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## **Haitong International Finance Holdings Limited**

*(incorporated with limited liability in the British Virgin Islands)*

**CNY2,800,000,000 3.20 per cent. guaranteed notes due 2026**

**(ISIN: HK0000921111; Common Code: 262349128;**

**CMU Instrument Number: CILHFN23029)**

**(Stock Code: 84429)**

**and**

**CNY3,500,000,000 3.30 per cent. guaranteed notes due 2027**

**(ISIN: CND10007C5K5; Common Code: 277483378)**

**(Stock Code: 84490)**

**each issued under the U.S.\$1,000,000,000 guaranteed medium term note programme  
unconditionally and irrevocably guaranteed by**



**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)**

## **MEETING OF NOTEHOLDERS AND CONSENT SOLICITATION**

References are made to the joint circular published by the Company and Guotai Junan Securities on the Hong Kong Stock Exchange dated 22 November 2024 regarding the Proposed Merger and the Proposed Placement (the “**Joint Circular**”), the announcement of the Company on the Hong Kong Stock Exchange dated 19 May 2023 in relation to the issuance of the CMU Notes and the announcement of the Company on the Hong Kong Stock Exchange dated 4 March 2024 in relation to the issuance of the Yulan Notes. Unless specified otherwise, capitalised terms used in this announcement shall have the same meanings as those used in the Joint Circular.

## BACKGROUND

On 5 September 2024, the Company and Guotai Junan Securities jointly announced that they entered into the Cooperation Agreement in relation to the Proposed Merger. Further to the Cooperation Agreement, on 9 October 2024, the Company and Guotai Junan Securities jointly announced that they entered into the Merger Agreement with respect to the Proposed Merger which sets forth detailed terms and conditions for implementing the Proposed Merger. Guided by the principles of combining the strengths of two well-recognised and renowned businesses in the sector, achieving synergies and implementing a merger of equals, the Company and Guotai Junan Securities are proposing to merge by way of absorption and a share-for-share exchange. Upon implementation, the Proposed Merger will take the form of a merger by absorption by Guotai Junan Securities issuing, on the basis of a single Exchange Ratio, Guotai Junan A Shares and Guotai Junan H Shares to all the holders of Haitong A Shares and Haitong H Shares, respectively, in exchange for all of the issued shares of the Company. To raise ancillary fundings to increase the capital, support the development for business lines of the Post-Merger Company and replenish the working capital, the Proposed Placement will be undertaken concurrently with the Share Exchange. The Post-Merger Company will assume all assets, liabilities, businesses, employees, contracts, qualifications and all other rights and obligations of the Company if the Proposed Merger is completed. For detailed information of the Proposed Merger, please refer to the Joint Circular.

## CONSENT SOLICITATION

The Issuer announces that, in order to reflect the operation of the Proposed Merger, it is soliciting the consent from the CMU Eligible Noteholders and the Yulan Eligible Noteholders to agree to, amongst others, amend the CMU Notes Documentation and the Yulan Notes Documentation, respectively such that the definition of “Guarantor” in the relevant documentation is expressly stated to include any corporation into which the Company has merged or amalgamated from time to time (which shall, subject to the Closing of the Proposed Merger taking place, include the Post-Merger Company after the Closing Date) and certain ancillary waivers in connection with the Proposed Merger, as in the manner more fully described in the Consent Solicitation Memorandum made available to the Eligible Noteholders at the Transaction Website on the date of this announcement.

There will be no consent fee payable to the Noteholders for participating in the Consent Solicitation.

Unless extended, re-opened or terminated early by the Issuer, the CMU Notes Consent Solicitation will expire at 6.00 p.m. (Hong Kong time) on 20 January 2025 (the “**CMU Notes Deadline**”) and the Yulan Notes Consent Solicitation will expire at 11.00 a.m. (Hong Kong time) on 20 January 2025 (the “**Yulan Notes Deadline**”). The results of the Consent Solicitation will be published on the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk), on the Transaction Website and distributed via, as applicable, the CMU Notes Clearing Systems and the Yulan Notes Clearing Systems.

## MEETING PROCEDURES

### *CMU Notes*

The meeting in respect of the CMU Notes (the “**CMU Notes Meeting**”) will be held on 22 January 2025 at 6.00 p.m. (Hong Kong time), at the offices of Clifford Chance at 27/F, Jardine House, One Connaught Place, Central, Hong Kong, at which (unless the CMU Notes Extraordinary Resolution has been passed by way of Electronic Consent and the CMU Notes Eligibility Condition is satisfied) the CMU Notes Extraordinary Resolution to approve the CMU Notes Proposal and their implementation will be considered and, if thought fit, passed.

To participate in the Consent Solicitation, a holder of CMU Notes should deliver, or arrange to have delivered on its behalf, via the relevant CMU Notes Clearing System and in accordance with the requirements of such CMU Notes Clearing System, a valid Electronic Voting Instruction that is received in each case by the Information and Tabulation Agent via the CMU Lodging and Paying Agent (who receives such instruction via the CMU) by no later than the CMU Notes Deadline. The submission to the CMU Notes Clearing Systems by a CMU Noteholder of a valid Electronic Voting Instruction in favour of the CMU Notes Extraordinary Resolution on or prior to the CMU Notes Deadline will be deemed to constitute delivery of a consent by such holder of CMU Notes.

Only CMU participants may deliver Electronic Voting Instructions. CMU Noteholders who are not CMU participants should arrange for the accountholder through which they hold their CMU Notes to deliver an Electronic Voting Instruction on their behalf to the relevant CMU Notes Clearing System, as more particularly described in the CMU Notes Consent Solicitation Memorandum.

CMU Noteholders who have not submitted or delivered or arranged for the submission or delivery of an Electronic Voting Instruction as provided above but wish to attend and vote at the CMU Notes Meeting (including any meeting held following any adjournment of the CMU Notes Meeting) in person or appoint a proxy (other than the Information and Tabulation Agent (or its nominees)) must inform the CMU Lodging and Paying Agent via Electronic Voting Instruction (delivered by the CMU Lodging and Paying Agent to the Information and Tabulation Agent) at least 48 hours before the time fixed for the CMU Notes Meeting in the manner described in the CMU Notes Consent Solicitation Memorandum. The attendee will be required to provide the relevant evidence and supporting documents. Electronic Voting Instructions in respect of the CMU Notes Proposal will be irrevocable except in the limited circumstances described in “*Amendment and Termination – Revocation Rights*” in the CMU Notes Consent Solicitation Memorandum.

All Electronic Voting Instructions submitted prior to the CMU Notes Deadline in favour of the CMU Notes Extraordinary Resolution will constitute a consent given by way of Electronic Consent for the purposes of the CMU Notes Trust Deed. Accordingly, if CMU Noteholders representing not less than 90 per cent. of the aggregate principal amount of the CMU Notes outstanding deliver Electronic Voting Instructions in favour of the CMU Notes Extraordinary Resolution prior to the CMU Notes Deadline, the CMU Notes Extraordinary Resolution shall be passed by way of Electronic Consent at the time such Electronic Consent is granted. In this circumstance and provided that the CMU Notes Eligibility Condition is satisfied, the CMU Notes Extraordinary Resolution will not be tabled for consideration at the CMU Notes Meeting and if applicable, the CMU Notes Meeting shall be cancelled by way of notice to the CMU Noteholders in accordance with the CMU Notes Trust Deed.

If insufficient Electronic Voting Instructions are submitted in favour of the CMU Notes Extraordinary Resolution prior to the CMU Notes Deadline in order to pass the CMU Notes Extraordinary Resolution by way of Electronic Consent and/or for the satisfaction of CMU Notes Eligibility Condition, all Electronic Voting Instructions received prior to the CMU Notes Deadline shall continue to count towards the quorum of the CMU Notes Meeting (and any adjourned CMU Notes Meeting) and will be deemed to instruct the Information and Tabulation Agent to attend the CMU Notes Meeting on behalf of the CMU Noteholders and vote in the manner specified or identified in such Electronic Voting Instructions in respect of the CMU Notes Extraordinary Resolution.

### *Yulan Notes*

The meeting in respect of the Yulan Notes will be held on 22 January 2025 at 11.00 a.m. (Hong Kong time), at the offices of Clifford Chance at 27/F, Jardine House, One Connaught Place, Central, Hong Kong, at which the Yulan Notes Extraordinary Resolution to approve the Yulan Notes Proposal and their implementation will be considered and, if thought fit, passed.

To vote on the Yulan Notes Proposal, a Yulan Noteholder must deliver, or arrange to have delivered on its behalf, via email a voting instruction (in the form of a Yulan Notes Form of Proxy) or a Yulan Notes Form of Attendee or Representative Appointment, as applicable, to the Information and Tabulation Agent at [haitong@investor.sodali.com](mailto:haitong@investor.sodali.com) by the Yulan Notes Deadline.

To be valid, the Yulan Notes Form of Proxy and the Yulan Notes Form of Attendee or Representative Appointment must each comply with the execution formalities and be accompanied by the relevant evidence and supporting documents set out in the Yulan Notes Consent Solicitation Memorandum.

### **QUORUM AND MAJORITY**

In respect of the CMU Notes Meeting, the quorum shall be two or more persons so present holding CMU Notes or being proxies or representatives and holding or representing in the aggregate not less than 75 per cent. in principal amount of the CMU Notes for the time being outstanding. If within 15 minutes after the time fixed for the CMU Notes Meeting, a quorum is not present or the quorum is achieved and the CMU Notes Extraordinary Resolution is passed but the CMU Notes Eligibility Condition is not satisfied, the CMU Notes Meeting will be adjourned for not less than 14 days and not more than 42 days. At any adjourned meeting, the quorum for passing the CMU Notes Extraordinary Resolution will be two or more persons so present holding CMU Notes or being proxies or representatives and holding or representing in the aggregate not less than 25 per cent. in principal amount of the CMU Notes for the time being outstanding.

In respect of the Yulan Notes Meeting, the quorum shall be two or more persons so present holding Yulan Notes or being proxies or representatives and holding or representing in the aggregate not less than 75 per cent. in principal amount of the Yulan Notes for the time being outstanding. If within 15 minutes after the time fixed for the Yulan Notes Meeting, a quorum is not present or the quorum is achieved and the Yulan Notes Extraordinary Resolution is passed but the Yulan Notes Eligibility Condition is not satisfied, the Yulan Notes Meeting will be adjourned for not less than 14 days and not more than 42 days. At any adjourned meeting, the quorum for passing the Yulan Notes Extraordinary Resolution will be two or more persons so present holding Yulan Notes or being proxies or representatives and holding or representing in the aggregate not less than 25 per cent. in principal amount of the Yulan Notes for the time being outstanding.

In respect of each of the CMU Notes Meeting and the Yulan Notes Meeting, in order for the Extraordinary Resolution to be passed at the Meeting, it must be passed by a majority of at least 75 per cent. of the votes cast. If passed, the Extraordinary Resolution will be binding on all Noteholders of the relevant Series, whether or not present at the Meeting, and each of them shall be bound to give effect to it accordingly. The passing of such a resolution shall be conclusive evidence that the circumstances justify its being passed.

In respect of each of the CMU Notes Meeting and the Yulan Notes Meeting, only Eligible Noteholders are eligible to participate in the Consent Solicitation. Any Noteholder that is not an Eligible Noteholder (being Ineligible Noteholders) may not participate in the Consent Solicitation but may make other arrangements to attend and/or vote at a Meeting through proxy or in person although such Ineligible Noteholders should note that the Eligibility Condition provides that the quorum required for, and the requisite majority of votes cast at, the Meeting (and any adjourned Meeting) must be satisfied by Eligible Noteholders only irrespective of any vote or other participation at the Meeting (and any adjourned Meeting) by Ineligible Noteholders.

## **OTHER INFORMATION**

The Issuer is also conducting a similar consent solicitation in respect of its CNY4,000,000,000 3.40 per cent. guaranteed bonds due 2026 (the “**Free Trade Zone Bonds**”) concurrently. Consent solicitation memorandum and any other relevant notice and documents with respect to the Free Trade Zone Bonds will be available on the Transaction Website operated by the Information and Tabulation Agent, subject to eligibility confirmation and registration. Announcement in relation to such consent solicitation will also be published on the website of Chongwa (Macao) Financial Asset Exchange Co., Ltd. on its next trading day.

## **FURTHER DETAILS**

For a detailed statement of the terms and conditions of the Consent Solicitation, Eligible Noteholders should refer to the Consent Solicitation Memorandum.

The Consent Solicitation Memorandum and any other relevant notice and documents with respect to the Consent Solicitation will be made available on the Transaction Website operated by the Information and Tabulation Agent for the purpose of the Consent Solicitation, subject to eligibility confirmation and registration. A Noteholder (or an eligible beneficial owner that is not a Noteholder) may also contact the Information and Tabulation Agent for the Consent Solicitation and applicable documentation relating to the Consent Solicitation and any updates will be available from the Information and Tabulation Agent (email: [haitong@investor.sodali.com](mailto:haitong@investor.sodali.com); telephone: +852 2319 4130/+44 204 513 6933) or, if applicable his/her/its broker, dealer, bank, trust company or other nominee for assistance concerning the Consent Solicitation.

## **GENERAL**

This announcement is not a solicitation of consent with respect to the Notes. The Consent Solicitation is being made solely pursuant to the Consent Solicitation Memorandum, which set forth in detail the terms of the Consent Solicitation. Noteholders should not rely solely on this announcement. All statements contained herein are qualified by the Consent Solicitation Memorandum.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession of this announcement comes are required to inform themselves about, and to observe, any such restrictions.

Forward-looking statements in this announcement, including, among others, statements relating to the Consent Solicitation, are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the relevant Series, changes in the business and financial condition of the Group and changes in the financial and capital markets in general.

**WARNING:** The Effectiveness Conditions must be fulfilled before the Merger Agreement becomes effective. Therefore, the Merger Agreement may or may not become effective. The Noteholders should be aware that the Proposed Merger is subject to the conditions set out in the Joint Circular being satisfied or waived, as applicable, and neither the Issuer nor the Company provides any assurance that any or all Conditions can be satisfied, and thus the Merger Agreement may or may not become effective or, if effective, may or may not be implemented or completed. The Noteholders should therefore exercise caution when dealing in the Notes and/or any securities of the Issuer, the Company or Guotai Junan Securities. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional adviser.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

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| “Clearstream”                | Clearstream Banking, S.A.  |
| “CMU”                        | Central Moneymarkets Unit Service  |
| “CMU Eligible Noteholders”   | each CMU Noteholder who is (i) outside the United States and not a U.S. person and (ii) otherwise a person to whom the CMU Notes Consent Solicitation can be lawfully made and that may lawfully participate in the CMU Notes Consent Solicitation   |
| “CMU Ineligible Noteholders” | a CMU Noteholder who is not a person to whom the CMU Notes Consent Solicitation is being made, on the basis that such CMU Noteholder is either (i) a U.S. person and/or located in the United States and/or (ii) a person to whom the CMU Notes Consent Solicitation cannot otherwise be lawfully made                   |
| “CMU Noteholders”            | a CMU Noteholder includes (i) each person who is shown in the records of any CMU Notes Clearing System as a holder of the CMU Notes and (ii) each beneficial owner of the CMU Notes holding such CMU Notes, directly or indirectly, in accounts in the name of a CMU participant acting on the beneficial owner’s behalf |
| “CMU Notes”                  | CNY2,800,000,000 3.20 per cent. guaranteed notes due 2026 issued by the Issuer and guaranteed by the Company   |

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| “CMU Notes Clearing Systems”                | Euroclear, Clearstream and the CMU  |
| “CMU Notes Consent Solicitation”            | soliciting consents from the CMU Eligible Noteholders to certain proposed amendments and waivers as set out in the CMU Notes Proposal   |
| “CMU Notes Consent Solicitation Memorandum” | the consent solicitation memorandum dated 23 December 2024 in relation to the seeking of consents for certain amendments to certain proposed amendments and waivers as set out in the CMU Notes Proposal  |
| “CMU Notes Documentation”                   | the following in respect of the CMU Notes: (i) the terms and conditions of the CMU Notes (the “ <b>CMU Notes Conditions</b> ”), (ii) the deed of guarantee dated 18 May 2023, (iii) the trust deed dated 26 April 2023 (the “ <b>CMU Notes Trust Deed</b> ”) and (iv) the agency agreement dated 26 April 2023 (the “ <b>CMU Notes Agency Agreement</b> ”)  |
| “CMU Notes Eligibility Condition”           | the condition to the effectiveness of the CMU Notes Extraordinary Resolution, if passed, that (in the case of a CMU Notes Meeting only) the quorum required for, and (in the case of a CMU Notes Meeting or an Electronic Consent) the requisite majority of votes cast at, the CMU Notes Meeting are satisfied by CMU Eligible Noteholders irrespective of any participation by CMU Ineligible Noteholders (including the satisfaction of such condition at any adjourned CMU Notes Meeting as described in the CMU Notes Consent Solicitation Memorandum) |
| “CMU Notes Extraordinary Resolution”        | the extraordinary resolution to be put to the CMU Noteholders at the CMU Notes Meeting if the necessary quorum is present, as set out in the notice of meeting dated 23 December 2024 convening the CMU Notes Meeting   |
| “CMU Notes Form of Proxy”                   | a document in the English language available from the CMU Notes Registrar to be executed by a CMU Noteholder  |
| “CMU Lodging and Paying Agent”              | Citicorp International Limited in its capacity as CMU lodging and paying agent in respect of the CMU Notes  |
| “CMU Notes Proposal”                        | the proposal in respect of the CMU Notes Documentation set out in the CMU Notes Consent Solicitation Memorandum to reflect the operation of the Proposed Merger   |
| “CMU Notes Registered Holder”               | the HKMA (as operator of the CMU)   |
| “CMU Notes Registrar”                       | Citicorp International Limited in its capacity as registrar in respect of the CMU Notes   |

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| “CMU Notes Trustee”               | Citicorp International Limited in its capacity as trustee in respect of the CMU Notes  |
| “Company”                         | Haitong Securities Co., Ltd., a joint stock company incorporated in the PRC with limited liability, whose H shares and A shares are listed and traded on the Main Board of the Hong Kong Stock Exchange (stock code: 06837) and the Shanghai Stock Exchange (stock code: 600837), respectively   |
| “Consent Solicitation”            | the CMU Notes Consent Solicitation or the Yulan Notes Consent Solicitation, as applicable  |
| “Consent Solicitation Memorandum” | the CMU Notes Consent Solicitation Memorandum or the Yulan Notes Consent Solicitation Memorandum, as applicable  |
| “Electronic Consent”              | electronic consents approving the CMU Notes Extraordinary Resolution communicated through the electronic communication systems of the relevant CMU Notes Clearing System(s) in accordance with their operating rules and procedures by or on behalf of CMU Noteholders of not less than 90 per cent. in aggregate principal amount of the CMU Notes for the time being outstanding   |
| “Electronic Voting Instructions”  | <p>the electronic instruction which must be submitted or delivered by a CMU Noteholder through the CMU by each CMU participant, together with the relevant information and supporting documents, either:</p> <p>(a) instructing the CMU Notes Registered Holder that the vote(s) attributable to the CMU Notes the subject of such Electronic Voting Instruction should be cast in a particular way (in favour, against or abstain) in relation to a CMU Notes Extraordinary Resolution, which instruction shall form part of a CMU Notes Form of Proxy to be issued by the CMU Notes Registered Holder appointing the CMU Lodging and Paying Agent (who may subdelegate the Information and Tabulation Agent) as proxy in relation to a corresponding CMU Notes Meeting; or</p> <p>(b) indicating that such CMU Noteholder elects to attend and vote at the CMU Notes Meeting in person (including by a proxy other than the Information and Tabulation Agent) in such manner as set out in the CMU Notes Consent Solicitation Memorandum</p> |
| “Eligibility Condition”           | the CMU Notes Eligibility Condition or the Yulan Notes Eligibility Condition, as applicable  |
| “Eligible Noteholders”            | the CMU Eligible Noteholders or the Yulan Eligible Noteholders, as applicable  |



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| “Euroclear”                        | Euroclear Bank SA/NV   |
| “Extraordinary Resolution”         | the CMU Notes Extraordinary Resolution or the Yulan Notes Extraordinary Resolution, as applicable  |
| “Group”                            | the Company and its subsidiaries   |
| “HKMA”                             | the Hong Kong Monetary Authority   |
| “Hong Kong”                        | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Hong Kong Stock Exchange”         | The Stock Exchange of Hong Kong Limited  |
| “Ineligible Noteholders”           | the CMU Ineligible Noteholders or the Yulan Ineligible Noteholders, as applicable  |
| “Information and Tabulation Agent” | Morrow Sodali Limited, trading as Sodali & Co  |
| “Issuer”                           | Haitong International Finance Holdings Limited   |
| “Meeting”                          | the CMU Notes Meeting or the Yulan Notes Meeting, as applicable  |
| “Noteholders”                      | the CMU Noteholders or the Yulan Noteholders, as applicable  |
| “Notes”                            | the CMU Notes together with the Yulan Notes, and each a “ <b>Series</b> ”  |
| “PRC”                              | the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region and Taiwan)   |
| “Transaction Website”              | <a href="https://projects.sodali.com/haitong">https://projects.sodali.com/haitong</a>  |
| “U.S. person”                      | as defined in Regulation S under the Securities Act  |
| “Yulan Eligible Noteholders”       | each Yulan Noteholder who is (i) outside the United States and not a U.S. person and (ii) otherwise a person to whom the Yulan Notes Consent Solicitation can be lawfully made and that may lawfully participate in the Yulan Notes Consent Solicitation |

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| “Yulan Ineligible Noteholders”                | a Yulan Noteholder who is not a person to whom the Yulan Notes Consent Solicitation is being made, on the basis that such Yulan Noteholder is either (i) a U.S. person and/or located in the United States and/or (ii) a person to whom the Yulan Notes Consent Solicitation cannot otherwise be lawfully made  |
| “Yulan Noteholders”                           | each person in whose name a Yulan Note is registered in the books and records of Shanghai Clearing House (銀行間市場清算所股份有限公司) showing the names of the holder and the amount of interest in the Yulan Notes held by each holder (or in the case of a joint holding, the first-named thereof)  |
| “Yulan Notes”                                 | CNY3,500,000,000 3.30 per cent. guaranteed notes due 2027 issued by the Issuer and guaranteed by the Company  |
| “Yulan Notes Clearing System”                 | Euroclear and/or any other alternative clearing system or systems designated pursuant to a cooperation agreement entered into between Euroclear and Shanghai Clearing House (銀行間市場清算所股份有限公司)  |
| “Yulan Notes Consent Solicitation”            | soliciting consents from the Yulan Eligible Noteholders to certain proposed amendments and waivers as set out in the Yulan Notes Proposal   |
| “Yulan Notes Consent Solicitation Memorandum” | the consent solicitation memorandum dated 23 December 2024 in relation to the seeking of consents for certain proposed amendments and waivers as set out in the Yulan Notes Proposal  |
| “Yulan Notes Documentation”                   | the following in respect of the Yulan Notes: (i) the terms and conditions of the Yulan Notes, (ii) the deed of guarantee dated 1 March 2024, (iii) the fiscal agency agreement dated 1 March 2024 and (iv) the deed of covenant dated 1 March 2024  |
| “Yulan Notes Eligibility Condition”           | the condition to the effectiveness of the Yulan Notes Extraordinary Resolution, if passed, that the quorum required for, and the requisite majority of votes cast at, the Yulan Notes Meeting are satisfied by Yulan Eligible Noteholders irrespective of any participation by Yulan Ineligible Noteholders (including the satisfaction of such condition at any adjourned Yulan Notes Meeting as described in the Yulan Notes Consent Solicitation Memorandum) |
| “Yulan Notes Extraordinary Resolution”        | the extraordinary resolution to be put to the Yulan Noteholders at the Yulan Notes Meeting if the necessary quorum is present, as set out in the notice of meeting dated 23 December 2024 convening the Yulan Notes Meeting   |

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| “Yulan Notes Form of Attendee or Representative Appointment” | a document in the English language available from the Information and Tabulation Agent on the Transaction Website to be executed by a Yulan Noteholder, or in the case of Ineligible Noteholders, by contacting the Information and Tabulation Agent |
| “Yulan Notes Form of Proxy”                                  | a document in the English language available from the Information and Tabulation Agent on the Transaction Website to be executed by a Yulan Noteholder, or in the case of Ineligible Noteholders, by contacting the Information and Tabulation Agent |
| “Yulan Notes Proposal”                                       | the proposal in respect of the Yulan Notes Documentation set out in the Yulan Notes Consent Solicitation Memorandum to reflect the operation of the Proposed Merger  |

By order of the board of directors  
**Haitong International Finance Holdings Limited**

Hong Kong  
23 December 2024

*As at the date of this announcement, the directors of the Issuer are Mr. ZHANG Shaohua and Mr. SUN Tong.*

*As at the date of this announcement, the executive directors of the Company are Mr. ZHOU Jie, 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.*