



(GDR under the symbol “HTSC”)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To further improve corporate governance, the Company proposes to amend certain articles of the Articles of Association (the “**Proposed Amendments**”) in accordance with the relevant requirements of the currently effective Constitution of the Communist Party of China (《中國共產黨章程》), the Regulations on the Work of the Communist Party of China for its Grassroots Organizations at State-owned Enterprises (Trial) (《中國共產黨國有企業基層組織工作條例(試行)》), 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》), the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) and other laws, regulations and normative documents as well as the Approval for the Qualification for Market Making and Trading Business of Listed Securities by Huatai Securities Co., Ltd. (《關於核准华泰證券股份有限公司上市證券做市交易業務資格的批覆》) issued by China Securities Regulatory Commission and the relevant requirements of market regulation administration authorities on standardized description of business scope and in light of the Company’s actual condition. The details and basis of the Proposed Amendments are set out in the attachment to this announcement.

The Board advised the General Meeting to authorize the management of the Company to handle the filling and other matters concerning the Proposed Amendments. The Proposed Amendments are subject to consideration and approval by the Shareholders of the Company at the General Meeting by way of special resolution. The amended Articles of Association shall come into effect on the date considered and approved by the General Meeting. The current Articles of Association shall remain valid before that.

Definitions

In this announcement, unless the context otherwise requires, the following expressions shall have the meanings as set out below:

“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of directors of the Company
“Company”	a joint stock company incorporated in the PRC with limited liability under the corporate name 华泰证券股份有限公司 (Huatai Securities Co., Ltd.), converted from its predecessor 华泰证券有限责任公司 (Huatai Securities Limited Liability Company) on December 7, 2007, carrying on business in Hong Kong as “HTSC”, and was registered as a registered non-Hong Kong company under Part 16 of the Companies Ordinance under the Chinese approved name of “華泰六八八六股份有限公司” and English name of “Huatai Securities Co., Ltd.”; the H Shares of which have been listed on the main board of the Hong Kong Stock Exchange since June 1, 2015 (Stock Code: 6886); the A Shares of which have been listed on the Shanghai Stock Exchange since February 26, 2010 (Stock Code: 601688); the global depository receipts of which have been listed on the London Stock Exchange plc since June 2019 (Symbol: HTSC), unless the context otherwise requires, including its predecessor
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, excluding, for the purposes of this announcement, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each, including A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“General Meeting”	general meeting of the Company

Huatai Securities Co., Ltd

November 28, 2022

Attachment Comparison table of the amendments to the Articles of Association of Huatai Securities Co., Ltd.

I. Amendments to the following articles of the Articles of Association

Original articles	Amended articles	Basis of amendment
Article 10 According to the Constitution of the Communist Party of the PRC and relevant provisions, the Company sets up a Chinese Communist Party organization and establishes a work institution of the Party. The Company sets up a Party Committee to fulfill its duties in accordance with Party regulations such as the Constitution of the Communist Party of the PRC and demonstrate leadership and political guidance by offering direction, overseeing the overall situation and ensuring the implementation of the objectives of the Party. Prior to making decisions on material issues of the Company, the Board shall first seek advice from the Party Committee of the Company.	Article 10 In the Company, according to the Constitution of the Communist Party of the PRC and relevant provisions, the Company sets up a Chinese Communist Party organization and establishes a work institution of the Party to carry out activities of the Party. The Company shall provide necessary facilitations for the activities of the Party Organization. The Party Committee of the Company plays a leading role in accordance with the provisions of the Constitution of the Communist Party of the PRC, offers the direction, oversees the overall situation, ensures the implementation of the objectives of the Party, discusses the major business management matters of the Company in advance, and supports the general meeting, the Board of Directors, the Supervisory Committee, and the senior management in exercising their functions and powers in accordance with the laws.	Based on the relevant requirements of relevant laws, regulations and normative documents such as the currently valid Constitution of the Communist Party of the PRC, Regulations on the Work of the Communist Party of China for Its Grassroots Organizations at State-owned Enterprises (Trial) (《中國共產黨國有企業基層組織工作條例(試行)》) and the Company Law of the People's Republic of China, as well as the actual situation of the Company.
Article 14 As registration with the relevant regulatory authority, the scope of business of the Company includes: securities brokerage business; proprietary trading of securities; securities underwriting business (limited to the underwriting of treasury bonds, debt financing instruments of non-financial enterprises and financial bonds (including policy financial bonds)); securities investment consultancies; providing futures companies with intermediary referrals; margin financing and securities lending business; proxy sale of financial products; proxy sale of securities investment fund; custody of securities investment fund; agency services for gold and other precious metal spot contracts; proprietary business for spot gold contracts; stock options market making business; such other business as approved by the CSRC. Any change to the scope of business of the Company is subject to the approval of CSRC, the amendments to the Articles of Association according to the legal procedures, and the change of registration in the relevant company registrar.	Article 14 As registration with the relevant regulatory authority, the scope of business of the Company includes: securities business; securities investment consultancies; providing intermediary referrals by securities company for futures companies; sales of public securities investment funds; custody of securities investment fund. Any change to the scope of business of the Company is subject to the approval of CSRC, the amendments to the Articles of Association according to the legal procedures, and the change of registration in the relevant company registrar.	Based on the Approval for the Qualification for Market – making and Trading Business of Listed Securities by Huatai Securities Co., Ltd. (《關於核准华泰證券股份有限公司上市證券做市交易業務資格的批覆》) and the relevant requirements.

Original articles	Amended articles	Basis of amendment
Article 29 The Company may, in the following circumstances, buy back its issued shares pursuant to laws, administrative regulations, departmental rules, listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association: (1) cancellation of shares in order to reduce of its registered capital; ... (6) when it is necessary for the Company to preserve its value and shareholders' interest. The Company shall not trade its shares unless in the aforesaid circumstances.	Article 29 The Company shall not buy back its shares, except in one of the following circumstances: (1) cancellation of shares in order to reduce of its registered capital; ... (6) when it is necessary for the Company to preserve its value and shareholders' interest.	Based on the relevant requirements of relevant laws, regulations and normative documents such as the currently valid Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》), as well as the actual situation of the Company.
Article 76 The general meeting, as the organ of authority of the Company, shall have the following functions and powers in accordance with law: ... (15) to consider and approve any share incentive scheme; ...	Article 76 The general meeting, as the organ of authority of the Company, shall have the following functions and powers in accordance with law: ... (15) to consider and approve any share incentive scheme and the employee shareholding scheme; ...	Same as above
Article 77 The following external guarantees given by the Company shall be examined and approved by the general meeting: ... (3) the total amount of the external guarantees provided by the Company and wholly owned, holding subsidiaries reaching or exceeding 50% of the latest audited net assets;	Article 77 The following external guarantees given by the Company shall be examined and approved by the general meeting: ... (3) the total amount of the external guarantees provided by the Company and wholly owned, holding subsidiaries exceeding 50% of the latest audited net assets;	Same as above

Original articles	Amended articles	Basis of amendment
(4) the total amount of the external guarantees provided by the Company reaching or exceeding 30% of the latest audited total assets. External guarantees of the Company and wholly-owned, holding subsidiaries include guarantees provided by the Company to its wholly-owned, holding subsidiaries and guarantees provided by the Company's wholly-owned, holding subsidiaries to their subsidiaries. External guarantees provided by the Company are relevant to its business needs and matches its business scale. Guarantees to be provided by the Company to the connected persons, regardless of the amount, should be examined and approved at the general meeting after the consideration and approval of the Board meeting. Except for the provision of margin financing and securities lending to customers in accordance with the regulations, the Company shall not provide financing or guarantee for its shareholders or the connected persons of its shareholders.	(4) the total amount of the external guarantees provided by the Company exceeding 30% of the latest audited total assets; (5) the amount of the guarantees provided by the Company within one year exceeding 30% of the latest audited total assets. External guarantees of the Company and wholly-owned, holding subsidiaries include guarantees provided by the Company to its wholly-owned, holding subsidiaries and guarantees provided by the Company's wholly-owned, holding subsidiaries to their subsidiaries. External guarantees provided by the Company are relevant to its business needs and matches its business scale. Guarantees to be provided by the Company to the connected persons, regardless of the amount, should be examined and approved at the general meeting after the consideration and approval of the Board meeting. Except for the provision of margin financing and securities lending to customers in accordance with the regulations, the Company shall not provide financing or guarantee for its shareholders or the connected persons of its shareholders. In case of violation of the approval authority or review procedures of the general meeting or the Board of Directors for external guarantees as stipulated in the Articles of Association, the Company shall investigate the corresponding legal and economic responsibilities of the responsible person according to the seriousness of the situation.	Same as above

Original articles	Amended articles	Basis of amendment
Article 84 ... If the Supervisory Committee agrees to hold an extraordinary general meeting, it will issue a notice calling such meeting within 5 days after it has so resolved. The consent of the relevant shareholders shall be secured if any change is to be made in the notice to the original request. ...	Article 84 ... If the Supervisory Committee agrees to hold an extraordinary general meeting, it will issue a notice calling such meeting within 5 days after it has so resolved. The consent of the relevant shareholders shall be secured if any change is to be made in the notice to the original requirement. ...	Same as above
Article 85 The Supervisory Committee or the shareholders that decide to hold a general meeting by itself or themselves must notify the Board thereof in writing, and file it with the delegated authority of the CSRC and the stock exchange where the Company is located. The shareholders that convene the general meeting shall hold at least 10% of the shares in the Company prior to the publish of the resolutions of such meeting. Upon issuing the notice of the general meeting and the resolutions of such meeting, the convening shareholder shall provide relevant supporting documents to the delegated authority of the CSRC and the stock exchange where the Company is located.	Article 85 The Supervisory Committee or the shareholders that decide to hold a general meeting by itself or themselves must notify the Board thereof in writing, and file it with the stock exchange. The shareholders that convene the general meeting shall hold at least 10% of the shares in the Company prior to the publish of the resolutions of such meeting. Upon issuing the notice of the general meeting and the resolutions of such meeting, the Supervisory Committee or the convening shareholder shall provide relevant supporting documents to the stock exchange.	Same as above
Article 86 If the Supervisory Committee or shareholders itself/themselves convene a general meeting, the Board and the secretary to the Board shall provide cooperation. The Board shall provide the register of shareholders as of the date of record.	Article 86 If the Supervisory Committee or shareholders itself/themselves convene a general meeting, the Board and the secretary to the Board shall provide cooperation. The Board will provide the register of shareholders as of the date of record.	Same as above

Original articles	Amended articles	Basis of amendment
Article 91 A notice of general meeting shall be made in writing and include the following contents: ... (10) if a general meeting is held online or otherwise, the designated time and procedure for voting online or through other means shall be expressly stated in the notice of such meeting. ...	Article 91 A notice of general meeting shall be made in writing and include the following contents: ... (10) the time and procedure for voting online or through other means. ...	Same as above
Article 116 The following shall be passed by a special resolution of the general meeting: ... (3) the division, merger, change in the form of the Company, dissolution or liquidation of the Company; ...	Article 116 The following shall be passed by a special resolution of the general meeting: ... (3) the division, spin-off, merger, change in the form of the Company, dissolution or liquidation of the Company; ...	Same as above

Original articles	Amended articles	Basis of amendment
Article 117 ... The Board, independent directors, shareholders holding 1% or more of the voting shares or investor protection institutions established pursuant to laws, administrative regulations or the provisions of the securities regulatory authorities of the State Council, may as proxy solicitors, by themselves or through their appointed securities companies or securities service institutions publicly invite the shareholders of the Company to entrust them to attend the general meeting and exercise the rights of shareholders such as to propose and vote on resolutions, on their behalf. Where the rights of shareholders are solicited in accordance with the provisions of the preceding paragraph, the solicitors shall disclose the solicitation documents, and the Company shall cooperate. Information including specific voting preference shall be fully provided to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for publicly soliciting shareholders' rights is prohibited. The Company and the convener of the general meeting shall not impose any minimum shareholding limitation for soliciting voting rights. ...	Article 117 ... If a shareholder buys voting shares of the Company in violation of the provisions of Article 63 (1) and (2) of the Securities Law, such shares in excess of the prescribed proportion shall not be entitled to exercise voting rights for a period of thirty-six months after the purchase, and shall not be counted in the total number of voting shares represented by shareholders attending the general meeting. The Board, independent directors, shareholders holding 1% or more of the voting shares or investor protection institutions established pursuant to laws, administrative regulations or the provisions of the securities regulatory authorities of the State Council, may as proxy solicitors, by themselves or through their appointed securities companies or securities service institutions publicly invite the shareholders of the Company to entrust them to attend the general meeting and exercise the rights of shareholders such as to propose and vote on resolutions, on their behalf. Where the rights of shareholders are solicited in accordance with the provisions of the preceding paragraph, the solicitors shall disclose the solicitation documents, and the Company shall cooperate. Information including specific voting preference shall be fully provided to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for publicly soliciting shareholders' rights is prohibited. Except for statutory conditions, the Company and the convener of the general meeting shall not impose any minimum shareholding limitation for soliciting voting rights. ...	Same as above

Original articles	Amended articles	Basis of amendment
Article 119 Subject to ensuring the legitimacy and effectiveness of the general meeting, the Company shall provide convenience to the shareholders for attending the general meeting through various methods and ways, preferably providing modern information technologies such as an online voting platform.	–	Same as above
Article 130 Before the general meeting votes on a proposal, two shareholders' representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder has a material interest in a matter being considered, he or she and his or her proxies may not participate in the vote counting or vote scrutiny. ...	Article 129 Before the general meeting votes on a proposal, two shareholders' representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder is related to a matter being considered, he or she and his or her proxies may not participate in the vote counting or vote scrutiny. ...	Same as above
Article 155 Independent Directors shall act in accordance with the laws, administrative regulations, listing rules of the place(s) where the shares of the Company are listed. If an independent Director resigns or is removed prior to the expiry of his or her term of office, such Director and the Company shall submit written statements to the delegated authority of the CSRC and the general meeting respectively.	Article 154 Independent Directors shall act in accordance with the laws, administrative regulations, the relevant provisions of the CSRC and listing rules of the place(s) where the shares of the Company are listed. If an independent Director resigns or is removed prior to the expiry of his or her term of office, such Director and the Company shall submit written statements to the delegated authority of the CSRC and the general meeting respectively.	Same as above
Article 158 The Board shall exercise the following functions and powers: ... (8) to determine, within the authority granted by the general meeting, such matters as external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, etc.;	Article 157 The Board shall exercise the following functions and powers: ... (8) to determine, within the authority granted by the general meeting, such matters as external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, external donations , etc.;	Same as above

Original articles	Amended articles	Basis of amendment
(9) to decide on the establishment of internal management organizations of the Company; (10) to appoint or dismiss the Chief Executive Officer and secretary to the Board of the Company; to appoint or dismiss other senior management officers including members of the executive committee, the Chief Financial Officer, the Chief Compliance Officer, the Chief Risk Officer and Chief Information Officer of the Company in accordance with the nominations by the Chief Executive Officer, and to determine their remunerations, rewards and penalties; ...	(9) to decide on the establishment of internal management organizations of the Company; (10) to determine the appointment or dismissal of the Chief Executive Officer, secretary to the Board and other senior management officers of the Company, and to determine their remunerations, rewards and penalties; to determine the appointment or dismissal of senior management officers including members of the executive committee, the Chief Financial Officer, the Chief Compliance Officer, the Chief Risk Officer and Chief Information Officer of the Company in accordance with the nominations by the Chief Executive Officer, and to determine their remunerations, rewards and penalties; ...	Same as above
Article 162 The Board shall determine the scope of external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, etc., and establish strict examination and decision-making procedures; major investment projects shall be assessed by relevant experts and professionals engaged for this purpose and proposed to the general meeting for approval. ...	Article 161 The Board shall determine the scope of external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, external donations, etc., and establish strict examination and decision-making procedures; major investment projects shall be assessed by relevant experts and professionals engaged for this purpose and proposed to the general meeting for approval. ...	Same as above
Article 191 ... The senior management officers shall meet the requirements of laws and regulations and the CSRC. Persons failing to meet such requirements shall not be authorized by the Company to perform the duties of the senior management officers.	Article 190 ... The senior management officers shall meet the requirements of laws and regulations and the CSRC. Persons failing to meet such requirements shall not be authorized by the Company to perform the duties of the senior management officers. The appointment or removal of senior management officers of the Company shall be reported to the securities regulatory authority of the State Council for filing.	Same as above

Original articles	Amended articles	Basis of amendment
Article 192 The provisions under Article 148 in relation to the fiduciary duties of Directors and provisions (4) to (6) under Article 149 in relation to the due diligence obligations shall be applicable to the senior management officers.	Article 191 The provisions under Article 147 in relation to the fiduciary duties of Directors and provisions (4) to (6) under Article 148 in relation to the due diligence obligations shall be applicable to the senior management officers. Senior management officers of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If any senior management officers of the Company causes damage to the interests of the Company and its public shareholders due to failure in faithfully performing their duties or violation of his/her fiduciary duties, he/she shall be liable for compensation in accordance with the laws.	Same as above
Article 193 Administrative staff who serve positions other than Directors and Supervisors of the controlling shareholders of the Company shall not serve as senior management officers of the Company.	Article 192 Administrative staff who serve positions other than Directors and Supervisors of the controlling shareholders of the Company shall not serve as senior management officers of the Company. Senior management officers of the Company may only receive remuneration from the Company and may not be paid by the controlling shareholder.	Same as above
Article 233 The following person shall not serve as a Director, Supervisor or senior management officer of the Company: ... (6) persons who are subject to the CSRC's punishment which prohibits them from entering into the securities market for a period which has not yet expired; ...	Article 232 The following person shall not serve as a Director, Supervisor or senior management officer of the Company: ... (6) persons who are banned by the CSRC from entering into the securities market for a period which has not yet expired; ...	Same as above

Original articles	Amended articles	Basis of amendment
Article 252 The Company shall prepare its annual financial reports and submit to the CSRC and the stock exchange(s) within four months from the ending date of each fiscal year, prepare the half year financial reports and submit to the delegated authority of the CSRC where the Company is domiciled and the stock exchange(s) within two months from the ending date of the first six months of each fiscal year, and prepare the quarterly reports and submit to the delegated authority of the CSRC where the Company is domiciled and the stock exchange(s) within one month from the ending dates of the first three and first nine months of each fiscal year respectively. The aforesaid financial reports shall be prepared in accordance with the relevant laws, administrative regulations and departmental rules.	Article 251 The Company shall submit and disclose its annual reports to the CSRC and the stock exchange(s) within four months from the ending date of each fiscal year, and submit and disclose its interim reports to the delegated authority of the CSRC where the Company is domiciled and the stock exchange(s) within two months from the ending date of the first half of each fiscal year. The aforesaid annual reports and interim reports shall be prepared in accordance with the relevant laws, administrative regulations and the regulations of the CSRC and the stock exchange(s).	Same as above
Article 268 The Company shall appoint such accounting firm which has obtained the “Qualifications for Engaging in Businesses Related to Securities” (“從事證券相關業務資格”) to carry out the audit for the accounting statements and reports, net asset verification, audit of information for risk control indicators and other relevant consultancy services. The term of appointment is 1 year and can be re-appointed.	Article 267 The Company shall appoint such accounting firm which has complied with the Securities Law for carrying out the audit for the accounting statements and reports, net asset verification, audit of information for risk control indicators and other relevant consultancy services. The term of appointment is 1 year and can be re-appointed.	Same as above

II. The serial number of articles under each section in the Articles of Association shall be adjusted in accordance with the above amendments to the Articles of Association.