



**HAITONG BANK, S.A.**

Share Capital: € 871,277,660.00

Headquarters: Rua Alexandre Herculano, 38, 1269-180 Lisboa

Registered at Lisbon Commercial Register under number: 501 385 932

**Haitong Bank, S.A. informs on the Progress of the Merger of Haitong Securities and  
Guotai Junan Securities**

Haitong Bank, S.A. ("Haitong Bank") informs about the attached Announcement disclosed by its ultimate shareholder, Haitong Securities Co., Ltd. ("Haitong Securities"), which discloses the approval granted by the China Securities Regulatory Commission (CSRC) of the Merger of Haitong Securities and Guotai Junan Securities.

Lisbon, 20 January 2025

**HAITONG BANK, S.A.**

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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)**

## OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made 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 “Announcement on the Consent for the Registration with and Approval by the China Securities Regulatory Commission for Guotai Junan Securities Co., Ltd. Merging with the Company by way of Absorption and Share Exchange, Fundraising and Related Party Transaction” dated 17 January 2025 published by Haitong Securities Co., Ltd. (the “**Company**”) on the website of Shanghai Stock Exchange for reference. Should there be any discrepancies, the Chinese version will prevail.

By order of the board of directors  
**Haitong Securities Co., Ltd.**  
**LI Jun**  
*Executive Director and General Manager*

Shanghai, the PRC  
17 January 2025

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

\* For identification purpose only

**Haitong Securities Co., Ltd.****Announcement on the Consent for the Registration with and Approval by the China Securities Regulatory Commission for Guotai Junan Securities Co., Ltd. Merging with the Company 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 will assume liabilities for the truthfulness, accuracy and completeness of the content in this announcement.**

Guotai Junan Securities Co., Ltd. (hereinafter referred to as “**Guotai Junan**”) proposed to merge Haitong Securities Co., Ltd. (hereinafter referred to as “**Haitong Securities**” or the “**Company**”) by way of absorption and a share-for-share exchange by issuing its A Shares to all of the Haitong Securities share-exchange shareholders holding A shares, and its H Shares to all of the Haitong Securities share-exchange shareholders holding H shares, and to raise ancillary funds by issuing its A shares.

On 17 January 2025, the China Securities Regulatory Commission issued the “Consent for Registration for Guotai Junan Securities Co., Ltd. Merging with Haitong Securities Co., Ltd. by way of Absorption and raising Ancillary Funds, Approval for Guotai Junan Securities Co., Ltd. Merging 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.” (Zheng Jian Xu Ke [2025] 96), the main content of which is as follows:

- “1. Approval is granted for Guotai Junan merging with Haitong Securities by way of absorption and issuance of 5,985,871,332 new shares.
2. Approval is granted for Guotai Junan issuing shares to raise ancillary funds in the amount of up to RMB10 billion.
3. Approval is granted for Guotai Junan 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.
4. Guotai Junan 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 legally assuming the capital contribution of RMB153 million in HFT Fund (being 51% of registered capital).

5. Guotai Junan 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 legally assuming the capital contribution of RMB144.43 million in Fullgoal Fund (being 27.775% of registered capital).
6. Guotai Junan 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 legally assuming 1,083,101,687 shares in Haitong Futures (being 83.22% of registered capital).
7. The issuance of shares by Guotai Junan 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 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 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 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 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 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 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 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 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 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 Guotai Junan 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 Haitong Securities Co., Ltd.

17 January 2025