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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)**

**RESIGNATION OF EXECUTIVE DIRECTOR AND  
CHANGE OF BOARD SECRETARY, JOINT COMPANY SECRETARIES,  
AUTHORISED REPRESENTATIVE AND PROCESS AGENT  
WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND  
8.17 OF THE LISTING RULES**

**RESIGNATION OF EXECUTIVE DIRECTOR AND CHANGE OF BOARD SECRETARY,  
JOINT COMPANY SECRETARIES, AUTHORISED REPRESENTATIVE AND PROCESS  
AGENT**

The board of directors (the “**Board**”) of Guotai Junan Securities Co., Ltd. (the “**Company**”) hereby announces that Mr. Yu Jian (“**Mr. Yu**”) has resigned as an executive director, Board secretary, a joint company secretary, an authorised representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and all other positions in the Company due to retirement, with effect from 24 May 2024.

During his tenure, Mr. Yu has adhered to the spirit of professionalism and innovation and the concept of serving the country with financial services, performed his duties diligently and conscientiously, devoted all his efforts to promoting the capital sufficiency, standardized operation and value realization of the Company, and made significant contributions to, consolidating and enhancing, the Company’s position in the industry and its influence. The Board would like to express its sincere gratitude to Mr. Yu for his unremitting efforts and outstanding contributions in promoting the high-quality development of the Company during his tenure.

The Board hereby announces that Ms. Kwong Yin Ping Yvonne (“**Ms. Kwong**”) has resigned as a joint company secretary and an authorised representative of the Company for the acceptance of service of process and notices in Hong Kong (the “**Process Agent**”) under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), with effect from 24 May 2024.

Mr. Yu and Ms. Kwong have confirmed that they do not have any disagreement with the Board, and there are no matters that need to be brought to the attention of the shareholders of the Company due to their resignations.

The Board is pleased to announce that (i) Mr. Nie Xiaogang (“**Mr. Nie**”) has been appointed as a joint company secretary of the Company and an Authorised Representative with effect from 24 May 2024, and as Board secretary of the Company, with a term of office the same as the sixth session of the Board. He will formally perform his duties after obtaining the certificate of appointment training for the Board secretary issued by the Shanghai Stock Exchange. Before Mr. Nie formally performs the duties of the Board secretary, the duties of the Board secretary will be performed by Chairman Mr. Zhu Jian; and (ii) Ms. Tsang Wing Man (“**Ms. Tsang**”) has been appointed as a joint company secretary and a Process Agent of the Company, with effect from 24 May 2024.

Biographical details of Mr. Nie and Ms. Tsang are set out as below:

Mr. Nie, aged 52, holds a doctoral degree in economics of finance (professional) from Fudan University. He joined the Company in August 1999. He serves as the vice president, the chief financial officer and the chief risk officer of the Company since 28 June 2021. From October 2013 to June 2021, he served as the general manager of the Strategies Management Department. During the period, he concurrently served as the general manager of the Equity Investment Department, the general manager of the Strategic Investment Department, the vice president of the Strategic Investment and Direct Investment Business Committee of the Company and the general manager and chairman of Guotai Junan Zhengyu Investment Co., Ltd. (國泰君安證裕投資有限公司) (a subsidiary of the Company). He was also the general manager of Risk Management Department of the Company from June 2021 to November 2021. From August 2010 to October 2013, he was the president of Guotai Junan Innovation Investment Co., Ltd. (國泰君安創新投資有限公司) (a subsidiary of the Company). From April 2003 to August 2010, Mr. Nie had successively served as the assistant to director, the deputy director and the director of the secretariat of the Board of the Company. From August 1999 to April 2003, Mr. Nie had successively served as the assistant business director of the Third Investment Banking Department, the assistant business director of the Corporate Finance Headquarters, the head and deputy manager of the Office of President, and the deputy manager of the Marketing Management Headquarters of the Company.

Ms. Tsang holds a bachelor degree in business administration from City University of Hong Kong. She currently serves as a manager of SWCS Corporate Services Group (Hong Kong) Limited and has over 10 years of experience in company secretarial matters. She is an associate member of The Chartered Governance Institute and The Hong Kong Chartered Governance Institute.

Ms. Tsang satisfies the qualification requirements for a company secretary under Rule 3.28 of the Listing Rules.

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Pursuant to Rule 8.17 of the Listing Rules, issuers are required to appoint a company secretary who meets the requirements of Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules requires the issuer to appoint a person as company secretary who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), capable of discharging the functions of company secretary.

Although Mr. Nie does not currently possess the qualifications set out in Rule 3.28 of the Listing Rules, having considered Mr. Nie’s (i) familiarity with the internal daily operations and financial affairs, risk management and communications of the Company through his current role as the vice president, the chief financial officer and the chief risk officer the Company; and (ii) his close and working relationship with the directors and senior management team of the Company, the Board believes that Mr. Nie is a suitable candidate to act as a joint company secretary of the Company and that his appointment is in the interest of the Company and will facilitate the corporate governance and on-going compliance with the Listing Rules.

In view of the above, the Company has applied for and the Stock Exchange has granted the Company a waiver from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”), and the Waiver is valid for a period of three years commencing from the date (i.e. 24 May 2024) of Mr. Nie’s appointment as a joint company secretary (the “**Waiver Period**”), based on the following conditions:

- (i) Mr. Nie must be assisted by Ms. Tsang as a joint company secretary during the Waiver Period; and
- (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the Waiver Period, the Company must demonstrate and seek the Stock Exchange’s confirmation that Mr. Nie, having had the benefit of Ms. Tsang’s assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary. The Waiver only applies to Mr. Nie’s appointment as a joint company secretary and may be withdrawn or changed by the Stock Exchange in the event of changes in the situation of the Company.

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

Shanghai, the PRC  
24 May 2024

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