

**J.P. Morgan Securities (Asia Pacific) Limited (“JPMSAPL”) –
Corporate Governance Disclosures under HKMA Supervisory Policy Manual CG-1**

(updated on 22 April 2024)

Corporate Governance Policies

By virtue of being a subsidiary of JPMorgan Chase, JPMSAPL is subject to JPMorgan Chase’s “Global Corporate Governance Policy – Firmwide”, which establishes a corporate governance framework for JPMorgan Chase and its subsidiaries.

Recruitment and Selection of Members of the Board

In order to identify and select suitably qualified candidates to the JPMSAPL Board, candidates nominated for directorship are assessed by a nomination forum, which assesses the candidates in terms of strategic and effective fit for the Board having regard to the candidates’ specific knowledge, skills and experience. Once support is obtained from the nomination forum, the nominations are then put forward to and assessed by the Nomination Committee, before the nominations are put forward to the JPMSAPL Board for approval.

Qualifications of Board Members

The Board of JPMSAPL comprises the following members:

Filippo Gori

Mr. Gori is the Chief Executive of JPMSAPL and JPMorgan Chase Bank, N.A., Hong Kong Branch. He is the Chief Executive Officer for Europe, the Middle East and Africa and co-head of Global Banking. Mr. Gori has previously held a wide range of senior roles across Asia Pacific, London and Europe, including the Asia Pacific CEO, Head of Asia Pacific Banking and Head of APAC Markets & Investor Services Sales and Marketing

Directorships:

- J.P. Morgan Securities (Asia Pacific) Limited (Chief Executive)
- J.P. Morgan International Finance Limited
- Asia Society (New York) (Trustee)

Alan Yiu Tung Ho

Mr. Ho is the Co-Senior Country Officer for China and the Chief Financial Officer for J.P. Morgan Chase in Asia Pacific. Mr. Ho previously held a wide range of senior roles in Asia Pacific, including as Chief Administrative Officer for Asia Pacific, Senior Country Business Manager, Asia Pacific Regional Controller, China Chief Operating Officer and China Senior Financial Officer. Mr. Ho is a Certified Public Accountant with the Hong Kong Institute of Certified Public Accountants, a Chartered Financial Analyst with the CFA Institute and a fellow member of CPA Australia.

Directorships:

- J.P. Morgan Securities (Asia Pacific) Limited (Alternate Chief Executive)
- CMB Wealth Management Co., Ltd
- JPMorgan China Investment Company Limited
- J.P. Morgan Securities (China) Company Limited (Supervisor)
- JPMorgan Chase Bank (China) Company Limited (Supervisor)

Sudhir Goel

Mr. Goel is the Head of Sales & Marketing Markets and Platform Services, Asia Pacific and Chief Executive Officer of Southeast Asia of J.P. Morgan. Before moving into Sales, Mr. Goel co-headed JPMorgan's Structuring & Solutions Group and his range of experience prior to joining J.P. Morgan covers Institutional Sales, Derivatives Structuring, Corporate Treasury Sales & Marketing and Custody Services.

Directorships:

- J.P. Morgan Securities (Asia Pacific) Limited (Alternate Chief Executive)
- J.P. Morgan Securities (Far East) Limited
- J.P. Morgan Broking (Hong Kong) Limited
- Parent Network Board of Claremont McKenna College
- Vast Right Holdings Limited
- Multi World Company Limited

Roger Barbour

Mr. Barbour is a Non-Executive Director of JPMSAPL and is General Counsel, Asia Pacific and Deputy Head of Global Markets Legal for J.P. Morgan. He was previously the Chief Risk and Compliance Officer, Asia Pacific for J.P. Morgan and has held various senior roles with the firm in South Africa, London, Singapore and Hong Kong across the Corporate & Investment Bank, Legal, Sales & Marketing and Risk Management and Compliance. Mr. Barbour is a Qualified Attorney of the Supreme Court of South Africa.

Directorships:

- J.P. Morgan Securities (Asia Pacific) Limited (Non-Executive Director)
- Hikage Holdings Limited

Stephanie J. Keay

Ms. Keay is a Non-Executive Director of JPMSAPL and the Head of Human Resources, APAC excluding Corporate Centers in India and the Philippines. She joined J.P. Morgan in 2017 as head of HR for Japan and Korea and prior to that held both global and APAC HR leadership roles in various multinational corporations and banking and financial institutions.

Directorships:

- J.P. Morgan Securities (Asia Pacific) Limited (Non-Executive Director)

Harshika Tudor

Ms. Tudor is a Non-Executive Director of JPMSAPL. She is the Chief Executive Officer, Hong Kong and the Chief Executive Officer of the Asia Pacific Private Bank of J.P. Morgan. She was previously the Head of Firmwide Strategy for APAC for J.P. Morgan, the Head of Supervisory and Transaction Management Office in Markets, Head of APAC Commodities Sales and Head of APAC FICC Electronic Sales. Ms. Tudor is a Chartered Accountant with the Institute of Chartered Accountants in England & Wales.

Directorships:

- J.P. Morgan Securities (Asia Pacific) Limited (Non-Executive Director)
- Asia Securities Industry & Financial Markets Association
- React Asia Limited

Rafael Gil-Tienda

Mr. Gil-Tienda is an Independent Non-Executive Director of JPMSAPL. Mr. Gil-Tienda is also a non-executive director of LME Clear Limited and previously held a number of senior positions within the banking industry with Standard Chartered Bank, Citibank, China Citic Bank International, Marsh & McLennan and Oliver Wyman.

Directorships:

- J.P. Morgan Securities (Asia Pacific) Limited (INED)
- LME Clear Limited (Director)
- XXINA Sheng Limited (Director)
- Cantata Limited (Director)

Board Committees

A risk committee has been set up by JPMSAPL to advise and assist the JPMSAPL Board to ensure that effective policies, processes, and systems are in place to identify, measure, evaluate, monitor, report and control or mitigate all material risks across business activities. As of the date hereof, the risk committee comprises of three members, including an Independent Non-Executive Director. During the year ended 31 December 2023, four risk committee meetings were held.

An audit committee has been set up by JPMSAPL to assist the Board in ensuring the adequacy of internal control systems and reinforcing the work of internal and external auditors. As of the date hereof, the audit committee comprises three members, including an Independent Non-Executive Director. During the year ended 31 December 2023, four audit committee meetings were held.

A nomination committee has been set up by JPMSAPL to assist the Board in identifying individuals suitably qualified to become members of the Board or of senior management, and selecting, or making recommendations to the Board on the selection of, individuals nominated for directorships and senior management positions. As of the date hereof, the nomination committee comprises three members. During the year ended 31 December 2023, one nomination committee meeting was held.

A remuneration committee has been set up by JPMSAPL to assist the Board in discharging its responsibility for the design and operation of JPMSAPL's remuneration policies and system, including overseeing compliance of those policies with applicable remuneration regulations. As of the date hereof, the remuneration committee comprises three members, including an Independent Non-Executive Director. During the year ended 31 December 2023, two remuneration committee meetings were held.

A culture committee has been set up by JPMSAPL to assist the Board in discharging its responsibilities for JPMSAPL's culture related matters and reviews regularly the effectiveness of the measures taken by JPMSAPL to promote a sound corporate culture. As of the date hereof, the culture committee comprises three members, including an Independent Non-Executive Director. During the year ended 31 December 2023, two culture committee meetings were held.

Chief Risk Officer

Mr. Vivek Gupta is the Chief Risk Officer of JPMSAPL.

Head of Internal Audit Function

Mr. Brendan Ko is the Head of the Internal Audit Function of JPMSAPL.