



(GDR under the symbol: "HTSC")

**ANNOUNCEMENT IN RELATION TO ADJUSTMENT  
TO THE RESTRICTED SHARE INCENTIVE SCHEME OF  
A SHARES OF THE COMPANY**

At the fourteenth meeting of the fifth session of the Board and the eighth meeting of the fifth session of the Supervisory Committee of the Company held on March 23, 2021, the Resolution in relation to Adjustment to the Restricted Share Incentive Scheme of A Shares of the Company was considered and approved respectively, which adjusted matters relating to the Restricted Share Incentive Scheme of A Shares of the Company (the **"Incentive Scheme"**).

References are made to the announcement of the Company dated January 4, 2021 (the **"Announcement"**), the circular of the Company dated January 8, 2021 (the **"Circular"**) and the poll results announcement of the 2021 First Extraordinary General Meeting (**"EGM"**) of the Company dated February 8, 2021, in relation to, among other things, the proposed adoption of the Incentive Scheme. Unless otherwise defined in this announcement, terms used in this announcement shall have the same meanings as those defined in the aforesaid Announcement and Circular.

**I. ADJUSTMENT TO THE INCENTIVE SCHEME**

As at the date of fourteenth meeting of the fifth session of the Board, the number of Incentive Participants granted under the Incentive Scheme was reduced from 824 to 813 due to personal reasons such as the resignation of relevant participants. The upper limit of the number of Restricted Shares granted under the Incentive Scheme will not be adjusted, being 45,640,000 shares. The final number of Incentive Participants and the final number of Restricted Shares to be granted shall be subject to actual subscription.

Save for the above adjustments, the other contents of the Share Incentive Scheme to be implemented are consistent with the Share Incentive Scheme as considered and approved at the first EGM of the Company in 2021. Pursuant to the authorization of the first EGM of the Company in 2021, the adjustment is not required to be submitted to the general meeting for consideration.

## **II. IMPACT OF THE ADJUSTMENT ON THE COMPANY**

The above adjustment to the Incentive Scheme will not have a material impact on the financial condition and operating results of the Company.

## **III. OPINION OF THE INDEPENDENT DIRECTORS**

In the opinion of the independent Directors:

- (I) the adjustment to the number of the Incentive Participants granted under the Incentive Scheme by the Company, based on the authorization of the first EGM of the Company in 2021, is in compliance with the Administrative Measures for the Share Incentives, other laws, regulations and normative documents and the provisions of the Incentive Scheme, and the adjustment procedures are legal and in compliance with the relevant requirements and does not prejudice the interests of the Company and Shareholders as a whole.
- (II) The Incentive Participants after the adjustment have satisfied the employment requirements stipulated under the Company Law and other laws and regulations, normative documents as well as the Articles of Association, have all met the scope and conditions for the Incentive Participants under the Administrative Measures for the Share Incentives, the Document 175, the Document 171 and other laws and regulations, normative documents as well as the Incentive Scheme, and are not subject to any circumstances where a person is prohibited to be an Incentive Participant. The Incentive Participants of the Incentive Scheme are legally and validly qualified.

In conclusion, the independent Directors agreed that the Company shall make an adjustment to the number of the Incentive Participants granted under the Incentive Scheme.

#### IV. OPINION OF THE SUPERVISORY COMMITTEE

In the opinion of the Supervisory Committee:

- (I) the adjustment to the number of the Incentive Participants granted under the Incentive Scheme by the Company, based on the authorization of the first EGM of the Company in 2021, is in compliance with the Administrative Measures for the Share Incentives, other laws, regulations and normative documents and the provisions of the Incentive Scheme, and the adjustment procedures are legal and in compliance with the relevant requirements and does not prejudice the interests of the Company and Shareholders as a whole. After the adjustment, the number of the Incentive Participants granted under the Incentive Scheme will be 813 and the upper limit of the number of Restricted Shares granted under the Incentive Scheme will remain unchanged at 45,640,000 shares.
- (II) The Incentive Participants after the adjustment have satisfied the employment requirements stipulated under the Company Law and other laws and regulations, normative documents as well as the Articles of Association, have all met the scope and conditions for the Incentive Participants under the Administrative Measures for the Share Incentives, the Document 175, the Document 171 and other laws and regulations, normative documents as well as the Incentive Scheme, and are not subject to any circumstances where a person is prohibited to be an Incentive Participant. The Incentive Participants of the Incentive Scheme are legally and validly qualified.

In view of the above, the Supervisory Committee is of the view that the adjustment made by the Company to the number of the Incentive Participants granted under the Incentive Scheme is in compliance with the laws, regulations and normative documents, and the adjustment procedures are legal and in compliance with the relevant requirements and does not prejudice the interests of the Company and Shareholders as a whole.

#### V. CONCLUSION OF THE LEGAL OPINION

Beijing King & Wood Mallesons (Nanjing) Law Firm (北京市金杜(南京)律師事務所) has issued a legal opinion on the adjustment of the Incentive Scheme and the grant and concluded as follows:

As of the issue date of this legal opinion, the Company has fulfilled the necessary approval and authorization at this stage in respect of relevant matters related to this adjustment and this grant; this adjustment conforms to the relevant provisions of the Administrative Measures and the Restricted Share Incentive Scheme of A Shares of Huatai Securities Co., Ltd. (the “**Incentive Scheme**”); the Grant Date and the Incentive Participants in respect of this grant are in compliance with the relevant requirements under the Administrative Measures and the Incentive Scheme; the conditions for this grant have been satisfied; and the implementation of this grant by the Company is in line with the relevant provisions of the Administrative Measures and the Incentive Scheme.

## DEFINITION

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

“Board”	the board of directors of the Company
“Company”	a joint stock company incorporated in the People’s Republic of China with limited liability under the corporate name 华泰证券股份有限公司 (Huatai Securities Co., Ltd.), converted from our 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 Stock Exchange of Hong Kong Limited 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

By order of the Board of the Company  
**Zhang Hui**  
*Joint Company Secretary*

Jiangsu, the PRC, March 23, 2021