

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



(A joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name 华泰证券股份有限公司 and carrying on business in Hong Kong as HTSC)

(Stock Code: 6886)

PROPOSED CHANGE OF DIRECTORS

PROPOSED CHANGE OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

On March 30, 2022, the Board received a written resignation report from Mr. Chen Chuanming, an independent non-executive Director. According to the relevant provisions of the Guidelines of Self-regulation of Companies Listed on Shanghai Stock Exchange No. 1 – Standard Operation (《上海證券交易所上市公司自律監管指引第1號—規範運作》), Mr. Chen Chuanming has proposed to resign as an independent non-executive Director of the fifth session of the Board of the Company, the chairman of the Nomination Committee of the Board and the chairman of the Remuneration and Appraisal Committee of the Board as he has been serving as an independent non-executive Director of the Company for 6 consecutive years. Mr. Chen Chuanming has confirmed that there is no disagreement between him and 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.

As the resignation of Mr. Chen Chuanming will cause the proportion of independent non-executive Directors of the Company to the total members of the fifth session of the Board below one-third, Mr. Chen Chuanming has promised to continue to perform his duties until the date when the new independent non-executive Director is elected.

According to the Articles of Association, the Board consists of 13 Directors, including at least one-third independent Directors. Therefore, the Board resolved to nominate Mr. Wang Quansheng as the candidate for the independent non-executive Director of the fifth session of the Board of the Company.

Upon passing of the resolution on the election of Mr. Wang Quansheng as a candidate for an independent non-executive Director of the fifth session of the Board at the general meeting of the Company, Mr. Wang Quansheng will enter into a service contract with the Company and replace Mr. Chen Chuanming to perform his 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, Mr. Wang Quansheng shall be eligible for re-election upon the expiry of his term of office.

The profile of Mr. Wang Quansheng as well as other information related to his appointment are set out below:

Mr. Wang Quansheng (王全勝), born in October 1968, is a doctor of business management. He served as a teaching assistant in the Information Center of the Business School of Nanjing University from September 1993 to August 1995; a lecturer in the Information Center of the Business School of Nanjing University from September 1995 to March 2001; an associate professor and the Deputy Dean of the Department of E-commerce of the Business School of Nanjing University from April 2001 to September 2008; an associate professor and the Dean of the Department of E-commerce of the Business School of Nanjing University from September 2008 to January 2011; a professor and the Dean of the Department of E-commerce of the Business School of Nanjing University from January 2011 to October 2013; a professor and the Dean of the Department of Marketing and E-commerce of the Business School of Nanjing University from October 2013 to September 2016; and a professor and the Associate Dean of the Management School of Nanjing University from September 2016 to December 2020. He has been a professor and the Associate Dean of the Business School of Nanjing University since December 2020.

Mr. Wang Quansheng has many years of experience in business management, which can promote the diversity of the Board members and enable the Board to better supervise the implementation of the development strategies and plans of the Company. The nomination of Mr. Wang Quansheng is based on the Company's consideration of the diversity of the Board from various aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge, the value of the candidate and his contribution to the Board, and is implemented under objective conditions, taking the benefits of diversity of the Board members into consideration, and in accordance with laws, regulations and relevant provisions of securities regulatory authorities.

During his tenure as an independent non-executive Director of the Company, Mr. Wang Quansheng will receive remuneration from the Company according to the remuneration standards for independent non-executive Directors approved by 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. Wang Quansheng has not been subject to any punishment by the CSRC or other relevant authorities or by any stock exchanges in the past three years. Save as disclosed in this announcement, Mr. Wang Quansheng has no other relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; did not hold any other position in any member of the Group; has no interest in any Shares of the Company as defined in Part XV of the Securities and Futures Ordinance; did not hold any directorship of any other listed companies in the past three years; 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 has no other matters that need to be brought to the attention of the Shareholders.

PROPOSED CHANGE OF NON-EXECUTIVE DIRECTOR AND EXECUTIVE DIRECTOR

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, Shareholders(s) severally or jointly holding no less than 3% of the outstanding voting shares of the Company may recommend candidates for Directors (non-employee representative Directors) to the Board.

Recently, the Company received the Letter on Adjustment of Director from Jiangsu Communications Holding Co., Ltd., a Shareholder holding no less than 3% of the outstanding voting shares of the Company. According to work requirements, Jiangsu Communications Holding Co., Ltd. has nominated Mr. Chen Zhongyang as a non-executive Director of the fifth session of the Board of the Company, and Mr. Chen Yongbing will cease to be a non-executive Director of the fifth session of the Board of the Company. Meanwhile, according to the requirements of relevant laws and regulations and the Articles of Association, the Chairman of the Company has nominated Ms. Yin Lihong as an executive Director of the fifth session of the Board of the Company, and Mr. Zhu Xuebo will cease to be an executive Director of the fifth session of the Board of the Company.

Upon passing of the resolution on the election of Mr. Chen Zhongyang as a candidate for a non-executive Director of the fifth session of the Board at the general meeting of the Company, Mr. Chen Zhongyang will enter into a service contract with the Company and replace Mr. Chen Yongbing to perform his duties as a 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; and upon passing of the resolution on the election of Ms. Yin Lihong as a candidate for an executive Director of the fifth session of the Board at the general meeting of the Company, Ms. Yin Lihong will enter into a service contract with the Company and replace Mr. Zhu Xuebo to perform her duties as an 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, Mr. Chen Zhongyang and Ms. Yin Lihong shall be eligible for re-election upon the expiry of their terms of office.

The profiles of Mr. Chen Zhongyang and Ms. Yin Lihong as well as other information related to their appointments are set out below:

Mr. Chen Zhongyang (陳仲揚), born in October 1967, holds a master's degree and is a senior engineer of the researcher rank. He served as a staff member and the Deputy Section Chief of the Planning Division of the Jiangsu Expressway Command Office (presiding over the work) from June 1992 to November 2000; and the deputy manager of the Operation and Development Department of Jiangsu Jinghu Expressway Co., Ltd. (江蘇京滬高速公路有限公司經營開發部) (presiding over the work) from November 2000 to August 2001. He worked in the Road Assets and Interests Section of Jiangsu Communications Industry Group Co., Ltd. (江蘇交通產業集團有限公司路產路權處) from August 2001 to May 2002. He served as the Deputy Director and Director of the Road Assets and Interests Section of Jiangsu Communications Industry Group Co., Ltd. from May 2002 to October 2004; the Deputy Director of the Operation Safety Department, Deputy Director of the Engineering Technology Department, Deputy Director of the Engineering Technology Department and Deputy Director of the Expansion Project Office, Director of the Expansion Project Office and Deputy Director of the Engineering Technology Department, and

Director of Corporate Management and Legal Affairs Department of Jiangsu Communications Holding Co., Ltd. from October 2004 to November 2017; the Chairman, Party Secretary and General Manager, and Chairman and Party Secretary of Jiangsu Jinghu Expressway Co., Ltd. (江蘇京滬高速公路有限公司) from November 2017 to April 2019; the Party Secretary and Director of Jiangsu Expressway Operation and Management Center (江蘇省高速公路經營管理中心) from April 2019 to December 2019; the assistant to the General Manager of Jiangsu Communications Holding Co., Ltd., and the Party Secretary and Director of the Jiangsu Expressway Operation and Management Center from December 2019 to June 2020; and the Deputy General Manager and member of the Party Committee of Jiangsu Communications Holding Co., Ltd., and the Party Secretary and Director of Jiangsu Expressway Operation and Management Center from June 2020 to July 2020. He has served as the Deputy General Manager and member of the Party Committee of Jiangsu Communications Holding Co., Ltd. since July 2020. Currently, Mr. Chen Zhongyang is also a director of Jinling Hotel Co., Ltd. (金陵飯店股份有限公司), a company listed on the Shanghai Stock Exchange, stock code: 601007) and a director of China Eastern Airlines Jiangsu Co., Ltd. (中國東方航空江蘇有限公司). Jiangsu Communications Holding Co., Ltd., where Mr. Chen Zhongyang works, is a wholly-owned enterprise under the State-owned Assets Supervision and Administration Commission of Jiangsu Provincial Government, the actual controller of the Company.

During his tenure as a non-executive Director of the Company, Mr. Chen Zhongyang will not receive remuneration from the Company.

Ms. Yin Lihong (尹立鴻), born in January 1970, holds a bachelor's degree, majoring in national economic management. She worked as an employee of Sajiawan Sub-branch of Nanjing Branch of Bank of China Limited (“**Bank of China**”, a company listed on the Hong Kong Stock Exchange and Shanghai Stock Exchange, with stock codes 3988 and 601988 respectively) from August 1991 to August 1992; an employee, section member and the Deputy Section Chief of the Planning Department of Bank of China Nanjing Branch from August 1992 to October 1998; the assistant to the President of the Nanjing Chengbei Sub-branch of Bank of China Jiangsu Branch from October 1998 to June 1999; the Vice President of Nanjing Chengxi Sub-branch of Bank of China Jiangsu Branch from June 1999 to September 2003; the President of Nanjing Baixia Sub-branch of Bank of China Jiangsu Branch from September 2003 to July 2004; the Vice President of Nanjing Chengnan Sub-branch of Bank of China Jiangsu Branch from July 2004 to October 2004; the President of Nanjing Xingang Sub-branch of Bank of China Jiangsu Branch from October 2004 to August 2007; the assistant to the General Manager of Planning and Finance Department of Bank of Jiangsu Co., Ltd. (“**Bank of Jiangsu**”, a company listed on the Shanghai Stock Exchange, with stock code 600919) from September 2007 to October 2007; and the Deputy General Manager of Human Resources Department of Bank of Jiangsu from October 2007 to April 2009; the General Manager of Human Resources Department and Head of Organization Department of Party Committee of Bank of Jiangsu from April 2009 to June 2021. She has served as Deputy Secretary of the Party Committee of the Company from June 2021 to present.

During her tenure as an executive Director of the Company, Ms. Yin Lihong will receive remuneration from the Company, and her remuneration will be determined in accordance with relevant regulations and systems, 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. Chen Zhongyang and Ms. Yin Lihong have not been subject to any punishment by the CSRC or other relevant authorities or by any stock exchanges in the past three years. Save as disclosed in this announcement, Mr. Chen Zhongyang and Ms. Yin Lihong have no other relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; did not hold any other position in any member of the Group; have no interest in any Shares of the Company as defined in Part XV of the Securities and Futures Ordinance; did not hold any directorship of any other listed companies in the past three years; have no information that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; and have 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 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 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

“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”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shareholder(s)”	the shareholder(s) of the Company
“%”	per cent.

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

Jiangsu, the PRC, March 30, 2022

As at the date of this announcement, the Board comprises Mr. Zhang Wei, Mr. Zhou Yi and Mr. Zhu Xuebo as executive Directors; Mr. Ding Feng, Mr. Chen Yongbing, Mr. Ke Xiang, Ms. Hu Xiao and Mr. Wang Tao as non-executive Directors; and Mr. Chen Chuanming, Ms. Liu Yan, Mr. Chen Zhibin, Mr. Wang Jianwen and Ms. AU King Chi as independent non-executive Directors.