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Guotai Junan Securities Co., Ltd.
國泰君安證券股份有限公司

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

(Stock Code: 02611)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made by Guotai Junan Securities Co., Ltd. (the “**Company**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The following sets out the English translation of “Guotai Junan Securities Co., Ltd. Announcement on the Consent for the Registration with and Approval by the China Securities Regulatory Commission for Merging with Haitong Securities Co., Ltd. by way of Absorption and Share Exchange, Fundraising and Related Party Transaction” published by the Company on the website of the Shanghai Stock Exchange for reference. Should there be any discrepancies, the Chinese version will prevail.

By order of the Board
Guotai Junan Securities Co., Ltd.
ZHU Jian
Chairman

Shanghai, the PRC
18 January 2025

As of the date of this announcement, the executive directors of the Company are Mr. ZHU Jian and Mr. LI Junjie; the non-executive directors of the Company are Mr. LIU Xinyi, Ms. GUAN Wei, Mr. ZHONG Maojun, Mr. CHEN Hua, Mr. SUN Minghui, Mr. ZHANG Manhua, Mr. WANG Tao and Mr. CHEN Yijiang; and the independent non-executive directors of the Company are Mr. DING Wei, Mr. LI Renjie, Mr. BAI Wei, Mr. WANG Guogang, Mr. YIM, Chi Hung Henry and Mr. PU Yonghao.

Guotai Junan Securities Co., Ltd.

Announcement on the Consent for the Registration with and Approval by the China Securities Regulatory Commission for Merging with Haitong Securities Co., Ltd. by way of Absorption and Share Exchange, Fundraising and Related Party Transaction

The board of directors and all directors of the Company warrant that there are no false representations, misleading statements or material omissions in this announcement, and that they will be liable for the truthfulness, accuracy and completeness of the contents herein contained.

Guotai Junan Securities Co., Ltd. ("**Guotai Junan Securities**" or the "**Company**") proposes to merge with Haitong Securities Co., Ltd. ("**Haitong Securities**") by way of Absorption and Share Exchange by issuing A shares to the Haitong Share-Exchange Shareholders holding A shares and H shares to the Haitong Share-Exchange Shareholders holding H shares and to raise ancillary funds by issuing A shares.

On 17 January 2025, the China Securities Regulatory Commission issued the approval regarding the consent for the registration of Guotai Junan Securities Co., Ltd. merging with Haitong Securities Co., Ltd. by way of absorption and the raising of ancillary funds, the approval for Guotai Junan Securities Co., Ltd. merging with Haitong Securities Co., Ltd. by way of absorption, the change of major shareholder and de facto controller of HFT Investment Management Co., Ltd., the change of major shareholder of Fullgoal Fund Management Co., Ltd., and the change of major shareholder and de facto controller of Haitong Futures Co., Ltd. (CSRC Approval [2025] No. 96), the main content of which is as follows:

"1. Approval is granted for Guotai Junan Securities merging with Haitong Securities by way of absorption involving the issuance of 5,985,871,332 new shares.

2. Approval is granted for Guotai Junan Securities to issue shares to raise ancillary funds in the amount up to RMB 10 billion.

3. Approval is granted for Guotai Junan Securities merging with Haitong Securities. Upon completion of the merger, Haitong Securities will be dissolved in accordance with the laws, and the branches of Haitong Securities will be changed to the branches of Guotai Junan Securities.

4. Guotai Junan Securities is approved to become the major shareholder of HFT Investment Management Co., Ltd. (hereinafter referred to as HFT Fund); Shanghai International Group Co., Ltd. (hereinafter referred to as Shanghai International Group) is approved to become the de facto controller of HFT Fund; there are no objections to Guotai Junan Securities legally assuming the capital contribution of RMB153 million in HFT Fund (being 51% of registered capital).

5. Guotai Junan Securities is approved to become the major shareholder of Fullgoal Fund Management Co., Ltd. (hereinafter referred to as Fullgoal Fund); there are no objections to Guotai Junan Securities legally assuming the capital contribution of RMB144.43 million in Fullgoal Fund (being 27.775% of registered

capital).

6. Guotai Junan Securities is approved to become the major shareholder of Haitong Futures Co., Ltd. (hereinafter referred to as Haitong Futures); Shanghai International Group is approved to become the de facto controller of Haitong Futures; there are no objections to Guotai Junan Securities legally assuming 1,083,101,687 shares in Haitong Futures (being 83.22% of registered capital).

7. The issuance of shares by Guotai Junan Securities for the merger by way of absorption with Haitong Securities and raising ancillary funds must strictly follow the application documents submitted to the Shanghai Stock Exchange and comply with relevant regulations to proceed with related procedures and timely fulfilling information disclosure obligations.

8. Guotai Junan Securities and Haitong Securities should orderly proceed with the merger by way of absorption, implement transition plans for business, customers, and employees, ensure that customers' legal rights are not prejudiced, properly arrange employees, and maintain social stability.

9. Guotai Junan Securities should formulate and submit a specific integration plan within one year based on the preliminary integration plan submitted to our commission, clearly setting out the timetable and proceed with the integration in an orderly manner. Before completion of the integration, Guotai Junan Securities should effectively isolate risks associated with Haitong Securities and its subsidiaries, strictly regulate related party transactions, and prevent risks of conflicts and transfer of interests.

10. Guotai Junan Securities should amend its articles of association according to this approval and file the amended articles of association with its local securities regulatory bureau.

11. Haitong Futures should supervise Guotai Junan Securities and Shanghai International Group to complete the integration of Haitong Futures and Guotai Junan Futures Co., Ltd. within the committed timeframe in an orderly manner.

12. The registration approval for the issuance of shares by Guotai Junan Securities for merger by way of absorption with Haitong Securities and raising ancillary funds is valid for 12 months from the date of issuance of this approval. Haitong Securities should complete its business deregistration within 12 months from the date of issuance of this approval; original branches of Haitong Securities and Guotai Junan Securities should complete their change of business registration within 12 months from the date of issuance of this approval.

13. After Haitong Securities is dissolved, it must submit its "Securities and Futures Business License" to our commission; Guotai Junan Securities and original branches of Haitong Securities must apply for reissuance of their "Securities and Futures Business License" within 15 days from obtaining their new business license.

14. After the completion of this transaction, Guotai Junan Securities should ensure that relevant overseas subsidiaries comply with the local laws, regulations and regulatory requirements in their respective countries or regions, operate prudently in compliance with regulations, and monitor by local regulatory

authorities.

15. During implementation, if any significant matters arise that require disclosure under laws or regulations or if major issues occur, prompt report must be made to our commission, relevant securities regulatory bureaus, and the Shanghai Stock Exchange and these significant matters or issues shall be handled according to relevant regulations.”

For the approval required for the listing and trading on The Stock Exchange of Hong Kong Limited of 2,113,932,668 H shares to be issued by the Company as consideration for the merger with Haitong Securities by way of absorption and share exchange, the Company will disclose relevant information based on subsequent progress in due course.

This announcement is hereby made.

The Board of Directors of Guotai Junan Securities Co., Ltd.

18 January 2025