Guotai Haitong Securities Co., Ltd.

Working Rules of the Strategy and ESG Committee of the Board of Directors[1]

Chapter I General Provisions

Rule 1 Guotai Haitong Securities Co., Ltd. (the "Company") has formulated these working rules pursuant to the Company Law of the People's Republic of China (中華人民共和國公司法), the Securities Law of the People's Republic of China (中華人民共和國證券法), Regulation on the Supervision and Administration of Securities Companies (證券公司監督管理條例), Corporate Governance Standards of Listed Companies (上市公司治理準則), Corporate Governance Standards of Securities Companies (證券公司治理準則), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (香港聯合交易所有限公司證券上市規則) and other relevant laws and regulations, departmental rules, regulatory documents and listing rules of the place where the shares of the Company are listed (collectively, the "Relevant Rules") and the Articles of Association of Guotai Haitong Securities Co., Ltd. (國泰海通證券股份有限公司章程) (hereinafter referred to as the "Articles of Association"), and based on the actual circumstances of the Company, in order to improve and standardize the independent, disciplined and effective exercise of powers of the Strategy and ESG Committee (the "Committee") established under the Board of Directors in accordance with laws and regulations to enhance the work efficiency and scientific decision-making capability of the Committee and ensure smooth operation of the Committee.

Rule 2 The Committee is a specialized committee established under and accountable to the Board of Directors, and reports work thereto.

Chapter II Composition and Organisation Structure

Rule 3 The Committee shall comprise at least three (3) Directors. The members of the Committee shall have the professional knowledge and work experience commensurate with the functions of the Committee, all of whom shall be nominated by the chairman of the Board of Directors and approved by the Board of Directors.

Rule 4 The Committee shall have one (1) chairman. Candidate for the chairman shall be nominated by the chairman of the Board of Directors and approved by the Board of Directors.

Rule 5 The term of office of Committee members shall be equivalent to that of the respective Directors. Any member of the Committee who ceases to be a member of the Board of Directors during his/her term of office shall automatically cease to be a member of the Committee. The Board of Directors shall fill the vacancy according to Rule 3 of these rules if the number of Committee members fails to meet the minimum number requirements.

Rule 6 The Company shall designate the relevant department as the secretarial department to assume the functions of secretary of the Committee.

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[1] *Note: this document has Chinese and English versions and the Chinese version shall prevail.*

Chapter III Functions and Duties

Rule 7 The main functions and duties of the Committee are as follows:

(I) to research and suggest on the medium and long term development strategies of the Company;

(II) to research and suggest on major investment and financing proposals subject to the Board's approval;

(III) to research and suggest on other major matters affecting the development of the Company;

(IV) to provide decision-making suggestions and recommendations to the Board on the Company's ESG strategy, including ESG vision, goals, strategies and policies;

(V) to supervise the Company's implementation of ESG strategy and the progress of objectives, to evaluate the potential impact of ESG work on the Company's business model and related risks, listen to internal and external feedbacks on ESG work, and put forward improvement suggestions for the subsequent ESG work;

(VI) to oversee compliance with ESG-related laws and regulatory requirements, review and recommend annual ESG report for Board's approval, ensure timely publication;

(VII) to monitor and urge the Company to strengthen communication with investors, regulators and other stakeholders, to evaluate the effectiveness and impact of the Company's ESG governance, to promote the construction of ESG culture;

(VIII) to study and promote the Company's legal construction, cultural development and other important work;

(IX) to inspect and evaluate the implementation of the above matters, and to make timely recommendations for adjustment; and

(X) to perform other functions and duties as stipulated by the Relevant Rules and the Articles of Association, and as authorized by the Board of Directors.

Rule 8 The Company shall provide the Committee with necessary resources to perform its duties, including those related to the Company's ESG performance and reporting. The secretarial department of the Company shall submit reports to the Committee on a regular or occasional basis based on the its request, or complete the other tasks assigned by the Committee.

Rule 9 The Committee's fund shall be covered by the budget of the Company. The Committee may, if necessary, engage professional parties when performing its duties at the reasonable cost of the Company.

Rule 10 The chairman of Committee shall perform the following duties:

(I) to convene and preside over meetings of the Committee;

(II) to supervise the daily work of the Committee;

(III) to examine and sign reports and other important documents of the Committee;

(IV) to report work to the Board of Directors on behalf of the Committee; and

(V) other duties that should be performed by the chairman.

When the chairman of the Committee is unable to perform his/her duties, he/she shall designate a member to act on his/her behalf.

Chapter IV Meetings and Rules of Procedures

Rule 11 Meetings of the Committee shall in principle be held on site. Provided that all participating members can fully communicate and express their opinions, meetings may be held by video conference, telephone, written resolution by circulation or other means in accordance with procedures, wherever necessary.

Rule 12 A meeting may be convened by the chairman of the Committee when he/she considers it necessary or upon the proposal of Committee members. Where an independent Director member becomes conscious of a significant matter of the Company within the Committee's scope of duties during performance of duties, he or she may promptly submit a proposal for discussion and review by the Committee in accordance with procedures.

Rule 13 Notice of the meetings and materials of the meeting in writing shall in principle be sent to all members of the Committee at least three (3) days before the date appointed for the meeting. The aforesaid advance notice period may be waived upon consents of two-thirds or more of the members.

Rule 14 A notice of meeting of the Committee shall include the following contents:

(I) the date and venue of the meeting;

(II) the duration of the meeting;

(III) the reasons for and agenda of the meeting; and

(IV) the date of dispatch of the notice.

Rule 15 A Committee meeting shall be convened and presided over by the chairman of the Committee. When the chairman is unable to attend the meeting, he/she may appoint another member to preside over the meeting on his/her behalf. A meeting shall be held only when more than two-thirds of the members are present at the meeting.

Rule 16 If for any reasons any member of the Committee is unable to attend the meeting, he/she shall notify the secretarial department in advance, or appoint in writing another member to attend the meeting. However, independent Directors serving as members of the Committee shall attend Committee meetings in person. If for any reasons an independent Director is unable to attend the meeting in person, he/she shall review the meeting materials beforehand, form clear opinions, and appoint in writing another independent Director member to attend the meeting on his/her behalf.

Rule 17 With the consent of the chairman of the Committee, the Committee may invite experts, advisers, professional consultants and any members of the management it considers necessary to attend meetings of the Committee.

Rule 18 Voting of the Committee shall be by a show of hands or other means as proposed by the presiding person. Each member shall have one (1) vote. A resolution proposed at a meeting shall be passed by more than half of all members of the Committee.

If a Committee member, who should have ceased to perform duties pursuant to the Relevant Rules but has failed to do so, or should have been removed from office but has not yet been removed, attends and votes at a Committee meeting, his or her vote shall be invalid and shall not be counted towards the attendance.

A member of the Committee shall abstain from the meeting if he or she is interested in the matter under discussion.

Rule 19 The secretarial department shall be responsible for the minutes of Committee meetings, which shall include the following contents:

(I) the date, venue and the name of convener of the meeting;

(II) the number of members who should be present and the number of members who are actually present;

(III) an explanation of the relevant procedures of the meeting and the validity of the resolutions of the meeting;

(IV) an explanation of the proposals examined and voted at the meeting and the results of the voting;

(V) opinions of attending Committee members; and

(VI) other matters that should be explained and recorded in the minutes of meeting.

Rule 20 The meeting minutes shall be true, accurate, and complete, fully reflecting the opinions expressed by the attendees on the matters reviewed. Committee members and other relevant persons present at a meeting, including the recorder, shall sign the meeting minutes accordingly.

Rule 21 Members of the Committee who are present at the meeting and persons attending the meeting shall keep confidential all matters discussed at the meeting.

Rule 22 The secretarial department shall, after the meetings, timely transfer to the office of the Board of Directors of the Company minutes of meetings of the Committee and all meeting materials and relevant documents delivered to the Committee members for unified and proper maintenance.

Chapter V Supplemental Provisions

Rule 23 Any matter which is not covered in these rules or in conflict with the laws, administrative regulations, departmental rules, other relevant regulatory documents and provisions of the listing rules of the place where the shares of the Company are listed promulgated from time to time, the laws, administrative regulations, departmental rules, other relevant regulatory documents and provisions of the listing rules of the place where the shares of the Company are listed shall prevail.

Rule 24 The term "independent Director" in these rules has the same meaning as "independent non-executive director" in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

For the purposes of these rules, ESG refers to Environmental, Social and Governance.

Rule 25 Amendments to these rules shall be proposed by the Committee with effect from the date of approval of the Board of Directors. The Board of Directors shall be responsible for the interpretation of these rules.