

ANNOUNCEMENT OF POLL RESULTS OF 2019 FIRST EXTRAORDINARY GENERAL MEETING

2019 FIRST EXTRAORDINARY GENERAL MEETING

The Company is pleased to announce that the EGM was held at Conference Room, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC in the form of an onsite meeting at 2:30 p.m. on Monday, December 16, 2019. The EGM was convened by the Board and chaired by the chairman of the fourth session of the Board of the Company, Mr. Zhou Yi. Certain members of the Supervisory Committee and senior management of the Company, as well as the secretary to the Board, attended the EGM.

I. VOTING ARRANGEMENT

Voting was conducted by poll for each of the resolutions proposed at the EGM. Holders of H Shares were entitled to participate in the voting at the EGM in person or by proxy. Holders of A Shares were entitled to participate in the voting at the EGM in person, by proxy, or through online voting. Online voting was made available during the trading period (i.e. 9:15 to 9:25, 9:30 to 11:30, and 13:00 to 15:00) on December 16, 2019 through the voting platform of the trading system and from 9:15 to 15:00 on December 16, 2019 through the network voting platform on a designated website. The depositary of the global depository receipt(s) (the “**GDR(s)**”) could not participate in online voting and could authorize one or more persons it considered appropriate to attend the EGM and report the opinion on the resolutions proposed at the EGM in accordance with the intention of de facto holders of GDRs. The convening, procedures and voting methods of the EGM were in compliance with the requirements of laws and regulations including the *Company Law of the People’s Republic of China* (《中華人民共和國公司法》) and the *Articles of Association*.

As at the date of the EGM, a total of 9,076,650,000 Shares (comprising 7,357,604,320 A Shares and 1,719,045,680 H Shares) were in issue and entitled the holders of which to attend and vote for or against or abstain from voting in respect of the proposed resolutions at the EGM. There were no restrictions on any Shareholders' voting of any of the proposed resolutions at the EGM. There were no Shares held by any Shareholders which entitled the holders of which to attend and abstain from voting in favour of any resolutions pursuant to Rule 13.40 of the Listing Rules and no Shareholder was required under the Listing Rules to abstain from voting. No parties had stated their intention in the Circular to vote against or abstain from any of the proposed resolutions.

II. EGM ATTENDANCE

Attendance of the EGM was as follows:

Total number of Shareholders and authorised proxies attended and voted in the EGM		48
of which	number of holders of A Shares	44
	number of holders of H Shares	4
Total number of Shares with voting rights held by Shareholders that attended the EGM (shares)		3,847,579,470
of which	total number of Shares held by holders of A Shares participated in the voting (shares)	3,361,780,086
	total number of Shares held by holders of H Shares participated in the voting (shares)	485,799,384
Percentage of total number of Shares with voting rights held by Shareholders that attended the EGM as compared with the issued Shares (%)		42.389863
of which	percentage of total number of Shares held by holders of A Shares participated in the voting as compared with the issued Shares (%)	37.037675
	percentage of total number of Shares held by holders of H Shares participated in the voting as compared with the issued Shares (%)	5.352188

III. POLL RESULTS OF THE EGM

The poll results to the proposed resolutions are set out as follows:

No.	Ordinary Resolutions	Number of Votes (%) ¹		
		For	Against	Abstain
1.	To consider and approve the resolution in relation to Change of Use of Partial Proceeds from Non-public Issuance of A Shares	3,847,156,170 99.988998%	3,600 0.000094%	419,700 0.010908%
2.	To consider and approve the resolution in relation to the appointment of members of the fifth session of the Board	/		
	<i>Candidates for executive Directors and non-executive Directors of the fifth session of the Board</i>	For Cumulative voting (number of votes) A total of 8 executive Directors and non-executive Directors are elected		
2.1	To consider and approve the appointment of Mr. Zhang Wei as an executive Director of the fifth session of the Board	3,499,904,794 90.963808%		
2.2	To consider and approve the appointment of Mr. Zhou Yi as an executive Director of the fifth session of the Board	4,061,284,169 105.554263%		
2.3	To consider and approve the appointment of Mr. Ding Feng as a non-executive Director of the fifth session of the Board	3,484,881,547 90.573348%		
2.4	To consider and approve the appointment of Mr. Chen Yongbing as a non-executive Director of the fifth session of the Board	3,422,128,841 88.942382%		
2.5	To consider and approve the appointment of Mr. Xu Qing as a non-executive Director of the fifth session of the Board	3,484,881,547 90.573348%		
2.6	To consider and approve the appointment of Ms. Hu Xiao as a non-executive Director of the fifth session of the Board	3,484,881,547 90.573348%		
2.7	To consider and approve the appointment of Mr. Wang Tao as a non-executive Director of the fifth session of the Board	5,465,246,291 142.043753%		
2.8	To consider and approve the appointment of Mr. Zhu Xuebo as an executive Director of the fifth session of the Board	3,401,927,013 88.417329%		

No.	Ordinary Resolutions	Number of Votes (%) ¹
	<i>Candidates for independent non-executive Directors of the fifth session of the Board</i>	<p style="text-align: center;">For</p> <p style="text-align: center;">Cumulative voting (number of votes)</p> <p style="text-align: center;">A total of 5 independent non-executive Directors are elected</p>
2.9	To consider and approve the appointment of Mr. Chen Chuanming as an independent non-executive Director of the fifth session of the Board	3,537,189,592 91.932853%
2.10	To consider and approve the appointment of Mr. Lee Chi Ming as an independent non-executive Director of the fifth session of the Board	3,592,159,678 93.361546%
2.11	To consider and approve the appointment of Ms. Liu Yan as an independent non-executive Director of the fifth session of the Board	3,592,094,678 93.359857%
2.12	To consider and approve the appointment of Mr. Chen Zhibin as an independent non-executive Director of the fifth session of the Board	3,592,138,378 93.360992%
2.13	To consider and approve the appointment of Mr. Ma Qun as an independent non-executive Director of the fifth session of the Board	1,154,458,200 30.004792%
3.	To consider and approve the resolution in relation to the appointment of members of the fifth session of the Supervisory Committee	/
	<i>Candidates for non-employee representative Supervisors of the fifth session of the Supervisory Committee</i>	<p style="text-align: center;">For</p> <p style="text-align: center;">Cumulative voting (number of votes)</p> <p style="text-align: center;">A total of 4 non-employee representative Supervisors are elected</p>
3.1	To consider and approve the appointment of Mr. Zhang Ming as a non-employee representative Supervisor of the fifth session of the Supervisory Committee	3,601,504,680 93.604426%
3.2	To consider and approve the appointment of Ms. Yu Lanying as a non-employee representative Supervisor of the fifth session of the Supervisory Committee	3,533,739,291 91.843179%

No.	Ordinary Resolutions	Number of Votes (%) ¹		
		For	Against	Abstain
3.3	To consider and approve the appointment of Ms. Zhang Xiaohong as a non-employee representative Supervisor of the fifth session of the Supervisory Committee		3,533,739,291 91.843179%	
3.4	To consider and approve the appointment of Ms. Fan Chunyan as a non-employee representative Supervisor of the fifth session of the Supervisory Committee		3,533,739,291 91.843179%	

Note:

- For the purpose of calculating the result of the resolutions, number of the votes for and against shall be regarded as execution of voting rights.

Except for the ordinary resolution 2.13, the above-mentioned ordinary resolutions were duly passed by obtaining more than half of the votes in favour of the resolutions. The above-mentioned ordinary resolution 2.13 did not obtain more than half of the votes in favour of the resolution and was not duly passed. No new proposal has been submitted for voting and approval.

The proposed resolutions were not amended at the EGM. For detailed information on the resolutions, please refer to the Circular.

IV. ATTESTATION BY LAWYERS

King & Wood Mallesons in Beijing, the PRC legal adviser to the Company, considers that the convening and the procedures of the EGM are in compliance with the *Company Law of the People's Republic of China* (《中華人民共和國公司法》), the *Securities Law of the People's Republic of China* (《中華人民共和國證券法》), other relevant laws and administrative regulations, and the requirements of *the Rules of Procedures of the General Meetings* and *the Articles of Association*. The qualifications of the attendees and convenor of the EGM are legal and valid. The voting process and poll results of the EGM are legal and valid.

APPOINTMENT OF MEMBERS OF THE FIFTH SESSION OF THE BOARD

Mr. Zhang Wei, Mr. Zhou Yi and Mr. Zhu Xuebo were appointed as executive Directors of the fifth session of the Board. Mr. Ding Feng, Mr. Chen Yongbing, Mr. Xu Qing, Ms. Hu Xiao and Mr. Wang Tao were appointed as non-executive Directors of the fifth session of the Board. Mr. Chen Chuanming, Mr. Lee Chi Ming, Ms. Liu Yan and Mr. Chen Zhibin were appointed as independent non-executive Directors of the fifth session of the Board. As the qualifications as directors or independent directors of securities companies of Mr. Zhang Wei, Mr. Zhou Yi, Mr. Zhu Xuebo, Mr. Ding Feng, Mr. Chen Yongbing, Mr. Xu Qing, Ms. Hu Xiao, Mr. Wang Tao, Mr. Chen Chuanming, Mr. Lee Chi Ming, Ms. Liu Yan and Mr. Chen Zhibin have been approved by the securities regulatory authorities, the above Directors assume their duties of the Directors of the fifth session of the Board of the Company with a term of office of three years effective from December 16, 2019. In order to fulfil the requirements that the number of independent non-executive Directors shall account for no less than one-third of the Board members, Mr. Liu Hongzhong, the independent non-executive Director of the fourth session of the Board, shall continue to perform his duties until the election of a new independent non-executive Director with the approval of his/her qualification as a director from securities regulatory authorities.

The biographical details of members of the fifth session of the Board and other information in relation to their appointments were set forth in the Circular. As at the date of this announcement, except for Mr. Zhou Yi and Mr. Wang Tao, there has been no change to the biographical details of other members of the fifth session of the Board and other information in relation to their appointments. For the updated biographical details of Mr. Zhou Yi and Mr. Wang Tao and other information in relation to their appointments, please refer to the Appendix I to this announcement.

Upon expiration of her term of office, Ms. Fan Chunyan resigned from her position as a non-executive Director and was designated as a Supervisor of the Company, with effect from December 16, 2019. To the best of the Board's knowledge and belief, having made all reasonable enquiries, there is no disagreement between Ms. Fan Chunyan and the Board and there are no other matters that need to be brought to the attention of the Shareholders. The Board wishes to extend its gratitude to Ms. Fan Chunyan for her enormous contributions to the Company and hopes she will continue to pay close attention to and support the development of the Company.

APPOINTMENT OF MEMBERS OF THE FIFTH SESSION OF THE SUPERVISORY COMMITTEE

Mr. Zhang Ming, Ms. Yu Lanying, Ms. Zhang Xiaohong and Ms. Fan Chunyan were appointed as non-employee representative Supervisors of the fifth session of the Supervisory Committee. As the qualifications as supervisors of securities companies of Mr. Zhang Ming, Ms. Yu Lanying, Ms. Zhang Xiaohong and Ms. Fan Chunyan have been approved by the securities regulatory authorities, they will assume the duties of Supervisors of the fifth session of the Supervisory Committee of the Company with a term of office of three years effective from December 16, 2019.

The fifth session of the Supervisory Committee also comprises three employee representative Supervisors, Mr. Gu Chengzhong, Mr. Zhai Jun and Ms. Wang Ying, who were elected by the employees of the Company at the employee representatives' meeting recently. As the qualifications as supervisors of securities companies of Mr. Gu Chengzhong, Mr. Zhai Jun and Ms. Wang Ying have been approved by the securities regulatory authorities, they will assume the duties of Supervisors of the fifth session of the Supervisory Committee of the Company with a term of office of three years effective from December 16, 2019.

For the biographical details of Mr. Gu Chengzhong, Mr. Zhai Jun and Ms. Wang Ying and other information in relation to their appointments, please refer to the Appendix II to this announcement.

The biographical details of non-employee representative Supervisors of the fifth session of the Supervisory Committee and other information in relation to their appointments were set forth in the Circular. As at the date of this announcement, save for Ms. Yu Lanying, there has been no change to the biographical details of other members of the fifth session of the Supervisory Committee and other information in relation to their appointments. For the updated biographical details of Ms. Yu Lanying and other information in relation to her appointment, please refer to the Appendix III to this announcement.

Upon expiration of their terms of office, Mr. Yu Yimin, Mr. Chen Ning, Ms. Yang Yaling and Mr. Meng Qinglin will cease to be Supervisors of the Company, with effect from December 16, 2019. To the best of the Supervisory Committee's knowledge and belief, having made all reasonable enquiries, there is no disagreement among Mr. Yu Yimin, Mr. Chen Ning, Ms. Yang Yaling and Mr. Meng Qinglin and the Board and the Supervisory Committee, and there are no other matters that need to be brought to the attention of the Shareholders. The Company hereby extends its sincere gratitude to Mr. Yu Yimin, Mr. Chen Ning, Ms. Yang Yaling and Mr. Meng Qinglin for their enormous contribution to the Company and hopes they will continue to pay close attention to and support the development of the Company.

ROLE OF MEMBERS OF THE FIFTH SESSION OF THE BOARD

The first meeting of the fifth session of the Board was held on December 16, 2019 and resolved to appoint Directors as the members of special committees of the Board as follows (the first-listed Director was elected as the chairman (convenor) of the committees):

- (1) Development Strategy Committee: Mr. Zhang Wei, Mr. Zhou Yi, Mr. Chen Yongbing, Ms. Hu Xiao and Mr. Wang Tao
- (2) Compliance and Risk Management Committee: Mr. Zhou Yi, Mr. Xu Qing and Ms. Liu Yan
- (3) Audit Committee: Mr. Lee Chi Ming, Mr. Ding Feng and Mr. Chen Zhibin
- (4) Nomination Committee: Mr. Chen Chuanming, Mr. Zhu Xuebo and Ms. Liu Yan
- (5) Remuneration and Appraisal Committee: Mr. Chen Chuanming, Mr. Zhu Xuebo and Mr. Chen Zhibin

APPOINTMENT OF THE CHAIRMAN OF THE BOARD, CHAIRMAN OF THE SUPERVISORY COMMITTEE AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

The first meeting of the fifth session of the Board resolved to elect Mr. Zhang Wei as the chairman of the fifth session of the Board of the Company. Mr. Zhang Wei has obtained the qualification of chairman of the board of securities companies as approved by the securities regulatory authorities, with a term of office of three years effective from December 16, 2019.

The first meeting of the fifth session of the Supervisory Committee was held on December 16, 2019 and resolved to elect Mr. Zhai Jun as the chairman of the fifth session of the Supervisory Committee of the Company. Mr. Zhai Jun will assume office after his qualification as chairman of the supervisory committee of securities companies has been approved by the securities regulatory authorities, with a term until the expiry of the term of the fifth session of the Supervisory Committee of the Company.

The first meeting of the fifth session of the Board further resolved to appoint Mr. Zhou Yi as the Chief Executive Officer of the Company. Mr. Zhou Yi has obtained the qualification of senior management of securities companies as approved by the securities regulatory authorities, with a term of office of three years effective from December 16, 2019.

The biographical details of Mr. Zhang Wei and other information in relation to his appointment were set forth in the Circular. For the biographical details of Mr. Zhai Jun and other information in relation to his appointment, please refer to the Appendix II to this announcement. For the biographical details of Mr. Zhou Yi and other information in relation to his appointment, please refer to the Appendix I to this announcement.

Huatai Securities Co., Ltd.
December 16, 2019

APPENDIX I BIOGRAPHIES OF DIRECTORS (MR. ZHOU YI AND MR. WANG TAO) OF THE FIFTH SESSION OF THE BOARD

Mr. Zhou Yi, born in March 1969, has a bachelor's degree in computer communications. Mr. Zhou once taught at Jiangsu Posts & Telecommunications School (江蘇省郵電學校) and worked on technology management in the telecommunications center of Jiangsu Posts & Telecommunications Bureau and administrative management at Jiangsu Mobile Communication Co., Ltd. He served as the chairman of the board of directors at Jiangsu Bei'er Co., Ltd. (江蘇貝爾有限公司) and Nanjing Xinwang Tech Co., Ltd. (南京欣網視訊科技股份有限公司), the deputy general manager of Shanghai Beier Fortune Communications Company (上海貝爾富欣通信公司). He served as the president and director of Huatai Securities Limited Liability Company from February 2007 to December 2007 and from September 2007 to December 2007, respectively. He served as the Director, president and deputy party secretary of the Company from December 2007 to September 2011, served as the Director, president and party secretary of the Company from September 2011 to June 2016 and served as the chairman of the Board, president and party secretary of the Company from June 2016 to March 2019. Mr. Zhou served as the chairman of the Board, president, party committee member of the Company from March 2019 to October 2019 and has been the chairman of the Board, Chief Executive Officer, chairman of the Executive Committee and party committee member of the Company since October 2019.

Mr. Wang Tao, born in May 1968, holds a master degree in Politics and Economics. He served as assistant to president of Shenzhen Branch of China Construction Bank Corporation (中國建設銀行股份有限公司) (a company listed on The Stock Exchange of Hong Kong Limited and the Shanghai Stock Exchange, stock code: 939 and 601939) and deputy general manager of the finance and accounting department of the head office of China Construction Bank Corporation from June 1989. He joined the head office of China Merchants Bank Co., Ltd. (a company listed on The Stock Exchange of Hong Kong Limited and the Shanghai Stock Exchange, stock code: 3968 and 600036) as general manager of the finance and accounting department of the head office in June 2014, and has served as general manager of the retail credit department of the head office since December 2016. He has also served as the director of inclusive financial service centre of the head office since February 2018. He was responsible for the establishment of CMB Wealth Management Company Limited (招銀理財有限責任公司) from July 2019 and has been the president of CMB Wealth Management Company Limited since November 2019.

APPENDIX II BIOGRAPHIES OF EMPLOYEE REPRESENTATIVE SUPERVISORS OF THE FIFTH SESSION OF THE SUPERVISORY COMMITTEE

Mr. Zhai Jun, born in December 1974, holds a bachelor's degree. From August 1994 to July 2002, he worked in Jiangsu International Trust and Investment Co., Ltd. (江蘇省國際信託投資公司); from July 2002 to August 2009, he served as the Manager of Nanjing Xuanwumen Securities Sales Department, a Deputy Manager of the Securities Investment Department and a Deputy Manager of the Brokerage Business Department of Xintai Securities Co., Ltd. (信泰證券有限責任公司) (acquired by the Company at the end of July 2009); from August 2009 to March 2019, he served as a Deputy General Manager of the Company's Head Office of Retail Customer Service, a Deputy General Manager of the Head Office of Brokerage Business, General Manager of Zhejiang Branch, and General Manager of Shanghai Branch of the Company. Since March 2019 and April 2019, he has been Director of the Administration Office and an employee representative Supervisor of the Company, respectively.

Mr. Gu Chengzhong, born in September 1965, holds a master's degree. From July 1990 to May 1998, he worked in Nanjing Public Security Bureau; from May 1998 to November 2005, he worked in the Technical Supervision Office, Head Office of Brokerage Management, and Nanjing Hanzhong Road Securities Sales Department of the Company; from November 2005 to January 2019, he served as a Deputy General Manager (in charge of daily operation) and General Manager of the Xi'an North Wenyi Road Securities Sales Department, General Manager of the Xi'an Regional Center Securities Sales Department, General Manager of Nanjing Ruijin Road Securities Sales Department, and General Manager of Nanjing Branch of the Company. Since January 2019 and April 2019, he has been General Manager of the Compliance and Legal Affairs Department and an employee representative Supervisor of the Company, respectively.

Ms. Wang Ying, born in April 1979, holds a bachelor's degree and a master's degree in public administration. She worked in the organization department of the Municipal Committee of Yangzhong and the Municipal Party Committee of Youth League in Yangzhong from August 2000 to June 2004. From June 2004 to January 2016, she worked at the State-owned Assets Supervision and Administration Commission of Jiangsu Provincial People's Government, successively serving as the principal staff member of the enterprise leadership personnel management division, the principal staff member of the administrative office, the deputy division chief of the public working division, the deputy division chief of the party construction work division and the deputy division chief of the enterprise leadership personnel management division, etc. She joined the Company in January 2016 and has been serving as the head of the communist party union working department of the Company since April 2016.

Employee representative Supervisors mentioned above will receive remuneration from the Company during their terms as employee representative Supervisors of the Company and the remuneration shall be determined in accordance with the relevant regulations and mechanisms.

APPENDIX III BIOGRAPHY OF NON-EMPLOYEE REPRESENTATIVE SUPERVISOR (MS. YU LANYING) OF THE FIFTH SESSION OF THE SUPERVISORY COMMITTEE

Ms. Yu Lanying, born in May 1971, holder of master degree in Industrial Economics, is a senior accountant. She served at the finance department of Nanjing Runtai Industrial Trading Company (南京潤泰實業貿易公司) from August 1993 to August 1996. She pursued master's studies of Industrial Economics in Nanjing University of Science and Technology (南京理工大學) from September 1996 to April 1999, served at the finance supervision department of Jiangsu United Trust and Investment Company (江蘇聯合信託投資公司) from May 1999 to December 2002. She worked at the finance supervision department of Jiangsu Communications Industry Group Co., Ltd. (江蘇交通產業集團有限公司) from January 2003 to September 2004, the finance supervision department of Jiangsu Communications Holding Co., Ltd. (江蘇交通控股有限公司) from October 2004 to May 2008. She successively served as the vice manager (in charge of work), manager of the finance and accounting division, associate chief financial officer (departmental post), chief financial officer and party committee member of Jiangsu Expressway Company Limited (江蘇寧滬高速公路股份有限公司) (a company listed on the Hong Kong Stock Exchange, the Shanghai Stock Exchange and in the United States, stock code: 177, 600377 and 477373104) from June 2008 to November 2016. She served as the deputy general manager, chief financial officer and party committee member of Jiangsu Expressway Company Limited from November 2016 to March 2018, head of the audit and risk control department of Jiangsu Communications Holding Co., Ltd. (江蘇交通控股有限公司) from March 2018 to August 2018 head of the audit and risk control department and supervisor of audit center of Jiangsu Communications Holding Co., Ltd. from August 2018 to November 2019 and head of the financial management department of Jiangsu Communications Holding Co., Ltd. from November 2019 to present. She has served as Supervisor of the Company from October 2018 to present.