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**Guotai Haitong Securities Co., Ltd.**  
**國泰海通證券股份有限公司**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 02611)**

**ANNOUNCEMENT**  
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**THE SEVENTH SESSION OF THE BOARD**  
**ELECTION OF INDEPENDENT DIRECTORS FOR**  
**THE SEVENTH SESSION OF THE BOARD**  
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**APPOINTMENT OF CHAIRMAN, VICE CHAIRMAN AND**  
**PRESIDENT OF THE COMPANY**  
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**AND**  
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Reference is made to the circular (the “**Circular**”), the notice of the 2025 first extraordinary general meeting issued on 17 March 2025 and the poll results announcement of the 2025 first extraordinary general meeting issued on 3 April 2025 of Guotai Haitong Securities Co., Ltd. (formerly known as Guotai Junan Securities Co., Ltd., the “**Company**”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

**ELECTION OF NON-INDEPENDENT DIRECTORS FOR THE SEVENTH SESSION OF THE BOARD**

The Board is pleased to announce that Mr. Zhu Jian, Mr. Li Junjie and Mr. Nie Xiaogang were appointed/re-elected as executive Directors for the seventh session of the Board; and Mr. Zhou Jie, Ms. Guan Wei, Mr. Zhong Maojun, Mr. Chen Hangbiao, Ms. Lv Chunfang, Ms. Ha Erman, Mr. Sun Minghui and Mr. Chen Yijiang were appointed/re-elected as non-executive Directors for the seventh session of the Board (collectively, the “**Non-independent Directors**”). Unless otherwise required by relevant applicable laws and regulations, the term of office of each of the Company’s Non-independent Directors shall be three years commencing from 3 April 2025.

For the biography of each of the Non-independent Directors, please refer to Appendix II to the Circular. Except for Mr. Li Junjie and Mr. Nie Xiaogang, who stepped down as the vice chairman of the Board and the chief financial officer of the Company on 3 April 2025, respectively, there has been no change in any of these biographies since the date of the Circular and up to the date of this announcement.

Each of the Non-independent Directors will enter into a service contract with the Company. Mr. Zhu Jian, Mr. Li Junjie and Mr. Nie Xiaogang will not receive any director's fees from the Company for being executive Directors of the Company (save for their corresponding remuneration in relation to their managerial positions in the Company). Each of Mr. Zhou Jie, Ms. Guan Wei, Mr. Zhong Maojun, Mr. Chen Hangbiao, Ms. Lv Chunfang, Ms. Ha Erman, Mr. Sun Minghui and Mr. Chen Yijiang will receive an annual director's fee of RMB150,000 (before tax) from the Company for being non-executive Directors of the Company. Non-independent Directors who are chairmen or members of committees under the Board will be offered with committee allowances at the rate of RMB50,000 (before tax) per annum for each chairman and RMB20,000 (before tax) per annum for each member, calculated on a cumulative basis for serving on multiple committees under the Board.

As of the date of this announcement and to the best knowledge of the Board, save as disclosed in this announcement and the Circular, each of the Non-independent Directors does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, and they do not have other relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company, nor do they hold any position in the Company or any of its subsidiaries. As at the date of this announcement, except that Mr. Li Junjie and Mr. Nie Xiaogang hold 599,686 and 315,000 A shares of the Company, respectively, the Non-independent Directors do not have any interest in the shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no such information in relation to the re-election/appointments of the Non-independent Directors which is required to be disclosed pursuant to the requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

## **ELECTION OF INDEPENDENT DIRECTORS FOR THE SEVENTH SESSION OF THE BOARD**

The Board is pleased to announce that Mr. Li Renjie, Mr. Wang Guogang, Mr. Pu Yonghao, Mr. Mao Fugen, Mr. Chen Fangruo and Mr. Jiang Xian were appointed/re-elected as independent non-executive Directors for the seventh session of the Board (collectively, the “**Independent Directors**”). Unless otherwise required by relevant applicable laws and regulations, the term of office of each of the Company's Independent Directors shall be three years commencing from 3 April 2025.

For the biography of each of the Independent Directors, please refer to Appendix II to the Circular. There has been no change in any of these biographies since the date of the Circular and up to the date of this announcement.

Each of the Independent Directors will enter into a service contract with the Company. Mr. Li Renjie, Mr. Wang Guogang, Mr. Pu Yonghao, Mr. Mao Fugen, Mr. Chen Fangruo and Mr. Jiang Xian will receive an annual director's fee of RMB300,000 (before tax) from the Company for being independent non-executive Directors of the Company. Independent Directors who are chairmen or members of committees under the Board will be offered with committee allowances at the rate of RMB50,000 (before tax) per annum for each chairman and RMB20,000 (before tax) per annum for each member, calculated on a cumulative basis for serving on multiple committees under the Board.

Each of the Independent Directors has confirmed that (i) he satisfies the independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries, nor is he connected with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his re-election/appointment. The Board considers that each of the Independent Directors meets the independence requirements set out in Rule 3.13 of the Listing Rules.

As at the date of this announcement and to the best knowledge of the Board, save as disclosed in this announcement and the Circular, each of the Independent Directors does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, and they do not have other relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company, nor do they hold any position in the Company or any of its subsidiaries. As of the date of this announcement, each of the Independent Directors does not have any interest in the shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no such information in relation to the re-election/appointments of the Independent Directors which is required to be disclosed pursuant to the requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

The Board hereby announces that Mr. Liu Xinyi, Mr. Chen Hua, Mr. Zhang Manhua, Mr. Wang Tao, Mr. Ding Wei, Mr. Bai Wei and Mr. Yim, Chi Hung Henry have retired as Directors due to the expiry of the term of the sixth session of the Board with effect from 3 April 2025. Mr. Liu Xinyi, Mr. Chen Hua, Mr. Zhang Manhua, Mr. Wang Tao, Mr. Ding Wei, Mr. Bai Wei and Mr. Yim, Chi Hung Henry have confirmed that they have no disagreement with the Board and there are no matters that need to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude to them for their services and valuable contributions made to the Company.

## **COMPOSITION OF THE BOARD**

The Board is pleased to announce that at the first meeting of the seventh session of the Board held on 3 April 2025, the Board approved the composition of the seventh session of the Board Committee, which is set out below:

The Board consists of 18 Directors, including three executive Directors, eight non-executive Directors, six independent non-executive Directors and one employee Director. Upon the election of an employee Director by the employees' representative assembly of the Company, such employee Director shall serve as a member of the Audit Committee.

Executive Directors:	Mr. Zhu Jian, Mr. Li Junjie and Mr. Nie Xiaogang
Non-executive Directors:	Mr. Zhou Jie, Ms. Guan Wei, Mr. Zhong Maojun, Mr. Chen Hangbiao, Ms. Lv Chunfang, Ms. Ha Erman, Mr. Sun Minghui and Mr. Chen Yijiang
Independent non-executive Directors:	Mr. Li Renjie, Mr. Wang Guogang, Mr. Pu Yonghao, Mr. Mao Fugen, Mr. Chen Fangruo and Mr. Jiang Xian

## **Strategy and ESG (Environmental, Social and Governance) Committee**

Chairman: Mr. Zhu Jian

Members: Mr. Zhou Jie, Ms. Ha Erman, Mr. Chen Yijiang and Mr. Pu Yonghao

## **Remuneration Appraisal and Nomination Committee**

Chairman: Mr. Li Renjie

Members: Ms. Guan Wei, Mr. Sun Minghui, Mr. Wang Guogang and Mr. Chen Fangruo

## **Audit Committee**

Chairman: Mr. Mao Fugen

Members: Mr. Chen Hangbiao, Mr. Wang Guogang and Mr. Pu Yonghao

## **Risk Control Committee**

Chairman: Mr. Li Renjie

Members: Mr. Li Junjie, Mr. Nie Xiaogang, Mr. Zhong Maojun and Mr. Jiang Xian

## **APPOINTMENT OF CHAIRMAN, VICE CHAIRMAN AND PRESIDENT OF THE COMPANY**

The Board is pleased to announce that, as at the date of this announcement, the Board has resolved to appoint Mr. Zhu Jian as Chairman, Mr. Zhou Jie as Vice Chairman and Mr. Li Junjie as President of the Company, with their respective terms of office commencing from 3 April 2025 to the expiration of the term of the seventh session of the Board.

The biographical details of Mr. Zhu Jian, Mr. Zhou Jie and Mr. Li Junjie and other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules are set out in the section headed “Election of Non-independent Directors for the Seventh Session of the Board” in this announcement.

## **CHANGE OF COMPANY NAME AND REGISTERED CAPITAL**

On 3 April 2025, the Company completed the registration procedures for the market entities changes of the company name and registered capital, and obtained the business license reissued by the Shanghai Municipal Administration for Market Regulation. The Chinese name of the Company was changed from “國泰君安證券股份有限公司” to “國泰海通證券股份有限公司”, and the registered capital was changed from RMB8,903,730,620 to RMB17,629,708,696, and other details of the business license remain unchanged.

The Company will perform the necessary filing procedures with the Companies Registry in Hong Kong. Upon obtaining the certificate of registration of alteration of name of registered non-Hong Kong company from the Companies Registry in Hong Kong, the Company will make further announcement(s) concerning the registration of the change of company name and the change of the stock short name of the Company used for the trading of H shares on the Hong Kong Stock Exchange in due course.

## **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Please refer to the Circular for the specific amendments to the Articles of Association. The full text of the amended Articles of Association will be published on the websites of the Hong Kong Stock Exchange and the Company in due course. There is a Chinese version and an English version of the amended Articles of Association, and the Chinese version shall prevail.

By order of the Board  
**Guotai Haitong Securities Co., Ltd.**  
**Zhu Jian**  
*Chairman*

Shanghai, the PRC  
3 April 2025

*As at the date of this announcement, the executive Directors of the Company are Mr. ZHU Jian, Mr. LI Junjie and Mr. NIE Xiaogang; the non-executive Directors of the Company are Mr. ZHOU Jie, Ms. GUAN Wei, Mr. ZHONG Maojun, Mr. CHEN Hangbiao, Ms. LV Chunfang, Ms. HA Erman, Mr. SUN Minghui and Mr. CHEN Yijiang; and the independent non-executive Directors of the Company are Mr. LI Renjie, Mr. WANG Guogang, Mr. PU Yonghao, Mr. MAO Fugen, Mr. CHEN Fangruo and Mr. JIANG Xian.*