Shareholders at the general meeting pursuant to the relevant laws, regulations and the Articles of Association;
- (6) upon completion of the issue, handling the matters relating to the application for transfer by way of public tender of the Corporate Bonds;
- (7) handling all other matters relating to the issue and transfer by way of public tender of the Corporate Bonds; and
- (8) this authorisation is valid from the date of consideration and approval at the EGM to the date the resolution of the EGM relating to the issue of the Corporate Bonds has lapsed or the above authorised matters are completed, whichever is earlier.

The proposed non-public issue of Corporate Bonds in the PRC shall be subject to approval by Shareholders as a special resolution at the EGM and necessary approvals from relevant regulatory authorities.

## 2. THE EGM AND CLOSURE OF REGISTER OF MEMBERS

The EGM will be held on Friday, 5 May 2023.

A circular of the EGM containing the proposed non-public issue of Corporate Bonds in the PRC, together with the relevant form of proxy for the EGM will be despatched to the Shareholders in due course.

In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 27 April 2023 to Friday, 5 May 2023 (both days inclusive) during which period no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company on Friday, 5 May 2023 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 Wednesday, 26 April 2023 for registration.

## 3. DEFINITIONS

Unless the context otherwise requires, the following expressions in this announcement shall have the following meanings:

“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 2023 first 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 10:00 a.m. on Friday, 5 May 2023
“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
“PRC”	the People’s Republic of China, for the purpose of this announcement, 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

By order of the Board  
**Zhu Yanhui**  
*Chairman*

Beijing, the PRC  
13 April 2023

*As at the date of this announcement, the Board comprises Mr. Zhu Yanhui and Mr. Wu Yigang as executive Directors; Mr. Yu Lei, Mr. Wang Linjing, Ms. Yu Lei and Mr. Li Ye as non-executive Directors; Dr. Lam Sek Kong, Mr. Xie Deren and Mr. Dai Genyou as independent non-executive Directors.*