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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)

### (1) ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE FIFTH SESSION OF THE BOARD (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND (3) THE EGM AND BOOK CLOSURE PERIOD

References are made to the circular (the “Circular”) and the notice (the “Notice”) of the Company dated 24 July 2023 in relation to the 2023 second extraordinary general meeting of the Company (the “EGM”), and the announcement of the Company dated 7 August 2023 in relation to the postponement of the EGM. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular and the Notice.

The Board hereby announces that a Board meeting has been held on 21 August 2023 to resolve the following matters:

#### 1. ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE FIFTH SESSION OF THE BOARD

In order to fill the vacancy arising from Mr. Chen Guogang and Mr. Song Xin who ceased to serve as candidates for independent non-executive Directors of the fifth session of the Board, as recommended by Shareholders and reviewed by the Remuneration and Nomination Committee of the fourth session of the Board, the fourth session of the Board considered and approved the proposed election of Ms. Cheng Zhuo and Mr. Xu Hongcai as independent non-executive Directors of the fifth session of the Board. The Board will propose the following supplemental ordinary resolutions at the EGM:

(1.10) To consider and approve the election of Ms. Cheng Zhuo as an independent non-executive Director of the fifth session of the Board.

(1.11) To consider and approve the election of Mr. Xu Hongcai as an independent non-executive Director of the fifth session of the Board.

The biographical details of Ms. Cheng Zhuo (“**Ms. Cheng**”) are set out below:

Ms. Cheng Zhuo, aged 48, has been an associate professor since July 2012 at the School of Accounting and Finance of The Hong Kong Polytechnic University. From August 2005 to June 2012, Ms. Cheng served as an assistant professor at the School of Accounting and Finance of The Hong Kong Polytechnic University. Ms. Cheng served as a lecturer at Hubei University of Economics and a research assistant at the University of Missouri in the United States. Ms. Cheng graduated from Huazhong University of Science and Technology in July 1996 with a bachelor’s degree and a major in Industrial Management and Engineering (with a minor in Computer and Application), and graduated from the Fisher College of Business of The Ohio State University in July 2005 with a doctoral degree and a major in Accounting and Management Information Systems.

The biographical details of Mr. Xu Hongcai (“**Mr. Xu**”) are set out below:

Mr. Xu Hongcai, aged 59, has been the deputy director of the Economic Policy Committee of the China Association of Policy and Science since April 2019. Mr. Xu currently serves as an independent director of China Life Asset Management Company Ltd., China Everbright Group Ltd.\*, Hanhua Financial Holding Co., Ltd.\* (listed on the Stock Exchange, stock code: 03903) and Yunnan Jinggu Forestry Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600265). Mr. Xu served as the assistant engineer of Anqing Sinopec of Sinopec Group, a chief officer of the National Financial Debt Office of the Head Office of the People’s Bank of China, the deputy general manager of the Shanghai Head Office of GF Securities Co., Ltd., the vice president of Beijing Venture Capital Co., Ltd., a professor of Capital University of Economics and Business, and a deputy chief economist of China Center for International Economic Exchanges. Mr. Xu graduated from Renmin University of China in July 1993 with a master’s degree in philosophy, and graduated from the Chinese Academy of Social Sciences in July 1996 with a doctorate degree in industrial economics.

Saved as disclosed above, Ms. Cheng and Mr. Xu have confirmed that they (i) did not hold any other positions in the Company or any of its subsidiaries, or hold any directorships in any other listed companies in the last three years; (ii) do not have any relationship with any Director, senior management or substantial Shareholders of the Company, nor do they have or are deemed to have any interest or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), respectively.

The appointment of Ms. Cheng and Mr. Xu shall be effective from the date of approval at the EGM for a term of three years. The Company will enter into a service contract with each of the elected Directors. Ms. Cheng's and Mr. Xu's director allowance is RMB150,000 (tax inclusive) per person per annum, subject to relevant approval at the EGM.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Ms. Cheng and Mr. Xu that need to be brought to the attention of the Shareholders or to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

In addition, each of Ms. Cheng and Mr. Xu has confirmed that she/he meets the independence requirement set out in Rule 3.13 of the Listing Rules.

Ms. Cheng's academic research focuses on the business value of information technology, corporate governance, social networking, and the intersection of information technology and accounting and finance. She has extensive experience and is able to promote the Board diversity and provide valuable advice to the Board in terms of corporate governance, accounting and information technology.

Mr. Xu has many years of practice or teaching experience in economic research, financial research, investment management, securities investment and financial regulation, which enables to promote the Board diversity and bring to the Board a wealth of knowledge and experience in terms of economics and finance, investment management and related areas.

The Board considers that the above nomination of independent non-executive Directors is in line with the Company's Board Diversity Policy, having taken into account different aspects including but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and their contributions to the Board, and is satisfied with their independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules.

## 2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to improve corporate governance of the Company, and better safeguard the legitimate rights of the minority shareholders to participate in the corporate governance, the Board proposes to make following amendments to the relevant provisions of the Articles of Association:

Original articles	Proposed to be amended as
<p><b>Article 158</b> The Board shall exercise the following functions and powers:</p> <p>(1) to convene general meetings and report to general meetings;</p> <p>.....</p> <p>(10) to appoint or dismiss the president, secretary to the Board, chief compliance officer, the chief risk officer; to appoint or dismiss senior management officers including vice president(s), the chief financial officer and the chief information officer in accordance with the nominations by president, and to determine their remunerations, rewards and penalties;</p> <p>.....</p> <p>(21) to exercise other functions and powers as stipulated by laws, regulations, department rules, Hong Kong Listing Rules or these Articles of Association.</p>	<p><b>Article 158</b> The Board shall exercise the following functions and powers:</p> <p>(1) to convene general meetings and report to general meetings;</p> <p>.....</p> <p>(10) to appoint or dismiss the president, secretary to the Board, chief compliance officer, the chief risk officer; to appoint or dismiss senior management officers including vice president(s), the chief financial officer and the chief information officer in accordance with the nominations by president, and to determine their remunerations, rewards and penalties;</p> <p><b>Matters resolved pursuant to this clause shall be approved by a vote of at least two-thirds of all Directors;</b></p> <p>.....</p> <p>(21) to exercise other functions and powers as stipulated by laws, regulations, department rules, Hong Kong Listing Rules or these Articles of Association.</p>

The English version of the proposed amendments to the Articles of Association is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

The proposed amendments to the Articles of Association shall become effective upon the approval by Shareholders as a special resolution at the EGM. In addition, the Board shall be authorized at the EGM to in turn authorise operating management of the Company to handle the approval and filing procedures with relevant regulatory authorities involved relating to such matter.

### **3. THE EGM AND BOOK CLOSURE PERIOD**

#### **Relevant Listing Rules Requirements**

Pursuant to Rule 13.70 of the Listing Rules, the Company shall publish an announcement or issue a supplementary circular upon receipt of a notice from the Shareholders to propose a person for election as a Director at the general meeting where such notice is received by the Company after the publication of the notice of the general meeting.

Further, pursuant to Rule 13.73 of the Listing Rules, the Company shall provide the Shareholders with any material information on the subject matter to be considered at a general meeting that comes to the Directors' attention after the circular is issued. The Company must provide the information either in a supplementary circular or by way of an announcement not less than 10 business days before the date of the relevant general meeting. The meeting must be adjourned before considering the relevant resolution to ensure compliance with this 10 business day requirement by the chairman.

#### **The EGM**

Due to the aforesaid requirements under the Listing Rules for the Company to publish such supplementary circular in respect of the proposed elections and the proposed amendments to the Articles of Association, the EGM which will be postponed to Friday, 8 September 2023 at 9:00 a.m. at the same address.

A supplemental circular of the EGM containing, among other things, details of the proposed elections and the proposed amendments to the Articles of Association, together with the second form of proxy in respect of the EGM, will be dispatched to the Shareholders of the Company in due course.

## **Book Closure Period**

In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 5 September 2023 to Friday, 8 September 2023 (both days inclusive) during which period no transfer of shares will be effected. Shareholders whose names appear on the register of members on Friday, 8 September 2023 shall be entitled to attend the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's head office in the PRC at 11/F, China Life Centre, No. 17 Finance Street, Xicheng District, Beijing, the PRC (for holders of Domestic Shares) or the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) no later than 4:30 p.m. on Monday, 4 September 2023 for registration.

By order of the Board  
**Zhu Yanhui**  
*Chairman*

Beijing, the PRC  
21 August 2023

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