

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

(updated on 25 March 2022)

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 CEO of J.P. Morgan, Asia Pacific as well as the Head of Asia Pacific Banking of J.P. Morgan. Mr. Gori has previously held a wide range of senior roles across Asia Pacific, London and Europe, including the Head of APAC Markets & Investor Services Sales and Marketing, as well as other senior roles in London and Europe.

Directorships:

- J.P. Morgan Securities (Asia Pacific) Limited (Chief Executive)
- J.P. Morgan International Finance Limited
- The Nature Conservancy’s Asia Pacific Council (Council Member)
- Asia Society (New York) (Trustee)

Alan Yiu Tung Ho

Mr. Ho is the Chief Financial Officer for Asia Pacific of J.P. Morgan. Prior to becoming the Chief Financial Officer, Mr. Ho has held a wide range of senior roles in Asia Pacific, including as 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)
- J.P. Morgan Futures Co., 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 and Marketing, Markets and Investor Services, Asia Pacific and DCM EM Asia, and CEO of Southeast Asia of J.P. Morgan. Mr. Goel was part of the Structuring & Solutions Group before moving into Sales, 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. Mr. Barbour is the Chief Risk and Compliance Officer, Asia Pacific for J.P. Morgan, and previously held other senior roles in Asia Pacific and EMEA, as Head of Supervisory and Transaction Management Office, APAC Sales and Marketing, and Head of EMEA Derivatives, Legal. Mr. Barbour is a Qualified Attorney at Law (RSA).

Directorships:

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

Raj Ray

Mr. Ray is a Non-Executive Director of JPMSAPL and the Head of Human Resources, APAC for J.P. Morgan, and was previously the Head of Banking Compliance, APAC. Prior to joining J.P. Morgan, Mr. Ray held various senior roles as Chief Operating Officer, APAC and General Counsel, APAC with an international financial services institution. Mr. Ray is a solicitor of the Senior Courts of England and Wales.

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 Head of Firmwide Strategy for APAC for J.P. Morgan, and was previously the Head of Supervisory and Transaction Management Office in Markets, Head of APAC Commodities Sales and Head of APAC FICC Electronic Sales. Prior to joining J.P. Morgan, Ms. Tudor held senior management positions with an international banking institution as a Managing Director in Structured Origination, Markets, Chief Operating Officer in Markets, and Deputy Treasurer, and was a senior manager in the Financial Services Practice of an audit firm providing advisory and audit services to financial institutions and corporates. 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 an independent non-executive director of Hong Kong Exchanges and Clearing Limited and OTC Clearing Hong Kong Limited, and previously held a number of senior positions within the banking industry with Standard Chartered Bank, Citibank, China Citic Bank International and Oliver Wyman.

Directorships:

- J.P. Morgan Securities (Asia Pacific) Limited (INED)
- Hong Kong Exchanges and Clearing Limited (INED)
- OTC Clearing Hong Kong Limited (Chairman & INED)
- XXINA Sheng Limited (Director)
- Cantata Limited (Director)
- JPMorgan Chase Bank (China) Company Limited (INED)

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 2021, 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 2021, 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 2021, 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 2021, two remuneration committee meetings were held.

(updated on 25 March 2022)

Chief Risk Officer

Mr. Eddie Choi 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.