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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 supplemental 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 supplemental circular, together with the accompanying second 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 the 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)

**SUPPLEMENTAL CIRCULAR TO  
THE CIRCULAR DATED 24 JULY 2023  
IN RELATION TO  
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF  
THE FIFTH SESSION OF THE BOARD,  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
SUPPLEMENTAL NOTICE OF EGM**

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This supplemental circular should be read in conjunction with the circular of the EGM of the Company dated 24 July 2023 (the “**Original Circular**”) and the notice of the EGM dated 24 July 2023 (the “**Original Notice**”). A supplemental notice of the EGM is set out on pages 8 to 10 of this supplemental circular. The second form of proxy for use at the EGM is also enclosed with this supplemental circular (the “**Second Proxy Form**”).

If you intend to attend the EGM by proxy, you are required to complete and return the enclosed Second Proxy Form in accordance with the instructions printed thereon to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited (the “**H Share Registrar**”), 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 (the “**Head Office**”) 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 by not later than 24 hours before the time appointed for holding of the EGM (i.e. before 9:00 a.m. on Thursday, 7 September 2023) (the “**Closing Time**”) or any adjournment thereof. Completion and return of the Second Proxy Form shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

22 August 2023

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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 Directors:*

Mr. Zhu Yanhui  
Mr. Wu Yigang

*Non-executive Directors:*

Mr. Yu Lei  
Mr. Wang Linjing  
Ms. Yu Lei  
Mr. Li Ye

*Independent non-executive Directors:*

Dr. Lam Sek Kong  
Mr. Xie Deren  
Mr. 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

22 August 2023

*To the Shareholders,*

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR TO  
THE CIRCULAR DATED 24 JULY 2023  
IN RELATION TO  
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF  
THE FIFTH SESSION OF THE BOARD,  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
SUPPLEMENTAL NOTICE OF EGM**

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## LETTER FROM THE BOARD

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### INTRODUCTION

References are made to the announcements of the Company dated 7 August 2023 and 21 August 2023 which rescheduled 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 Friday, 8 September 2023.

This supplemental circular should be read in conjunction with the Original Circular. Unless otherwise defined, capitalized terms used in this supplemental circular shall have the same meanings as those defined in the Original Circular.

The purpose of this supplemental circular is to give you details of the following supplemental resolutions to be considered at the EGM, and to give you a supplemental notice of the EGM and the Second Proxy Form.

### ORDINARY RESOLUTIONS

#### **(1) ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE FIFTH SESSION OF THE BOARD**

In order to fill the vacancy arising from Mr. Chen Guogang and Mr. Song Xin who ceased to serve as candidates for independent non-executive Directors of the fifth session of the Board, as recommended by Shareholders and reviewed by the Remuneration and Nomination Committee of the fourth session of the Board, the fourth session of the Board considered and approved the proposed election of Ms. Cheng Zhuo and Mr. Xu Hongcai as independent non-executive Directors of the fifth session of the Board. The Board will propose the following supplemental ordinary resolutions at the EGM:

(1.10) To consider and approve the election of Ms. Cheng Zhuo as an independent non-executive Director of the fifth session of the Board.

(1.11) To consider and approve the election of Mr. Xu Hongcai as an independent non-executive Director of the fifth session of the Board.

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## LETTER FROM THE BOARD

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The biographical details of Ms. Cheng Zhuo (“**Ms. Cheng**”) are set out below:

Ms. Cheng Zhuo, aged 48, has been an associate professor since July 2012 at the School of Accounting and Finance of The Hong Kong Polytechnic University. From August 2005 to June 2012, Ms. Cheng served as an assistant professor at the School of Accounting and Finance of The Hong Kong Polytechnic University. Ms. Cheng served as a lecturer at Hubei University of Economics and a research assistant at the University of Missouri in the United States. Ms. Cheng graduated from Huazhong University of Science and Technology in July 1996 with a bachelor’s degree and a major in Industrial Management and Engineering (with a minor in Computer and Application), and graduated from the Fisher College of Business of The Ohio State University in July 2005 with a doctoral degree and a major in Accounting and Management Information Systems.

The biographical details of Mr. Xu Hongcai (“**Mr. Xu**”) are set out below:

Mr. Xu Hongcai, aged 59, has been the deputy director of the Economic Policy Committee of the China Association of Policy and Science since April 2019. Mr. Xu currently serves as an independent director of China Life Asset Management Company Ltd., China Everbright Group Ltd.\*, Hanhua Financial Holding Co., Ltd.\* (listed on the Stock Exchange, stock code: 03903) and Yunnan Jinggu Forestry Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600265). Mr. Xu served as the assistant engineer of Anqing Sinopec of Sinopec Group, a chief officer of the National Financial Debt Office of the Head Office of the People’s Bank of China, the deputy general manager of the Shanghai Head Office of GF Securities Co., Ltd., the vice president of Beijing Venture Capital Co., Ltd., a professor of Capital University of Economics and Business, and a deputy chief economist of China Center for International Economic Exchanges. Mr. Xu graduated from Renmin University of China in July 1993 with a master’s degree in philosophy, and graduated from the Chinese Academy of Social Sciences in July 1996 with a doctorate degree in industrial economics.

Saved as disclosed above, Ms. Cheng and Mr. Xu have confirmed that they (i) 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; (ii) do not have any relationship with any Director, senior management or substantial Shareholders of the Company, nor do they have or are 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), respectively.

The appointment of Ms. Cheng and Mr. Xu shall be effective from the date of approval at the EGM for a term of three years. The Company will enter into a service contract with each of the elected Directors. Ms. Cheng’s and Mr. Xu’s director allowance is RMB150,000 (tax inclusive) per person per annum, subject to relevant approval at the EGM.

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## LETTER FROM THE BOARD

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Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Ms. Cheng and Mr. Xu that need to be brought to the attention of the Shareholders or to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

In addition, each of Ms. Cheng and Mr. Xu has confirmed that she/he meets the independence requirement set out in Rule 3.13 of the Listing Rules.

Ms. Cheng's academic research focuses on the business value of information technology, corporate governance, social networking, and the intersection of information technology and accounting and finance. She has extensive experience and is able to promote the Board diversity and provide valuable advice to the Board in terms of corporate governance, accounting and information technology.

Mr. Xu has many years of practice or teaching experience in economic research, financial research, investment management, securities investment and financial regulation, which enables to promote the Board diversity and bring to the Board a wealth of knowledge and experience in terms of economics and finance, investment management and related areas.

The Board considers that the above nomination of independent non-executive Directors is in line with the Company's Board Diversity Policy, having taken into account different aspects including but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and their contributions to the Board, and is satisfied with their independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules.

### SPECIAL RESOLUTION

#### **(4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

A special resolution will be proposed at the EGM to consider and approve the amendments to the Articles of Association.

## LETTER FROM THE BOARD

In order to improve corporate governance of the Company, and better safeguard the legitimate rights of the minority shareholders to participate in the corporate governance, the Board proposes to make following amendments to the relevant provisions of the Articles of Association:

Original articles	Proposed to be amended as
<p><b>Article 158</b> The Board shall exercise the following functions and powers:</p> <p>(1) to convene general meetings and report to general meetings;</p> <p>.....</p> <p>(10) to appoint or dismiss the president, secretary to the Board, chief compliance officer, the chief risk officer; to appoint or dismiss senior management officers including vice president(s), the chief financial officer and the chief information officer in accordance with the nominations by president, and to determine their remunerations, rewards and penalties;</p> <p>.....</p> <p>(21) to exercise other functions and powers as stipulated by laws, regulations, department rules, Hong Kong Listing Rules or these Articles of Association.</p>	<p><b>Article 158</b> The Board shall exercise the following functions and powers:</p> <p>(1) to convene general meetings and report to general meetings;</p> <p>.....</p> <p>(10) to appoint or dismiss the president, secretary to the Board, chief compliance officer, the chief risk officer; to appoint or dismiss senior management officers including vice president(s), the chief financial officer and the chief information officer in accordance with the nominations by president, and to determine their remunerations, rewards and penalties;</p> <p><b>Matters resolved pursuant to this clause shall be approved by a vote of at least two-thirds of all Directors;</b></p> <p>.....</p> <p>(21) to exercise other functions and powers as stipulated by laws, regulations, department rules, Hong Kong Listing Rules or these Articles of Association.</p>

The English version of the proposed amendments to the Articles of Association is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

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## LETTER FROM THE BOARD

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The proposed amendments to the Articles of Association shall become effective upon the approval by Shareholders as a special resolution at the EGM. In addition, the Board shall be authorized at the EGM to in turn authorise operating management of the Company to handle the approval and filing procedures with relevant regulatory authorities involved relating to such matter.

### **SUPPLEMENTAL NOTICE OF THE EGM AND THE SECOND PROXY FORM**

Since the Original Notice and the form of proxy (the “**First Proxy Form**”) sent together with the Original Circular did not contain the supplemental resolutions as set out in this supplemental circular, a supplemental notice of the EGM has been prepared and is set out on pages 8 to 10 of this supplemental circular, and the Second Proxy Form is enclosed with this supplemental circular to include such supplemental resolutions.

A Shareholder who has not yet lodged the First Proxy Form with the H Share Registrar or the Head Office (as the case may be) is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy to attend, speak and vote at the EGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the H Share Registrar or the Head Office (as the case may be).

### **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FIRST PROXY FORM SHOULD NOTE THAT:**

- (a) If no Second Proxy Form is lodged with the H Share Registrar or the Head Office (as the case may be), the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM, except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (b) If the Second Proxy Form is lodged with the H Share Registrar or the Head Office (as the case may be) before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (c) If the Second Proxy Form is lodged with the H Share Registrar or the Head Office (as the case may be), after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Second Proxy Form was lodged with the H Share Registrar or the Head Office (as the case may be). Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the H Share Registrar or the Head Office (as the case may be) before the Closing Time.



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## LETTER FROM THE BOARD

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Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the Second Proxy Form in accordance with the instruction printed thereon.

Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish.

### **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 all resolutions to be proposed at the EGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all the resolutions to be proposed at the EGM.

Yours faithfully,  
By order of the Board  
**Zhu Yanhui**  
*Chairman*

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)

SUPPLEMENTAL NOTICE OF  
THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

**REFERENCES ARE MADE** to the notice of the Company dated 24 July 2023 (the “**Original Notice**”) in relation to the 2023 second extraordinary general meeting of the Company (the “**EGM**”) and the announcements of the Company dated 7 August 2023 and 21 August 2023 which rescheduled 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 Friday, 8 September 2023.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the EGM will be held as rescheduled. The ordinary resolutions No. 1.8 and No. 1.9 relating to the election of independent non-executive Directors of the fifth session of the Board in the Original Notice shall be withdrawn. In addition, the EGM will consider and, if thought fit, pass, with or without modifications, the following supplemental resolutions of the Company, in addition to the resolutions set out in the Original Notice:

**ORDINARY RESOLUTIONS**

- 1.10 To consider and approve the election of Ms. Cheng Zhuo as an independent non-executive Director of the fifth session of the Board.
- 1.11 To consider and approve the election of Mr. Xu Hongcai as an independent non-executive Director of the fifth session of the Board.

**SPECIAL RESOLUTION**

4. To consider and approve the proposed amendments to the Articles of Association.

Save for the changes mentioned in this supplemental notice, all the resolutions contained in the Original Notice remain as valid and effective.

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

Beijing, the PRC  
22 August 2023

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## SUPPLEMENTAL NOTICE OF EGM

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*Notes:*

1. Details of the above supplemental resolutions are set out in the supplemental circular dated 22 August 2023.
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 Tuesday, 5 September 2023 to Friday, 8 September 2023 (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 on Friday, 8 September 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) (the “**Head Office**”), or the Company’s H share registrar, Computershare Hong Kong Investor Services Limited (the “**H Share Registrar**”), 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 Monday, 4 September 2023 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 corporation, 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 (the “**First Proxy Form**”) which was sent together with circular of the Company dated 24 July 2023 and/or the form of proxy (the “**Second Proxy Form**”) which was sent together with the supplemental circular of the Company dated 22 August 2023 must be deposited, for the holders of H shares, to the H Share Registrar of the Company, or for the holders of domestic shares, to the Head Office, not less than 24 hours before the time for holding the EGM (i.e. before 9:00 a.m. on Thursday, 7 September 2023) (the “**Closing Time**”). 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.

**IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FIRST PROXY FORM SHOULD NOTE THAT:**

- (a) If no Second Proxy Form is lodged with the H Share Registrar or the Head Office (as the case may be), the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (b) If the Second Proxy Form is lodged with the H Share Registrar or the Head Office (as the case may be) before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (c) If the Second Proxy Form is lodged with the H Share Registrar or the Head Office (as the case may be), after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Second Proxy Form was lodged with the H Share Registrar or the Head Office (as the case may be). Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the H Share Registrar or the Head Office (as the case may be) before the Closing Time.

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## SUPPLEMENTAL NOTICE OF EGM

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6. Shareholders shall produce their identity documents and supporting documents in respect of shares held when attending the EGM. If a corporate Shareholder appoints an 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 Shareholder 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 take less than half a day. Shareholders who intend to attend the EGM shall arrange for and bear their own transportation and accommodation expenses.
8. The name and address of the H Share 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
9. The address of the Head Office 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. In addition, 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. 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.*