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(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 06881)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the circular (the “**AGM Circular**”) and notice (the “**AGM Notice**”) of China Galaxy Securities Co., Ltd. (the “**Company**”) dated 7 June 2024, which set out the time and venue of the annual general meeting of the Company (the “**AGM**”) and contain the resolutions to be considered and approved at the AGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled at Conference Room M1919, Qinghai Finance Building, Building No. 1, No. 8 Xiying Street, Fengtai District, Beijing, the PRC, on Friday, 28 June 2024 at 10:00 a.m., and in addition to the resolutions contained in the AGM Notice, the following supplemental resolution will also be considered and approved at the AGM:

SUPPLEMENTAL ORDINARY RESOLUTION

13. To consider and approve the election of Mr. MA Zhiming as an independent director of the Company.

The biographical details of Mr. MA Zhiming are set out below:

MA Zhiming, male, born in October 1982, served as an assistant professor, associate professor, professor and doctoral supervisor of Guanghua School of Management of Peking University from September 2014, and is currently the head of the Department of Accounting and the executive director of the Master of Professional Accounting (MPAcc) program. He was an independent director of Hubei Mailyard Share Co., Ltd. (a company listed on the Shanghai Stock Exchange with stock code: 600107) from October 2019 to March 2022, and an independent director of Wonders Information Co., Ltd. (a company listed on the Shenzhen Stock Exchange with stock code: 300168) from October 2019 to July 2023. He has been serving as an independent director of the RocKontrol Technology Group Co., Ltd. (a company listed on the Shanghai Stock Exchange with stock code: 688051) since February 2019, and an independent director of Jiang Tai Insurance Brokers Co., Ltd. since May 2021. Mr. MA Zhiming received a bachelor's degree in economics from Peking University in 2005, a master's degree in economics from Peking University in 2008, and a PhD in accounting from the Hong Kong University of Science and Technology in 2014.

Mr. MA Zhiming will enter into a letter of appointment with the Company. The term of office of Mr. MA Zhiming will commence from the date of approval by the shareholders of the Company at the AGM and end on the expiry of the term of the fourth session of the board of directors of the Company (the “**Board**”). Mr. MA Zhiming is eligible for re-election upon expiry of his term.

An independent director of the Company will receive a director’s fee of RMB150,000 per annum from the Company. In addition, an independent director who acts as the chairman of the special committees of the Board will receive an additional subsidy of RMB50,000 per annum, and an independent director who acts as a member of the special committees of the Board will receive an additional subsidy of RMB30,000 per annum. The director’s fee and subsidies are determined pursuant to the relevant remuneration administrative measures of the Company with reference to the independent director’s duties and responsibilities. If there is any provision on the remuneration of independent directors under the relevant national policies, the actual amount of remuneration payable by the Company to the independent director will be adjusted in accordance with such policies.

Save as disclosed above, Mr. MA Zhiming has not held any directorships in other listed public companies in the last three years, does not hold any other position with the Company or any of its subsidiaries, and is not connected with any directors, senior management or substantial or controlling shareholders of the Company. Mr. MA Zhiming does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Further, there is nothing in respect of the election of Mr. MA Zhiming that needs to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) nor is there anything that needs to be brought to the attention of the shareholders of the Company.

Policy and procedures for the nomination of independent directors

In reviewing the structure of the Board, the Nomination and Remuneration Committee will consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board’s composition.

The Nomination and Remuneration Committee is of the view that Mr. MA Zhiming has profound economic and accounting background and has served as an independent director in a number of listed companies. The election of Mr. MA Zhiming as an independent director may further strengthen the professional knowledge of the Board in economics, accounting and management, and promote the diversity of the Board in terms of skills and experience. Mr. MA Zhiming currently does not hold directorships in seven or more listed companies, and is able to devote sufficient time and attention to the Company’s affairs. As such, on 12 June 2024, the Nomination and Remuneration Committee nominated Mr. MA Zhiming to the Board for it to recommend to the shareholders for election at the AGM.

The Board considers that Mr. MA Zhiming possesses the basic knowledge of operations of listed companies, is familiar with the relevant laws, administrative regulations, departmental rules and other regulatory documents and has the relevant working experience in law, economics, finance, management or other experiences necessary for serving as an independent director. Moreover, Mr. MA Zhiming has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. The Board also considers that Mr. MA Zhiming meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Recommendation

The Board considers that the proposed resolution on the election of Mr. MA Zhiming as an independent director of the Company is in the interests of the Company and its shareholders as a whole. Accordingly, the Board recommends that shareholders vote in favour of the supplemental resolution proposed at the AGM as set out in this supplemental notice.

By order of the Board
China Galaxy Securities Co., Ltd.
WANG Sheng
Chairman and Executive Director

Beijing, the PRC
13 June 2024

Notes:

1. A revised form of proxy of the AGM (the “**Revised Form of Proxy**”) is enclosed to this supplemental notice. For H shareholders of the Company, the Revised Form of Proxy should be returned to Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong), and for A shareholders of the Company, the Revised Form of Proxy should be returned to the Office of the Board (Qinghai Finance Building, Building No. 1, No. 8 Xiying Street, Fengtai District, Beijing, the PRC), not less than 24 hours before the time appointed for holding the AGM (i.e. no later than 10:00 a.m. on 27 June 2024) or any adjournment thereof (the “**Closing Time**”) in person or by post. Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.
2. Any shareholder who has not yet lodged the form of proxy issued by the Company on 7 June 2024 (the “**Original Form of Proxy**”) is requested to lodge the Revised Form of Proxy if he or she intends to appoint a proxy to attend the AGM on his or her behalf. In this case, the Original Form of Proxy should not be lodged. Any shareholder who has already lodged the Original Form of Proxy should note that:
 - (i) if the Revised Form of Proxy is lodged before the Closing Time, the Revised Form of Proxy will revoke and supersede the Original Form of Proxy previously lodged by the shareholder. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the shareholder, if duly completed;

- (ii) if no Revised Form of Proxy is lodged before the Closing Time, the Original Form of Proxy will be treated as a valid form of proxy lodged by the shareholder, if duly completed. The proxy so appointed pursuant to the Original Form of Proxy will be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the proposed supplemental resolution set out above.
3. Apart from the proposed supplemental resolution set out above, all other matters of the AGM remain unchanged. For details of the other resolutions to be considered and approved at the AGM, eligibility for attending the AGM, registration procedures, closure of register of members and other relevant matters, please refer to the AGM Circular and the AGM Notice of the Company dated 7 June 2024.

As at the date of this supplemental notice, the executive directors of the Company are Mr. WANG Sheng (Chairman) and Mr. XUE Jun (Vice Chairman and President); the non-executive Directors are Mr. YANG Tijun, Ms. LI Hui, Ms. LIU Chang and Mr. LIU Zhihong; and the independent non-executive directors are Ms. LIU Chun, Mr. LAW Cheuk Kin Stephen and Mr. LIU Li.