



(GDR under the symbol “HTSC”)

## **PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

In accordance with the Articles of Association, the Board of the Company shall comprise 13 Directors with at least one-third of them being independent non-executive Directors. At the same time, as the Company has issued H shares and is listed on the main board of the Hong Kong Stock Exchange, one of the independent non-executive Directors in the Board of the Company must be ordinarily resident in Hong Kong in order to comply with relevant regulatory requirements. Therefore, the Board nominated Ms. AU King-chi as a candidate for independent non-executive Director of the fifth session of the Board.

According to the newly amended Securities Law of the PRC and the Announcement on Various Issues in relation to the Cancellation or Adjustment of Certain Administrative Approval Projects of Securities Companies (《關於取消或調整證券公司部分行政審批項目等事項的公告》) and other relevant requirements of the CSRC, directors of securities companies no longer need regulatory authorities to approve their qualifications before taking office. Therefore, upon passing of the resolution on the election of Ms. AU King-chi as a candidate for an independent non-executive Director of the fifth session of the Board at the AGM, Ms. AU King-chi will enter into a service contract with the Company and replace Mr. Lee Chi Ming to perform her duties as an independent non-executive Director of the fifth session of the Board for a term until the end of the term of the current session of the Board. Pursuant to the Articles of Association, Ms. AU King-chi shall be eligible for re-election upon the expiry of her term of office. Mr. Lee Chi Ming, an independent non-executive Director of the Company, has served for six consecutive years. In order to comply with the requirement that independent non-executive Directors shall constitute at least one-third of the Board, Mr. Lee Chi Ming will continue to perform his duties as an independent non-executive Director until a new independent non-executive Director of the Company is elected.

The biography of Ms. AU King-chi and details of other information relating to her appointment are set out below:

**Ms. AU King-chi**, born in December 1959, holds a Master's degree in public administration from Harvard University. She served as the Administrative Officer of the former Council Administration of the Hong Kong Government from August 1982 to November 1982; the Administrative Officer of the former City and New Territories Administration of the Hong Kong Government from November 1982 to September 1983; the Administrative Officer of the former Medical and Health Department of the Hong Kong Government from July 1984 to January 1986; the Assistant Secretary for Education of the former Education Commission of the Hong Kong Government from January 1986 to April 1987; the Assistant Secretary for Culture, Leisure, Municipal Services in the former Culture, Leisure, Municipal Services Branch of the Hong Kong Government from April 1987 to January 1988; the Assistant Secretary for the Securities Review Committee of the Hong Kong Government from January 1988 to June 1988; the Assistant Secretary for Monetary Affairs and the Principal Assistant Secretary for Monetary Affairs of the former Monetary Affairs Branch of the Hong Kong Government from June 1988 to October 1991 successively; the Principal Assistant Secretary for Trade and Industry of the former Trade and Industry Branch of the Hong Kong Government from October 1991 to June 1995; the Deputy Director and the Press Secretary to the Chief Executive of the Information Services Department of the Hong Kong Government (later the Information Services Department of the Government of the Hong Kong Special Administrative Region) from July 1996 to March 1999 successively; the Deputy Secretary for Financial Services Bureau of the Government of the Hong Kong Special Administrative Region from March 1999 to August 2004; the Deputy Secretary for Housing, Planning and Lands Bureau of the Government of the Hong Kong Special Administrative Region from August 2004 to May 2006; the Commissioner for Tourism of the Economic Development and Labour Bureau of the Government of the Hong Kong Special Administrative Region from May 2006 to December 2008; the Permanent Secretary for Financial Services and the Treasury of the Government of the Hong Kong Special Administrative Region from January 2009 to December 2014. She currently holds various positions, including a member of the Executive Committee of the Youth Outreach, an honorary member of the Hong Kong Committee of the United Nations Children's Fund, a member of the Management Committee of Endeavour Education Centre Limited, a guest professor of the School of Economics and Finance of the University of Hong Kong and an honorary fellow of the Hong Kong Securities and Investment Institute.

With many years of management experience, Ms. AU King-chi is a good addition to the diversity of the Board members and empowers the Board to better monitor the implementation of the Company's strategic development plans.

The nomination of Ms. AU King-chi is based on the Company's consideration of the diversity of Board members in several aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge, the value of the candidates and the contribution that they could make to the Board, and the benefits from the diversity of Board members according to their objective conditions, and in accordance with laws, regulations and relevant provisions of securities regulatory authorities.

Ms. AU King-chi will receive remuneration from the Company in accordance with the standard of remuneration for independent non-executive Directors approved by the general meeting of the Shareholders of the Company during her term as an independent non-executive Director, which will be disclosed by the Company upon determination. For details, please refer to the annual report to be published by the Company in due course.

As of the date of this announcement, Ms. AU King-chi has not been subject to any punishment by the CSRC and other relevant authorities or by any stock exchanges in the past three years. Save as disclosed in this announcement, Ms. AU King-chi has no other relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company; has no interest in any Shares of the Company as defined in Part XV of the Securities and Futures Ordinance; has no information that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, and does not and did not participate in matters that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; did not hold any directorship of any other listed companies or any other position in any member of the Group, and has no other matters that need to be brought to the attention of the Shareholders in the past three years.

## **DEFINITIONS**

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“China” or the “PRC”	the People’s Republic of China, excluding, for the purpose of this announcement, Hong Kong, Macau Special Administrative Region and Taiwan
“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 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 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), and unless the context otherwise requires, including its predecessors

“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries, and their respective predecessors
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of RMB1.00 each in the share capital of the Company, comprising A Share(s) and H Share(s)
“Shareholder(s)”	the shareholder(s) of the Company

Huatai Securities Co., Ltd

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