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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).



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)

**PROPOSED APPOINTMENT OF ACCOUNTING FIRMS
FOR THE YEAR 2024
PROPOSED APPOINTMENT OF MR. XIE WEIQING
AS A SUPERVISOR
AND
NOTICE OF THE 2024 FIRST EXTRAORDINARY
GENERAL MEETING**

A notice convening the 2024 first extraordinary general meeting of the Company at 1:30 p.m. on Thursday, 18 July 2024 at Conference Room 616, Block C, Haitong Bund Finance Plaza, No. 888 South Zhongshan Road, Shanghai, the People's Republic of China is set out on pages 8 to 10 of this circular.

The form of proxy for the EGM has been published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.htsec.com) on 27 June 2024. If you are not able to attend the EGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the EGM (i.e. 1:30 p.m. on Wednesday, 17 July 2024), 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 form of proxy will not preclude you from attending and voting at the EGM in person.

* *For identification purpose only*

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DEFINITIONS

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

“A Share(s)”	ordinary shares of the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi and are listed for trading on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board” or “Board of Directors”	the board of directors of the Company
“Company”	Haitong Securities Co., Ltd., a joint stock company incorporated in the PRC 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
“Company Law”	the Company Law of the People’s Republic of China
“controlling shareholder”	has the meaning ascribed to this term under the Listing Rules
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 1:30 p.m. on Thursday, 18 July 2024 at Conference Room 616, Block C, Haitong Bund Finance Plaza, No. 888 South Zhongshan Road, Shanghai, the People’s Republic of China
“Group”	the Company and its subsidiaries
“H Share(s)”	ordinary shares in the share capital of the Company with nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars

DEFINITIONS

“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“HK\$” or “Hong Kong dollars”	the lawful currency of Hong Kong
“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
“Latest Practicable Date”	25 June 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“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
“Supervisory Committee”	the supervisory committee of the Company
“Securities Law”	the Securities Law of the People’s Republic of China

LETTER FROM THE BOARD



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)
Mr. Han Jianxin

Non-executive Directors:

Mr. Tu Xuanxuan
Mr. Shi Lei
Ms. Xiao Hehua
Mr. Xu Jianguo

Independent Non-executive Directors:

Mr. Zhou Yu
Mr. Fan Ren Da Anthony
Mr. Mao Fugen
Mr. Mao Huigang

Registered office:

Haitong Securities Building
No. 689 Guangdong Road
Shanghai
PRC

*Principal place of business
in Hong Kong:*

15/F, One Island South
2 Heung Yip Road
Wong Chuk Hang
Hong Kong

27 June 2024

To the Shareholders

Dear Sir or Madam,

INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM (set out on pages 8 to 10 of this circular) and provide you with information reasonably necessary to enable you to make informed decisions on whether to vote for or against the proposed resolutions or abstain from voting at the EGM.

At the EGM, two ordinary resolutions will be proposed to approve (1) the appointment of accounting firms for the year 2024; and (2) the proposed appointment of Mr. Xie Weiqing as a Supervisor.

* For identification purpose only

LETTER FROM THE BOARD

ORDINARY RESOLUTIONS:

1. Appointment of Accounting Firms for the Year 2024

Reference is made to the announcement of the Company dated 27 June 2024 in relation to, among other things, the proposed change of external auditors for the year 2024.

In order to ensure the smooth progress of the audit work of financial report of the Company, in June 2024, the Company engaged the A share and H share accounting firms for the year 2024 by way of tender invitation. Based on the selection results and the recommendation of the Audit Committee, the Board proposed to appoint BDO China Shu Lun Pan Certified Public Accountants LLP (“**BDO**”) and Deloitte Touche Tohmatsu (“**DTT HK**”) as the Company’s external auditors for the year 2024. BDO is responsible for providing relevant domestic audit and review services on the financial statements prepared in accordance with the Accounting Standards for Business Enterprises of the PRC and the internal control. DTT HK is responsible for providing relevant overseas audit and review services on the financial statements prepared in accordance with IFRS. The term of their engagement is one year, and the audit and review fee including internal control is RMB7.9 million (including domestic audit and review service fee of RMB3.5 million, overseas audit and review service fee of RMB3.8 million, and internal control audit fee of RMB0.6 million). If there is an adjustment to the audit fees due to changes in audit content, the Board proposes that the EGM authorizes the Board to determine the adjustment of relevant audit fees. BDO and DTT HK have extensive experience in financial enterprises services, being well recognized in the industry and occupying a leading position in terms of both business scale and practice quality. Additionally, they possess strong professional competence and demonstrates diligence and conscientiousness in performing their duties. The Company is confident that they can deliver high-quality audit services.

The aforesaid resolution was considered and approved by the Board on 27 June 2024 and is hereby proposed at the EGM as an ordinary resolution for consideration and approval.

2. Proposed Appointment of Mr. Xie Weiqing as a Supervisor

Reference is made to the announcement of the Company dated 27 June 2024 in relation to, among others, the proposed appointment of Mr. Xie Weiqing (“**Mr. Xie**”) as a Supervisor.

An ordinary resolution will be proposed at the EGM to approve the resolution on appointment of Mr. Xie as a Supervisor.

The biography of Mr. Xie is as follows:

Mr. Xie, born in 1979, holds a bachelor’s degree as well as a master’s degree in finance. Mr. Xie is a non-practicing certified accountant and a senior accountant. From April 2024, he has served as the general manager of the finance department of Shenergy (Group) Company Limited (申能(集團)有限公司). From July 2001 to September 2001, he served as the financial

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accountant of Shanghai Shentong Technology Group Company Limited* (上海申通集團有限公司). From September 2001 to May 2007, he was the head of the finance department of Shanghai Maglev Transportation Development Co., Ltd.(上海磁浮交通發展有限公司). From May 2007 to April 2017, he successively served as the deputy supervisor and supervisor of the finance department in Shenergy (Group) Company Limited. From May 2017 to June 2019, he was appointed as a deputy general manager of Shenergy Group Finance Co., Ltd.(申能集團財務有限公司). From June 2019 to May 2020, he worked as a deputy manager of the finance department of Shenergy (Group) Company Limited. He has been an executive director and general manager of Shenergy Group Business Services Co., Ltd. (申能集團商務服務有限公司) since May 2020. Mr. Xie has been a director of Shenergy Company Limited (申能股份有限公司) (whose shares are listed on the Shanghai Stock Exchange (stock code: 600642)) since June 2024.

As far as the Directors are aware, save as disclosed above, Mr. Xie 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. Mr. Xie does not have any relationship with any Directors, Supervisors, senior management or substantial shareholders of the Company, nor does he hold any position in the Company or any of its subsidiaries. As at the Latest Practicable Date, Mr. Xie has no interest in the shares of the Company or its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information in relation to the appointment of Mr. Xie which 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. Mr. Xie has not been penalized by China Securities Regulatory Commission or other relevant departments or stock exchanges.

As of the Latest Practicable Date, the Company has not entered into any service contract with Mr. Xie. The remuneration of Mr. Xie will be determined according to the “Resolution with regard to Adjustments to Allowances of the Directors and Supervisors” of the Company. The term of office of Mr. Xie as a Supervisor will commence from the date on which the resolution is considered and approved at the EGM and end upon the expiration of the term of office of the eighth session of the Supervisory Committee.

The aforesaid resolution was considered and approved by the Supervisory Committee on 27 June 2024 and is hereby proposed at the EGM as an ordinary resolution for consideration and approval.

EXTRAORDINARY GENERAL MEETING

The EGM will be held at 1:30 p.m. on Thursday, 18 July 2024 at Conference Room 616, Block C, Haitong Bund Finance Plaza, No. 888 South Zhongshan Road, Shanghai, the People’s Republic of China. The notice of the EGM is set out on pages 8 to 10 of this circular.

LETTER FROM THE BOARD

The register of members of H Shares of the Company will be closed from Monday, 15 July 2024 to Thursday, 18 July 2024 (both days inclusive), during which time no share transfers of H Shares will be effected. Purchasers of shares registered as Shareholders on the H Share register of members of the Company as at Monday, 15 July 2024 are entitled to attend and vote in respect of all resolutions to be proposed at the EGM. In order to attend the EGM, holders of H Shares should ensure that the relevant Share certificates, accompanied by all transfer documents, have been lodged with the Company's H Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on Friday, 12 July 2024.

The form of proxy for the EGM has been published on the website of Hong Kong Stock Exchange (www.hkexnews.hk) on 27 June 2024.

To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other documents of authorisation must be delivered to the Company's H Share Registrar not less than 24 hours before the time appointed for the EGM (i.e. 1:30 p.m. on Wednesday, 17 July 2024) or not less 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 EGM in person.

For reference purpose only, the record date for determining the eligibility of holders of A Shares for attending the EGM is Thursday, 11 July 2024. For more details, please refer to the notice of EGM, which is published by 27 June 2024 on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn/>).

HONG KONG LISTING RULES REQUIREMENTS

According to Rule 13.39(4) of the Hong Kong Listing Rules, 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 EGM will demand a poll in relation to all the proposed resolutions at the EGM in accordance with Article 122 of the Articles of Association.

To the best knowledge of the Directors, as of the Latest Practicable Date, no Shareholder has a material interest in any of the above resolutions and therefore no Shareholder is required to abstain from voting in respect of the above resolutions at the EGM.

RESPONSIBILITY STATEMENT

This 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

LETTER FROM THE BOARD

contained in this 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 any statement herein or this circular misleading.

RECOMMENDATION

The Directors believe that all the resolutions mentioned above are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favor of the relevant resolutions to be proposed at the EGM as set out in the notice of the EGM attached to this circular.

Yours faithfully,
By Order of the Board
Haitong Securities Co., Ltd.
ZHOU Jie
Chairman

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 first extraordinary general meeting (the “**Extraordinary General Meeting**”) of Haitong Securities Co., Ltd. (the “**Company**”) will be held at 1:30 p.m. on Thursday, 18 July 2024 at Conference Room 616, Block C, Haitong Bund Finance Plaza, No. 888 South Zhongshan Road, Shanghai, the People’s Republic of China, for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the appointment of accounting firms for the year 2024
2. To consider and approve the proposed appointment of Mr. Xie Weiqing as a supervisor of the Company

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

Shanghai, the PRC
27 June 2024

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. Eligibility for attending the Extraordinary General Meeting and date of registration of members for H Shares

The register of members of H Shares of the Company will be closed from Monday, 15 July 2024 to Thursday, 18 July 2024 (both days inclusive), during which time no share transfers of H Shares will be effected. Purchasers of shares registered as Shareholders on the H Share register of members of the Company as at Monday, 15 July 2024 are entitled to attend and vote in respect of all resolutions to be proposed at this Extraordinary General Meeting.

In order to attend this Extraordinary 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 Friday, 12 July 2024.

2. Proxy

- (1) Each shareholder (the "Shareholder") entitled to attend and vote at the Extraordinary General Meeting may appoint one or more proxies in writing to attend and vote on his/her behalf. A proxy need 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 documents of authorisation must be notarised.

To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other documents of authorisation must be delivered to the Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the Extraordinary General Meeting (i.e. 1:30 p.m. on Wednesday, 17 July 2024) or not less than 24 hours before the time appointed for voting by poll.

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

3. Registration procedures for attending the Extraordinary General Meeting

A Shareholder or his proxy should present proof of identity when attending the Extraordinary 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 may attend the Extraordinary General Meeting by providing a copy of the resolution of the Board 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 Extraordinary General Meeting will demand a poll in relation to all the proposed resolutions at the Extraordinary General Meeting in accordance with Article 122 of the articles of association of the Company.

5. Miscellaneous

- (1) The Extraordinary 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 Investors Services Limited is:

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

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

- (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,
Huangpu District, Shanghai, the People's Republic of China

Contact Office: Office of the Board
Telephone No.: 86 (21) 6341 1000
Facsimile No.: 86 (21) 6341 0627
Email: dshbgs@haitong.com

- (4) Please refer to the circular of the Company in relation to the Extraordinary General Meeting to be published on 27 June 2024 for details of the resolution to be proposed at the Extraordinary General Meeting for consideration and approval.

As at the date of this notice, the executive directors of the Company are Mr. ZHOU Jie, Mr. LI Jun and Mr. HAN Jianxin; the non-executive directors of the Company are Mr. TU Xuanxuan, Mr. SHI Lei, Ms. XIAO Hehua and Mr. XU Jianguo; the independent non-executive directors of the Company are Mr. ZHOU Yu, Mr. FAN Ren Da Anthony, Mr. MAO Fugen and Mr. MAO Huigang.

* For identification purpose only