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## **GUOTAI JUNAN SECURITIES CO., LTD.**

### **國泰君安證券股份有限公司**

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

**(Stock Code: 02611)**

## **(I) RESIGNATION OF NON-EXECUTIVE DIRECTOR (II) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTOR**

### **RESIGNATION OF NON-EXECUTIVE DIRECTOR**

The board of directors (the “**Board**”) of Guotai Junan Securities Co., Ltd. (國泰君安證券股份有限公司) (the “**Company**”) hereby announces that Mr. ZHANG Zhan has tendered his resignation as a non-executive director and a member of the Audit Committee of the Board due to his work adjustment, taking effect from the date of this announcement.

Mr. ZHANG Zhan has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Company.

### **PROPOSED APPOINTMENT OF THE EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTOR**

The Board hereby announces that it has resolved to nominate (i) Mr. ZHU Jian as the candidate as an executive director of the sixth session of the Board, and as the chairman of the sixth session of the Board and the chairman of the Strategy and ESG Committee upon his appointment as the director of the Company; and (ii) Mr. SUN Minghui as the candidate as a non-executive director of the sixth session of the Board, and as the member of the Audit Committee of the sixth session of the Board upon his appointment as the director of the Company (collectively, the “**Proposed Appointment**”). In accordance with the articles of association of the Company and the relevant PRC laws and regulations, the Proposed Appointment is subject to the approval by the shareholders of the Company at the extraordinary general meeting of the Company.

The biographical details of Mr. ZHU Jian and Mr. SUN Minghui are set out as follows.

Mr. ZHU Jian (朱健), aged 52, holds a master degree in law and a master degree in business administration. Previously, he served as a deputy division head of the information research division of China Securities Regulatory Commission (“**CSRC**”) Shanghai Securities Office, a deputy division head and the division head of the information research division of CSRC Shanghai Branch, the head of general office and the division head of the second institution division of CSRC Shanghai Branch. He also served as a director assistant and a deputy director of CSRC Shanghai Branch, a vice president of the Company, and the vice chairman and the president of Bank of Shanghai Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 601229) from October 2020 to December 2023.

Mr. SUN Minghui, aged 42, is a senior accountant and holds a master degree in economics. Mr. SUN Minghui successively served in the preparation team and the capital department of Shenzhen Energy Finance Co., Ltd. and the financial management department of Shenzhen Energy Group Co., Ltd.. He has been working in Shenzhen Investment Holdings Co., Ltd. since February 2012, and successively served as the head of financing management of the financial budget department, the senior head of the finance department, the senior manager of the board office, and the deputy head of the financial department (settlement center). Mr. SUN Minghui has been the head of the financial department (settlement center) of Shenzhen Investment Holdings Co., Ltd. since November 2020, a director of Shenzhen Special Economic Zone Real Estate & Properties (Group) Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000029) since December 2020 and a director of Shenzhen Textile (Holdings) Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000045) since February 2021.

As at the date of this announcement, the Company has not entered into any service contract with Mr. ZHU Jian or Mr. SUN Minghui. Unless otherwise required by the relevant applicable laws and regulations, the term of office of Mr. ZHU Jian and Mr. SUN Minghui (if appointed) shall be the same as the sixth session of the Board. Upon their appointments, Mr. ZHU Jian will not receive any director's fee from the Company other than the emoluments pursuant to his specific positions/relevant regulation and Mr. SUN Minghui will not receive any director's fee from the Company.

Save as disclosed in this announcement, to the best knowledge of the directors of the Company, Mr. ZHU Jian and Mr. SUN Minghui have not held any directorship in the past three years in any other public companies which are listed on any securities market in Hong Kong or overseas; Mr. ZHU Jian and Mr. SUN Minghui do not have any relationships with any directors, supervisors, senior management or substantial shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**")) of the Company, and they do not hold any position in the Company or any of its subsidiaries. As at the date of this announcement, Mr. ZHU Jian and Mr. SUN Minghui do not have any interest in the shares of the Company or its associated corporations within the definition under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this announcement, there is no information in relation to the Proposed Appointment that is required to be disclosed pursuant to the requirements set out in Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules nor are there any matters which need to be brought to the attention to the shareholders of the Company.

By order of the Board  
**Guotai Junan Securities Co., Ltd.**  
**WANG Song**  
*Vice Chairman*

Shanghai, the PRC  
6 December 2023

*As at the date of this announcement, the executive directors of the Company are Mr. WANG Song and Mr. YU Jian; the non-executive directors of the Company are Mr. LIU Xinyi, Ms. GUAN Wei, Mr. ZHONG Maojun, Mr. CHEN Hua, Mr. WANG Wenjie, Mr. ZHANG Yipeng and Mr. AN Hongjun; 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.*