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**恒 投 證 券**  
**HENGTOU SECURITIES**

*(A joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name “恒泰证券股份有限公司” and carrying on business in Hong Kong as “恒投證券” (in Chinese) and “HENGTOU SECURITIES” (in English))*

(the “**Company**”)  
(**Stock Code: 01476**)

**CHANGE OF JOINT COMPANY SECRETARY  
AND AUTHORIZED REPRESENTATIVE  
AND  
WAIVER FROM STRICT COMPLIANCE WITH  
RULES 3.28 AND 8.17 OF THE LISTING RULES**

**CHANGE OF JOINT COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVE**

The board of directors (the “**Board**”) of the Company hereby announces that Ms. LEUNG Wing Han Sharon (梁穎嫻) (“**Ms. Leung**”) has tendered her resignation as the joint company secretary of the Company (the “**Joint Company Secretary**”) and an authorized representative of the Company (the “**Authorized Representative**”) under Rule 3.05 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), with effect from 28 February 2022.

Ms. Leung confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board further announces that Dr. NGAI Wai Fung (魏偉峰) (“**Dr. Ngai**”) has been appointed as a Joint Company Secretary and the Authorized Representative with effect from 28 February 2022.

The biographical details of Dr. Ngai are set out as follows:

Dr. Ngai is the Director and Group Chief Executive Officer of SWCS Corporate Services Group (Hong Kong) Limited. Dr. Ngai has over 30 years of professional practice and senior management experience including acting as the executive director, chief financial officer and company secretary, most of which are in the areas of finance, accounting, internal control and risk management, regulatory compliance, corporate governance and company secretarial work for listed issuers including major red chips companies.

Dr. Ngai is a Fellow of the Hong Kong Chartered Governance Institute (formerly known as the Hong Kong Institute of Chartered Secretaries), a Fellow of the Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators), a member of HKICPA, a Fellow of Association of Chartered Certified Accountants in the United Kingdom and a member of the Chartered Institute of Arbitrators.

Dr. Ngai obtained a Doctoral Degree in Economics (Finance) at Shanghai University of Finance and Economics, a Master's Degree in Corporate Finance from Hong Kong Polytechnic University, a Master's Degree in Business Administration from Andrews University of Michigan and a Bachelor's Degree in Law at University of Wolverhampton.

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Reference is made to the waiver (the “**Waiver**”) granted to the Company by the Stock Exchange from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules in respect of the eligibility of Mr. ZHANG Jingshun (張景順) (“**Mr. Zhang**”) to act as a Joint Company Secretary for a three-year period from the date of appointment of Mr. Zhang as a Joint Company Secretary of the Company (i.e. 30 June 2020) to 29 June 2023 (the “**Waiver Period**”), on the condition that Mr. Zhang would be assisted by Ms. Leung, who possesses the qualifications required under Rule 3.28 of the Listing Rules, during the Waiver Period.

Given the condition of the Waiver could no longer be fulfilled following the resignation of Ms. Leung, the Company has applied to the Stock Exchange and has already been granted with a new waiver (the “**New Waiver**”) by the Stock Exchange from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for the remaining period of the Waiver Period (i.e. from the date of appointment of Dr. Ngai as a Joint Company Secretary of the Company, being 28 February 2022, to 29 June 2023) (the “**Remaining Waiver Period**”) in relation to the eligibility of Mr. Zhang to act as a Joint Company Secretary, on the conditions that: (i) Mr. Zhang must be assisted by Dr. Ngai during the Remaining Waiver Period; (ii) the New Waiver could be revoked if there are material breaches of the Listing Rules by the Company; and (iii) the Company will announce the reasons for, and the details of the New Waiver, including the qualification and experience of both Dr. Ngai and Mr. Zhang.

The publication of this announcement aims to satisfy condition (iii) set out above.

The Stock Exchange expects that, before the end of the Remaining Waiver Period, the Company must demonstrate and seek the Stock Exchange's confirmation that Mr. Zhang, having had the benefit of Dr. Ngai's assistance during the Remaining Waiver Period, has attained the relevant experience and is capable of discharging the functions the company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary. The New Waiver will be revoked immediately if and when Dr. Ngai ceases to be a Joint Company Secretary of the Company.

The biographical details of Mr. Zhang are set out as follows:

Mr. Zhang, aged 38, has served as the secretary of the Board and one of the joint company secretaries of the Company since April 2020 and June 2020, respectively. Mr. Zhang served as the auditor of Shenzhen Global Jingwei Enterprise Management Consulting Co., Ltd. (深圳環球經緯企業管理諮詢有限公司) from July 2006 to August 2007. Mr. Zhang served as the deputy director of the department of political and legal affairs of the National Population and Family Planning Commission (國家人口計生委) from July 2009 to December 2012, the director of the general office of CSRC from January 2013 to February 2017, and the executive general manager of the investment banking department of Xinda Securities Co., Ltd. (信達證券股份有限公司) from February 2017 to April 2018. Mr. Zhang held positions in Tianfeng Securities Co., Ltd. (天風證券股份有限公司) from May 2018 to April 2020 and successively served as the deputy director of the secretariat of executive committee and the deputy general manager of the operation and management department. Mr. Zhang graduated from China University of Political Science and Law (中國政法大學) with a bachelor's degree in economics in June 2006. He obtained a master's degree in economics from China University of Political Science and Law in June 2009, and obtained a doctorate degree in economics from the Chinese Academy of Social Sciences (中國社會科學院) in June 2013.

The Board would like to take this opportunity to express its gratitude to Ms. Leung for her valuable contribution to the Company during her tenure of service, and to welcome Dr. Ngai on his new appointment.

By order of the Board  
**Wu Yigang**  
*Acting Chairman*

Beijing, the PRC  
28 February 2022

*As at the date of this announcement, the Board comprises Mr. Wu Yigang as executive Director; Mr. Yu Lei, Mr. Wang Linjing, Ms. Dong Hong and Ms. Gao Liang as non-executive Directors; Dr. Lam Sek Kong, Mr. Xie Deren and Mr. Dai Genyou as independent non-executive Directors.*