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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 FIRST H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2024 first H shareholders' class meeting (the "**Haitong Securities H Shareholders' Class Meeting**") of Haitong Securities Co., Ltd. ("**Haitong Securities**") will be held at 2:30 p.m. on Friday, 13 December 2024 or immediately following the conclusion of the Haitong EGM and the Haitong A Shareholders' Class Meeting or any adjournment thereof 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 the proposal of the Proposed Merger and the Proposed Placement, including:

1.1. Details of the Proposed Merger

- 1.1.1. Parties to the Proposed Merger;
- 1.1.2. Method of the Proposed Merger;
- 1.1.3. Class and par value of the Guotai Junan Shares to be issued upon Share Exchange;
- 1.1.4. Share Exchange targets and Record Date for Share Exchange;
- 1.1.5. Exchange price and Exchange Ratio;
- 1.1.6. Number of Guotai Junan Shares to be issued under the Share Exchange;
- 1.1.7. Place of listing of the Guotai Junan Shares to be issued under the Share Exchange;

- 1.1.8. Arrangements for Haitong Share-Exchange Shareholder who holds Haitong Shares with Share Restrictions;
- 1.1.9. Protection mechanism for the interests of Guotai Junan Dissenting Shareholders;
- 1.1.10. Protection mechanism for the interests of Haitong Dissenting Shareholders;
- 1.1.11. Disposal of creditors' rights and debts involved in the Proposed Merger and the Proposed Placement;
- 1.1.12. Transfer of assets;
- 1.1.13. Arrangements for employees;
- 1.1.14. Arrangements for the Transitional Period; and
- 1.1.15. Arrangements for profit distribution and accumulated profits.

1.2. Details of the Proposed Placement

- 1.2.1. Fundraising amount under the Proposed Placement;
- 1.2.2. Class and par value of the Placement A Shares;
- 1.2.3. Pricing basis, date of pricing and issue price of the Placement A Shares;
- 1.2.4. Issuance targets and method of subscription of the Proposed Placement;
- 1.2.5. Number of the Placement A Shares to be issued;
- 1.2.6. Place of listing of the Placement A Shares to be issued;
- 1.2.7. Lock-up period for the Placement A Shares to be issued;
- 1.2.8. Use of proceeds of the Proposed Placement; and
- 1.2.9. Arrangements for profit distribution and accumulated profits.

1.3. Effective period of the resolution

- 2. To consider and approve the execution of the Merger Agreement.

3. 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 H Shareholders' Class 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 H Shareholders' Class Meeting. In order to attend the Haitong Securities H Shareholders' Class Meeting, holders of H shares should ensure that the relevant share certificates, accompanied by all transfer documents, are lodged with the 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 H Shareholders' Class 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 H Shareholders' Class Meeting (i.e. 2:30 p.m. on 12 December 2024) or not less than 24 hours before the time appointed for voting by poll.

- (3) Any voting at the Haitong Securities H Shareholders' Class Meeting shall be taken by poll.

3. Registration procedures for attending the Haitong Securities H Shareholders' Class Meeting

A Shareholder or his proxy should present proof of identity when attending the Haitong Securities H Shareholders' Class 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 H Shareholders' Class 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 H Shareholders' Class Meeting will demand a poll in relation to all the proposed resolutions at the Haitong Securities H Shareholders' Class Meeting in accordance with Article 122 of the articles of association of Haitong Securities.

Under the Applicable Laws of the PRC, there are no restrictions imposed on any Haitong H Shareholder to cast votes on the special resolutions at the Haitong Securities H Shareholders' Class Meeting. Any votes cast by a Haitong Securities Shareholder who is not a Disinterested Haitong H Shareholder on the special resolutions relating to the Merger Agreement and the Proposed Merger (i.e. resolution number 1.1, including all sub-resolutions thereunder, and resolution numbers 1.3, 2 and 3) at the Haitong H Shareholders' Class Meeting will not be counted towards votes attaching to the Haitong H Shares held by the Disinterested Haitong H Shareholders for the purposes of Rule 2.10 of the Takeovers Code.

5. Miscellaneous

(1) The Haitong Securities H Shareholders' Class 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 H Shareholders' Class 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.