



(GDR under the Symbol: HTSC)

**PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
PROPOSED CHANGE OF NON-EMPLOYEE REPRESENTATIVE SUPERVISOR**

PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

On April 29, 2024, the Board received a written resignation report from Mr. Tse Yung Hoi, an independent non-executive Director of the Company. Mr. Tse Yung Hoi has proposed to resign as an independent non-executive Director of the sixth session of the Board of the Company and a member of the Audit Committee of the Board due to work reasons. As the resignation of Mr. Tse Yung Hoi will cause the proportion of independent non-executive Directors of the Company to the total members of the Board being less than one-third, Mr. Tse Yung Hoi has promised to continue to perform his duties until the date when a new independent non-executive Director is appointed.

Mr. Tse Yung Hoi has confirmed that he has no disagreement with the Board, and to the best of his knowledge, there is no matter in relation to his resignation that needs to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr. Tse Yung Hoi for his contribution to the development of the Company during his term of office.

The Board nominates Mr. Lo Kin Wing Terry as a candidate for independent non-executive Director of the sixth session of the Board.

Upon election of Mr. Lo Kin Wing Terry as a candidate for independent non-executive Director of the sixth session of the Board at the general meeting of the Company, Mr. Lo Kin Wing Terry will conclude a service contract with the Company to perform his duty as an independent non-executive Director of the sixth session of the Board succeeding Mr. Tse Yung Hoi for a term until the end of the term of the current session of the Board. Pursuant to the Articles of Association, Mr. Lo Kin Wing Terry shall be eligible for re-election upon the expiry of his term of office.

The biographical details of Mr. Lo Kin Wing Terry and other information related to his appointment are set out below:

Mr. Lo Kin Wing Terry, born in September 1959, holds a bachelor's degree in social sciences from the University of Hong Kong. From August 1982 to December 1988, he served as the manager of the actuarial department of American International Assurance Company, Limited; from December 1988 to August 1994, he served as the actuary of East Asia Aetna Insurance Company Limited; from August 1994 to December 1995, he served as the financial controller of HSBC Life Insurance Company Limited (Hong Kong); from December 1995 to February 2006, he served as the CEO of Hang Seng Life Limited; from January 1996 to December 2007, he served as the CEO of HSBC Life Insurance Company Limited (Hong Kong); from December 2007 to June 2009, he served as the person in charge of HSBC Life Insurance Company Limited (China) (in preparation); from June 2009 to November 2012, he served as the CEO of HSBC Life Insurance Company Limited (China); from July 2013 to November 2013, he served as the vice president of BOC Group Life Assurance Company Limited (Hong Kong); from November 2013 to September 2019, he served as the executive president of BOC Group Life Assurance Company Limited (Hong Kong); from October 2013 to March 2020, he served as a consultant to BOC Group Life Assurance Company Limited (Hong Kong). Currently, Mr. Lo Kin Wing Terry concurrently serves as a non-executive director of the board of directors of the Insurance Authority (Hong Kong).

With many years of experience in management, Mr. Lo Kin Wing Terry is able to promote the diversity of the Board and will enable the Board to better supervise the implementation of the development strategy of the Company.

When determining the nomination of Mr. Lo Kin Wing Terry, the Company considered the diversity of the Board in several aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The determination is based on the value of the candidate and the contribution he can make to the Board, taking into consideration the benefits from the diversity of the Board according to his objective conditions. The selection of Mr. Lo Kin Wing Terry has been and shall be conducted in accordance with laws, regulations and relevant requirements of securities regulators.

Mr. Lo Kin Wing Terry has confirmed that: (i) he complies with the independence requirement in relation to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries and is not connected with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence when he is nominated as an independent non-executive Director.

During his term as an independent non-executive Director of the Company, Mr. Lo Kin Wing Terry will receive remuneration from the Company according to the remuneration standards for independent non-executive directors approved at the general meeting of the Company, which will be disclosed by the Company after confirmation. For details, please refer to the annual report released by the Company in due course.

As of the date of this announcement, Mr. Lo Kin Wing Terry has not been subject to any punishment from the CSRC or other relevant authorities or any penalty from stock exchanges in the past three years. Save as disclosed in this announcement, Mr. Lo Kin Wing Terry does not have other relationship with Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; he does not hold any other position in any member of the Group; he does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO; he did not hold any directorship of any other listed companies in the last three years; there is no information required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; and there are no other matters that need to be brought to the attention of the Shareholders.

PROPOSED CHANGE OF NON-EMPLOYEE REPRESENTATIVE SUPERVISOR

According to the relevant requirements of the Rules for Governance of Securities Companies (《證券公司治理準則》) promulgated by the CSRC and the Articles of Association, Shareholder(s) severally or jointly holding no less than 3% of the outstanding voting Shares of the Company may recommend candidates for Supervisors (non-employee representative Supervisors) to the Supervisory Committee.

Recently, Guoxin Group, a Shareholder holding no less than 3% of the outstanding voting Shares of the Company, has nominated Mr. Lv Wei as a candidate for non-employee representative Supervisor of the sixth session of the Supervisory Committee, and Ms. Li Chongqi will cease to be a non-employee representative Supervisor of the sixth session of the Supervisory Committee due to business commitments.

Ms. Li Chongqi has confirmed that she has no disagreement with the Supervisory Committee and, to the best of her knowledge, there is no matter in relation to her resignation that needs to be brought to the attention of the Shareholders.

The Supervisory Committee would like to express its sincere gratitude to Ms. Li Chongqi for her contributions to the development of the Company during her term of office.

Upon election of Mr. Lv Wei as a candidate for non-employee representative Supervisor of the sixth session of the Supervisory Committee at the general meeting of the Company, Mr. Lv Wei will conclude a service contract with the Company to perform his duty as a non-employee representative Supervisor of the sixth session of the Supervisory Committee succeeding Ms. Li Chongqi for a term until the end of the term of the current session of the Supervisory Committee. Pursuant to the Articles of Association, Mr. Lv Wei shall be eligible for re-election upon the expiry of his term of office.

The biographical details of Mr. Lv Wei and other information related to his appointment are set out below:

Mr. Lv Wei, born in May 1988, holds a postgraduate master's degree, and is an auditor. From June 2013 to November 2018, he successively served as a staff member, deputy principal staff member and principal staff member of the Foreign Funds Utilization Audit Division of Nanjing Special Commissioner's Office of the National Audit Office; from November 2018 to March 2023, he successively served as the principal staff member, first-level principal staff member and deputy director of the Financial Audit Division of Nanjing Special Commissioner's Office of the National Audit Office; from March 2023 to present, he serves as the deputy general manager of the Audit Department of Guoxin Group. Currently, Mr. Lv Wei concurrently serves as a director of Jiangsu Software Industry Co. Ltd. (江蘇省軟件產業股份有限公司), chairman of the supervisory committee of Jiangsu Coastal Gas Pipeline Co., Ltd. (江蘇省沿海輸氣管道有限公司), chairman of the supervisory committee of Jiangsu Guoxin Group (Ningguo) Pumped Storage Power Generation Co., Ltd. (江蘇省國信集團(寧國)抽水蓄能發電有限公司), and chairman of the supervisory committee of Hong Kong Broadsino Investment Co., Ltd. Guoxin Group where Mr. Lv Wei works, is wholly owned by the Jiangsu Provincial Government State-owned Assets Supervision and Administration Commission, which is the de facto controller of the Company.

Mr. Lv Wei will not receive remuneration from the Company during his term of office as a non-employee representative Supervisor of the Company.

As of the date of this announcement, Mr. Lv Wei has not been subject to any punishment from the CSRC or other relevant authorities or any penalty from stock exchanges in the past three years. Save as disclosed in this announcement, Mr. Lv Wei does not have other relationship with Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; he does not hold any other position in any member of the Group; he does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO; he did not hold any directorship of any other listed companies in the last three years; there is no information required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; and there are no other matters that need to be brought to the attention of the Shareholders.

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, supplemented or otherwise modified 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 Special Administrative Region, 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 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
“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
“Guoxin Group”	Jiangsu Guoxin Investment Group Limited (江蘇省國信集團有限公司)
“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, as amended, supplemented or otherwise modified from time to time

“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, including A Share(s) and H Share(s)
“Shareholder(s)”	the shareholder(s) of the Company
“Supervisor(s)”	the member(s) of the Supervisory Committee of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent.

Huatai Securities Co., Ltd.

April 29, 2024