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海通证券股份有限公司
HAITONG SECURITIES CO., LTD.

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 06837)

NOTICE OF THE 2024 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 second extraordinary general meeting (the “**Haitong Securities Extraordinary General Meeting**”) of Haitong Securities Co., Ltd. (“**Haitong Securities**”) will be held at 1:30 p.m. on Friday, 13 December 2024 at Conference Room 616, Block C, Haitong Bund Finance Plaza, No. 888 South Zhongshan Road, Shanghai, the People’s Republic of China, for the following purposes. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the circular jointly issued by Haitong Securities and Guotai Junan Securities Co., Ltd. (“**Guotai Junan Securities**”) dated 22 November 2024 (the “**Joint Circular**”).

SPECIAL RESOLUTIONS

1. To consider and approve that the Proposed Merger has complied with the requirements of the relevant laws and regulations in relation to the material asset restructuring of listed companies.
2. To consider and approve the proposal of the Proposed Merger and the Proposed Placement, including:

2.1. Details of the Proposed Merger

- 2.1.1. Parties to the Proposed Merger;
- 2.1.2. Method of the Proposed Merger;
- 2.1.3. Class and par value of the Guotai Junan Shares to be issued upon Share Exchange;
- 2.1.4. Share Exchange targets and Record Date for Share Exchange;
- 2.1.5. Exchange price and Exchange Ratio;
- 2.1.6. Number of Guotai Junan Shares to be issued under the Share Exchange;

- 2.1.7. Place of listing of the Guotai Junan Shares to be issued under the Share Exchange;
- 2.1.8. Arrangements for Haitong Share-Exchange Shareholder who holds Haitong Shares with Share Restrictions;
- 2.1.9. Protection mechanism for the interests of Guotai Junan Dissenting Shareholders;
- 2.1.10. Protection mechanism for the interests of Haitong Dissenting Shareholders (including the Special Deal);
- 2.1.11. Disposal of creditors' rights and debts involved in the Proposed Merger and the Proposed Placement;
- 2.1.12. Transfer of assets;
- 2.1.13. Arrangements for employees;
- 2.1.14. Arrangements for the Transitional Period; and
- 2.1.15. Arrangements for profit distribution and accumulated profits.

2.2. Details of the Proposed Placement

- 2.2.1. Fundraising amount under the Proposed Placement;
- 2.2.2. Class and par value of the Placement A Shares;
- 2.2.3. Pricing basis, date of pricing and issue price of the Placement A Shares;
- 2.2.4. Issuance targets and method of subscription of the Proposed Placement;
- 2.2.5. Number of the Placement A Shares to be issued;
- 2.2.6. Place of listing of the Placement A Shares to be issued;
- 2.2.7. Lock-up period for the Placement A Shares to be issued;
- 2.2.8. Use of proceeds of the Proposed Placement; and
- 2.2.9. Arrangements for profit distribution and accumulated profits.

2.3. Effective period of the resolution

3. To consider and approve the MAR Report and its extract.
4. To consider and approve the execution of the Merger Agreement.
5. To consider and approve that the Proposed Merger constitutes material asset restructuring of Haitong Securities.
6. To consider and approve that the Proposed Merger does not constitute a related party transaction of Haitong Securities.
7. To consider and approve that the Proposed Merger and the Proposed Placement have complied with the requirements under section 11 of the Administrative Measures for Restructuring.
8. To consider and approve that the Proposed Merger and the Proposed Placement have complied with the requirements under section 4 of the Guideline No. 9 for the Regulation of Listed Companies – Regulatory Requirements for Listed Companies’ Planning and Implementation of Material Asset Restructurings.
9. To consider and approve that the Proposed Merger and the Proposed Placement do not constitute restructuring for listing under section 13 of the Administrative Measures for Restructuring.
10. To consider and approve the completeness and compliance of the legal procedures and the validity of the legal documents submitted with respect to the Proposed Merger and the Proposed Placement.
11. To consider and approve that the relevant parties of the Proposed Merger and the Proposed Placement do not fall under prohibition to participate in any material asset restructuring of listed companies under section 12 under the Guideline No. 7 for the Regulation of Listed Companies – Regulation of the Abnormal Trading of Stocks Relating to the Material Asset Restructurings of Listed Companies and section 30 under the Guideline No. 6 of the Shanghai Stock Exchange for Self-Regulation Rules for Listed Companies – Material Asset Restructuring.
12. To consider and approve the purchase or sale of assets within the 12 months before the Proposed Merger and the Proposed Placement.
13. To consider and approve the resolution regarding the accountants’ reports in relation to the Proposed Merger and the Proposed Placement.

14. To consider and approve the BOCI (China) Valuation Report prepared by BOCI (China) in relation to the Proposed Merger and the Proposed Placement.
15. To consider and approve the independence of BOCI (China) as the valuer, the reasonableness of the assumptions adopted and the relevance between the method and purpose of valuation in the BOCI (China) Valuation Report, and the fairness of the valuation.
16. To consider and approve that Haitong Board and its operational management be authorised at a general meeting to exercise full powers to deal with matters relating to the Proposed Merger and the Proposed Placement.

By order of the board of
Haitong Securities Co., Ltd.
ZHOU Jie
Chairman

Shanghai, the PRC
22 November 2024

Notes:

1. Eligibility for attending the Haitong Securities Extraordinary General Meeting and date of registration of members for H shares

The register of members of H shares of Haitong Securities will be closed from Tuesday, 10 December 2024 to Friday, 13 December 2024 (both days inclusive), during which time no share transfers of H shares will be effected. Holders of shares registered as Shareholders on the H share register of members of Haitong Securities on Friday, 13 December 2024 are entitled to attend and vote in respect of all resolutions to be proposed at the Haitong Securities Extraordinary General Meeting. In order to attend the Haitong Securities Extraordinary General Meeting, holders of H shares should ensure that the relevant share certificates, accompanied by all transfer documents, are lodged with Haitong Securities' 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, before 4:30 p.m. on Monday, 9 December 2024.

2. Proxy

- (1) Each shareholder (the "**Shareholder**") entitled to attend and vote at the Haitong Securities Extraordinary General Meeting may appoint one or more proxies in writing to attend and vote on his/her behalf. A proxy need not be a Shareholder.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other documents of authorisation must be notarised.

To be valid, for holders of H shares, the form of proxy and notarised power of attorney or other documents of authorisation must be delivered to the Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the Haitong Securities Extraordinary General Meeting (i.e. 1:30 p.m. on Thursday, 12 December 2024) or not less than 24 hours before the time appointed for voting by poll.

- (3) Any voting at the Haitong Securities Extraordinary General Meeting shall be taken by poll.

3. Registration procedures for attending the Haitong Securities Extraordinary General Meeting

A Shareholder or his proxy should present proof of identity when attending the Haitong Securities Extraordinary General Meeting. If a Shareholder is a legal person, its legal representative or other person authorised by the board of directors or other governing body may attend the Haitong Securities Extraordinary General Meeting by providing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such person to attend the meeting.

4. Voting by poll

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the Haitong Securities Extraordinary General Meeting will demand a poll in relation to all the proposed resolutions at the Haitong Securities Extraordinary General Meeting in accordance with Article 122 of the articles of association of Haitong Securities.

Guotai Junan Securities and its subsidiaries (who are Haitong A Shareholders) are required to abstain from voting on all of the special resolutions at the Haitong Securities Extraordinary General Meeting. For the purposes of Rule 25 of the Takeovers Code, any votes cast by a Haitong Shareholder who is not an Independent Haitong Shareholder on the special resolution concerning the Haitong Put Option arrangements (including the Special Deal) (i.e. sub-resolution number 2.1.10) at the Haitong Securities Extraordinary General Meeting will not be counted towards votes attaching to the Haitong Shares held by the Independent Haitong Shareholders.

5. Miscellaneous

(1) The Haitong Securities Extraordinary General Meeting is expected to be held for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.

(2) The address of Computershare Hong Kong Investors Services Limited is:

Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

(3) The registered office of Haitong Securities:

Haitong Securities Building
No. 689 Guangdong Road
Shanghai
The People's Republic of China

Contact address: Floor 15, Block A, Haitong Bund Finance Plaza, No. 888 South Zhongshan Road, Huangpu District, Shanghai, the People's Republic of China

Contact Office: Office of the Board
Telephone No.: 86 (21) 6341 1000
Facsimile No.: 86 (21) 6341 0627
Email: dshbgs@haitong.com

(4) Please refer to the circular published by Haitong Securities in relation to the Haitong Securities Extraordinary General Meeting and Haitong Securities H Shareholders' Class Meeting dated 22 November 2024 for details of the resolutions to be proposed at the Haitong Securities Extraordinary General Meeting for consideration and approval.

As at the date of this notice, the executive directors of Haitong Securities are Mr. ZHOU Jie, Mr. LI Jun and Mr. HAN Jianxin; the non-executive directors of Haitong Securities are Mr. TU Xuanxuan, Mr. SHI Lei, Ms. XIAO Hehua and Mr. XU Jianguo; the independent non-executive directors of Haitong Securities are Mr. ZHOU Yu, Mr. FAN Ren Da Anthony, Mr. MAO Fugen and Mr. MAO Huigang.