Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Guotai Haitong Securities Co., Ltd.
國泰海通證券股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 02611)

ANNOUNCEMENT
CONTINUING CONNECTED TRANSACTIONS
RENEWAL OF THE NEW FRAMEWORK AGREEMENT FOR SECURITIES AND FINANCIAL PRODUCTS TRANSACTIONS AND SERVICES WITH HUAAN FUNDS

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

Gram Capital Limited
嘉林資本有限公司

RENEWAL OF THE NEW FRAMEWORK AGREEMENT

References are made to the announcements of the Company dated 29 December 2022 and 20 October 2023 and the circular dated 13 November 2023, in respect of the Original Framework Agreement entered into between the Company and HuaAn Funds. Since the Original Framework Agreement will expire on 31 December 2025, and the Group expects such transactions to continue thereafter, on 30 October 2025, the Board approved the Company to renew the New Framework Agreement with HuaAn Funds, pursuant to which the New Framework Agreement will be valid for a term commencing from 1 January 2026 to 31 December 2028.

Pursuant to the New Framework Agreement, the Group and HuaAn Funds Group agreed to conduct securities and financial transactions with each other and provide securities and financial products as well as financial services to each other, in our and their respective ordinary course of business based on normal commercial terms and market practices at prevailing market prices or rates.

The New Framework Agreement has not been executed yet as at the date of this announcement and is still subject to the approval from the Independent Shareholders at the EGM. The Company will make an announcement in due course in accordance with the requirements under the Listing Rules and the rules of the Shanghai Stock Exchange.

LISTING RULES IMPLICATIONS

As at the date of this announcement, HuaAn Funds is owned as to 51% by the Company and is a subsidiary of the Company. International Group (a substantial shareholder of the Company) holds 33.55% equity interests in GTJA Investment and 100% equity interests in International Investment. Accordingly, each of GTJA Investment and International Investment is an associate of International Group as defined under the Listing Rules and thus a connected person of the Company. GTJA Investment and International Investment hold 20% and 5% equity interests in HuaAn Funds, respectively. They can exercise more than 10% of the voting power at HuaAn Funds, therefore HuaAn Funds constitutes a connected subsidiary of the Company as defined under the Listing Rules, and the New Framework Agreement and the transactions contemplated thereunder therefore constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the Proposed Annual Caps under the New Framework Agreement is more than 5%, the transactions contemplated under the New Framework Agreement shall be subject to the reporting, announcement, annual review, circular (including independent financial adviser's advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

In order to review the New Framework Agreement and the Continuing Connected Transactions contemplated thereunder (including the Proposed Annual Caps), the Board has established the Independent Board Committee, which comprises of all the independent non-executive Directors, namely Mr. LI Renjie, Mr. WANG Guogang, Mr. PU Yonghao, Mr. MAO Fugen, Mr. CHEN Fangruo and Mr. JIANG Xian. The Independent Board Committee shall advise the Independent Shareholders in respect of the New Framework Agreement and the Continuing Connected Transactions contemplated thereunder (including the Proposed Annual Caps). Its advice and recommendations will be included in the circular to be despatched by the Company.

In addition, the Company has appointed Gram Capital as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the New Framework Agreement and the Continuing Connected Transactions contemplated thereunder (including the Proposed Annual Caps).

DESPATCH OF CIRCULAR

A circular containing, among other things, (i) a letter from the Board setting out further details of the New Framework Agreement and the Continuing Connected Transactions contemplated thereunder (including the Proposed Annual Caps), (ii) a letter from the Independent Board Committee, (iii) a letter from the Independent Financial Adviser, and (iv) a notice of the EGM, is expected to be despatched to the Shareholders on or before 20 November 2025.

RENEWAL OF THE NEW FRAMEWORK AGREEMENT

References are made to the announcements of the Company dated 29 December 2022 and 20 October 2023 and the circular dated 13 November 2023, in respect of the Original Framework Agreement entered into between the Company and HuaAn Funds. Since the Original Framework Agreement will expire on 31 December 2025, and the Group expects such transactions to continue thereafter, on 30 October 2025, the Board approved the Company to renew the New Framework Agreement with HuaAn Funds, pursuant to which the New Framework Agreement will be valid for a term commencing from 1 January 2026 to 31 December 2028.

Pursuant to the New Framework Agreement, the Group and HuaAn Funds Group agreed to conduct securities and financial transactions with each other and provide securities and financial products as well as financial services to each other, in our and their respective ordinary course of business based on normal commercial terms and market practices at prevailing market prices or rates.

The New Framework Agreement has not been executed yet as at the date of this announcement and is still subject to the approval from the Independent Shareholders at the EGM. The Company will make an announcement in due course in accordance with the requirements under the Listing Rules and the rules of the Shanghai Stock Exchange.

Summary of Principal Terms of the New Framework Agreement

Parties: (1) the Company; and

(2) HuaAn Funds

Term: From 1 January 2026 to 31 December 2028 (both dates inclusive)

Scope of Continuing Connected Transactions

1. Securities and Financial Product Transactions

According to the New Framework Agreement, we expect that the Securities and Financial Product Transactions between us and HuaAn Funds Group include (but not limited to) the following:

- **products with fixed-income features** – including but not limited to bonds, funds, trust, wealth management products, asset management plans, asset-backed securities products, bond borrowing and lending, structured products, futures and other financial products with fixed-income features; interest rates and credit risk derivatives and other fixed-income products;

- **equity products** – including but not limited to equity products (including stocks, equity interests, stocks listed on the National Equities Exchange and Quotations and other products with features of equity), funds, trusts, wealth management products, asset management products and equity derivatives (such as swaps, futures, options, etc.);

- **financing transactions** – secured or unsecured financing transactions (including but not limited to lending and borrowing, repurchase, inter-bank deposits, income right, asset-backed securities, mutual debt certificates, short-term financing bonds, income certificates, subordinated bonds and corporate bonds); and

- **other relevant securities and financial products transactions permitted by regulatory authorities** – including but not limited to futures, commodity exchange, foreign exchange.

together, the "**Securities and Financial Product Transactions**".

2. Financial Services

In addition to the Securities and Financial Product Transactions, the Group and HuaAn Funds Group also provide to each other with Financial Services in our and their respective ordinary course of business.

Services provided by the Group to HuaAn Funds Group pursuant to the New Framework Agreement include (but not limited to):

- **financial products agency sale services** – providing agency service for selling financial products;

- **brokerage services** – including but not limited to brokerage services for securities brokers, futures brokers and other related financial products;

- **rental of trading booths** – providing rental service of trading booths;

- **custody and outsourcing** – providing asset custody and operation outsourcing services; and

- **other relevant securities and financial services permitted by regulatory authorities** – including but not limited to financial and securities consulting and advisory services and commodity services.

Services provided by HuaAn Funds Group to the Group pursuant to the New Framework Agreement include (but not limited to):

- **financial products agency sale services** – including but not limited to agency sale of financial products;

- **entrusted asset management services** – including but not limited to the management of entrusted assets of customers; and

- **other financial and securities consulting and advisory services permitted by regulatory authorities.**

together, the "**Financial Services**".

Pricing Basis

The pricing basis for the Securities and Financial Product Transactions and Financial Services is set out as follows.

1. Securities and Financial Product Transactions

Securities and Financial Product Transactions are principally conducted in China interbank bond market and China exchange bond market, exchanges (including stock exchanges, future exchanges, Shanghai Gold Exchange and China Foreign Exchange Trade System) and other over-the-counter markets, with transaction prices and related fees determined based on prevailing market prices. The pricing of such transactions is also subject to strict regulation in the PRC and shall comply with applicable laws and regulations of the PRC. Below is a summary of the pricing basis of each of the Securities and Financial Product Transactions.

- **Products with fixed-income features**

The fixed-income products and transactions in the PRC are mainly carried out through the interbank bond market and stock exchanges (call auction trading system, bulk trading platform and fixed-income platform). Except for the call auction trading on the exchanges, the prices for transactions in the interbank bond market, the bulk trading platforms and the fixed-income platforms of stock exchanges are mainly determined by reference to the bond valuations published by China Central Depository & Clearing Company Limited ("**CCDC**") and China Securities Depository and Clearing Corporation Limited ("**CSDC**"). The deviation of the price quoted for a transaction in the interbank bond market shall be within 2% of the valuation published by CCDC, otherwise, it shall be reported to CCDC. In the absence of reasonable reasons, the abnormal pricing may be subject to a warning or even punishment by regulatory authorities. With regard to fixed-income products and transactions conducted on stock exchanges, the price for a call auction trading is the prevailing market price, and the price for a non-call auction trading is mainly determined by reference to the bond valuation published by CSDC.

With regard to fixed-income financing instruments issued by HuaAn Funds Group and subscribed by the Group or the financing instruments issued by the Group and subscribed by HuaAn Funds Group, the subscription price is determined by the issuer of the financing instruments with reference to the valuations of the financing instruments published by CCDC or CSDC with the same credit and term and shall be in line with the subscription price for other investors. The Company and HuaAn Funds Group shall comply with the relevant administrative regulations, rules and measures of the PRC governing the issuance of their financial instruments, including pricing.

The fixed-income products outside the PRC are mainly traded on the over-the-counter market, with the transaction pricing mainly determined by reference to the market inquiry by the market makers.

- **Equity products**

A majority of certain equity products and transactions carried out in the securities market, including the stock market, are carried out through systems in which the identities of the counterparties are unknown and the transaction price is based on the prices quoted by the counterparties in the market. Real-time quotations for relevant securities and financial products are obtained through the trading systems of relevant stock exchanges; with regard to equity products for which the reference market price is unavailable in the market, the prices are mainly determined by reference to the market-based valuation method and the market price of similar products.

- **Financing transactions**

In terms of inter-bank lending and borrowing and repurchases, they are variably quoted based on SHIBOR of the National Interbank Funding Center and the time-weighted rate of repurchase at the front office along with certain factors, such as assessment of prevailing capital adequacy, the credit quality of counterparties and the quality of collaterals, such as pledged bonds. The pricing of such transactions are also subject to strict PRC regulatory supervision and requirements of the applicable PRC laws and regulations.

- **Over-the-counter derivative transactions**

The prices for over-the-counter derivative transactions are mainly determined: (1) according to derivative pricing models, such as Monte Carlo simulation and B-S model; (2) by reference to expected changes in the prices of relevant targets.

- **Gold products, futures and foreign exchange transactions**

Relevant gold products, futures and foreign exchange transactions are mainly carried out on Shanghai Gold Exchange, China Financial Futures Exchange and China Foreign Exchange Trade System, under a call auction mechanism or quote request mechanism, and with the pricing mainly based on the transactions of certain securities and financial products in the market. The Company has access to the trading systems of relevant exchanges to obtain real-time quotations for the relevant securities and financial products.

- **Other securities and financial products and transactions**

Securities and financial products and transactions also include subscriptions of funds, trust, wealth management products and asset management products (the "**Products**"). The pricing of such transactions is determined based on the unit net value of the relevant Products on the date of transaction. The unit net value of such Products is calculated by dividing the net asset value of the Products by the amount of the fund units. The net asset value of the Products is the sum of the values of various marketable securities and notes, principals and interests of bank deposits, fund subscription monies receivables and other assets invested by such Products, less the liabilities of such Products, the calculation of which shall be in compliance with the China Accounting Standards for Business Enterprises. The net value of such Products is audited by a manager, reviewed by a custodian and confirmed by an external audit firm on a regular basis. The calculation method of the unit net value of the Products is set forth in the fund contract and prospectus, and equally applies to all investors of the Products.

2. Financial Services

- **Financial products agency sale services** – The price is determined after arm's length negotiation, based on market prices, industry management and the total amount of financial products covered under the sales agency arrangements, with reference to the fees charged by HuaAn Funds or the Company for similar sales agency services to independent customers;

- **Brokerage services** – The price is determined after arm's length negotiation with reference to the prevailing market rates for similar securities or futures;

- **Rental of trading booths** – The commission rates for the rental of trading booths are fairly transparent in the market. The Company calculates the commission as a percentage of the amount of each transaction conducted through the trading booth and such percentage is determined based on prevailing market prices and industry practice;

- **Custody and outsourcing** – The rates for the services are generally transparent and standardized. The Company performs its responsibilities including asset custody, investment liquidation, valuation calculation, investment supervision, information disclosure and reporting in accordance with laws and regulations and fund contracts. Relevant rates are determined after arm's length negotiation, in consideration of factors including market competition;

- **Entrusted asset management services** – The rates are determined after arm's length negotiation, with reference to factors such as prevailing market rates, the value of products sold or the size of the entrusted assets and the complexity of providing the specified services;

- **Other securities and financial services including securities and financial consulting and advisory services and commodity services** – The prices are determined by the nature of the transaction in accordance with applicable laws and regulations with reference to prevailing market prices.

INTERNAL CONTROL MEASURES TO REGULATE THE CONTINUING CONNECTED TRANSACTIONS

The Group has adopted a series of internal pricing policies and approval procedures to regulate the mutual provision of securities and financial products and services among the Company and HuaAn Funds Group. The major internal policies include the following:

- The terms (including pricing terms) in respect of the securities and financial services contemplated under the New Framework Agreement shall be similar to those offered by/ to an Independent Third Party for comparable services, and shall be subject to the same internal selection, approval and supervision procedures and pricing policies applicable to an Independent Third Party.

- For Securities and Financial Product Transactions and Financial Services provided by the Group to HuaAn Funds Group, the Group will offer similar pricing terms to HuaAn Funds Group as those to other Independent Third Parties and no preferential terms shall be provided to HuaAn Funds Group. Prior to conducting such transactions, the relevant departments of the Company would conduct inspection and due diligence, assess whether the pricing is in compliance with relevant policies and procedures of the Group and whether the price is fair and reasonable after considering specific factors such as services provided, and grant approval, where appropriate.

- For Securities and Financial Product Transactions and Financial Services provided by HuaAn Funds Group to the Group, the Company will select suppliers and determine the relevant terms of the transactions through inquiry and negotiation process. The Company will also gather information on its suppliers and their levels of fees and prices and compare the fees/prices and quality of services before selection. A prior assessment will be conducted by the responsible officer to assess whether the proposed prices by suppliers are fair and reasonable before submission for consideration and approval to the head of the relevant department. In such case, any offer from HuaAn Funds Group needs to pass through the selection process the same as other suppliers before it could be appointed. As the Company will consider the various updated market information available and because of the uniqueness of financial transactions, there is no specific internal requirement as to the number of suppliers that will be selected for a particular type of service.

- The internal audit department of the Company will conduct an audit of material connected transactions, and the audit report will be submitted to the Board for consideration.

- The Company has formulated internal guidelines in accordance with Listing Rules, stipulating relevant approval procedures for connected transactions.

The conduct of continuing connected transactions is also subject to annual review by all independent non-executive Directors and confirmation on that such transactions are in ordinary and usual course of business, on normal commercial terms or better, and the terms thereof are fair and reasonable and in the interest of Shareholders of the Company as a whole. The auditors of the Company will conduct an annual review of the Company's continuing connected transactions and provide confirmations that such transactions are conducted in accordance with the pricing policies, the terms of the New Framework Agreement and the approval of the Board, and such transactions did not exceed the annual cap.

HISTORICAL FIGURES, PROPOSED ANNUAL CAPS AND BASIS OF DETERMINATION

Historical Figures

In RMB millions

	2023	2024	Eight months ended 31 August 2025
Securities and Financial Product Transactions			
Inflow[1]	3,770.20	4,477.77	3,046.70
Outflow[2]	8,151.17	4,219.25	1,358.17
Financial Services[3]			
Revenue generated by the Group	127.99	79.87	54.41
Fees payable by the Group	6.48	4.83	3.61

Proposed Annual Caps

In RMB millions

	2026	2027	2028
Securities and Financial Product Transactions			
Inflow[1]	40,844.12	53,538.92	62,082.59
Outflow[2]	41,778.03	54,598.83	63,186.50
Financial Services[3]			
Revenue to be generated by the Group	252.15	255.69	259.69
Fees payable by the Group	71.00	82.50	94.23

Notes:

1. For this category, "inflow" refers to the total cash inflow in relation to the Group's sales of Securities and Financial Product Transactions to HuaAn Funds Group, the Group's redemption of securities and financial products issued by HuaAn Funds Group to which the Group has subscribed or the Group's borrowings from and lendings to HuaAn Funds Group.

2. For this category, "outflow" refers to the total cash outflow in relation to the Group's purchase of Securities and Financial Product Transactions from HuaAn Funds Group, the redemption by HuaAn Funds Group of securities and financial products issued by the Group to which HuaAn Funds Group have subscribed or the Group's borrowings from and lendings to HuaAn Funds Group.

3. All the revenue to be generated and fees payable by the Group in connection with the inflow and outflow arising from the Securities and Financial Product Transactions have been included into the revenue to be generated and fees payable relating to the provision of Financial Services.

Basis for Determining the Proposed Annual Caps

Securities and Financial Product Transactions

In estimating the Proposed Annual Caps of the total inflow and outflow amount of the Securities and Financial Product Transactions, we have considered, among other things, the following key factors:

- **Historical amounts of the inflows and outflows.** Historical inflow and outflow amounts in Securities and Financial Product Transactions between the Group and HuaAn Funds Group for the years ended 31 December 2023 and 2024 and the eight months ended 31 August 2025.

- **Expected increase in business scale following the completion of the Merger.** In March 2025, the Company completed the matters in relation to the merger with Haitong Securities by way of absorption and a share-for-share exchange and the raising of ancillary funds (hereinafter refer to as the "**Merger**"). The Merger significantly expanded the Group's asset scale and business volume, comprehensively enhancing its market competitiveness and overall service capabilities. Following the completion of the Merger, the Group possesses a more robust business foundation and client structure and is expected to gradually unleash the synergy effect, driving sustained business growth. In light of these developments, we anticipate a substantive increase in cooperation between the Group and HuaAn Funds Group. Such cooperation is anticipated to span a broader spectrum of business areas and adopt more in-depth cooperation models, thereby creating greater synergistic value and long-term development opportunities for both parties.

- In view of the trends of further extensive and deeper cooperation between the Group's various business lines and HuaAn Funds Group in the future, we anticipate that the caps for the inflow and outflow of the Securities and Financial Product Transactions between the Group and HuaAn Funds Group from 2026 to 2028 will significantly increase. Such increases are primarily due to the following factors: HuaAn Funds Group has a complete product line and strong product innovation capability, with its fund products under management performing well, which are in line with the business development needs of the Group; by leveraging the Group's overall strengths and robust investment research resources, HuaAn Funds continues to enhance its asset management capabilities, consistently ranking among the industry leaders in terms of asset scale:

    i. HuaAn Funds' asset under management has experienced rapid growth in recent years and is expected to continue steady growth from 2026 to 2028. As of 31 December 2024, HuaAn Funds had served over 130 million clients, managed a total of 275 mutual funds, with a total value of RMB693.169 billion;

    ii. The number and scale of new products issued by HuaAn Funds continue to expand, and in line with the Group's overall operation and development in related business, the Group has a continuous need to subscribe for HuaAn Funds' securities and financial products.

- based on above reasons, the Group will invest in certain HuaAn Funds products as part of its investment portfolio, in particular in securities and financial products with fixed-income features provided by HuaAn Funds, which mainly include:

  i. Within the framework of market expansion and supportive policy measures, HuaAn Funds launched new products, such as the sci-tech innovation bonds ETF. Market demand continued to be released, and participation rapidly increased. With the continuous refinement of market-making mechanisms and expanded product offerings, capital inflow has accelerated, driving a stepwise growth trajectory for the business in various new products, which has a strong future growth momentum. We anticipate that the Proposed Annual Caps for inflow/outflow amounts of fixed-income business will be approximately RMB26.7 billion for the year ending 31 December 2026, with the inflow/outflow amounts for the next two years expected to grow at a compound annual growth rate of approximately 32%; and

  ii. to meet its liquidity management requirements, the Group has deployed available funds to subscribe for the facility of money market funds issued by HuaAn Funds to optimize its liquidity allocation. We anticipate to incur inflow of approximately RMB8,300 million and outflow of approximately RMB8,700 million from the Securities and Financial Product Transactions for the year ending 31 December 2026, with the inflow/outflow amounts for the next two years expected to grow at a compound annual growth rate of approximately 5%.

- in addition to products with fixed-income features, in terms of other product transactions within the Securities and Financial Product Transactions, the Group intends to engage in transactions including bonds repurchase transactions (i.e. the party holding and selling bonds simultaneously undertakes to repurchase such bonds) and subscribe for QDII financial products issued by qualified domestic institutional investors. Therefore, we anticipate that the Proposed Annual Caps for inflow and outflow amounts of each of such transactions will range from approximately RMB5,000 million to RMB5,200 million for the three years ending 31 December 2028.

Financial Services

In estimating the Proposed Annual Caps for revenue to be generated from the Financial Services, we have considered, among other things, the following key factors:

- **Historical amounts of our revenue generated from the Financial Services provided.** Historical transaction amounts of the Financial Services between the Group and HuaAn Funds Group for the years ended 31 December 2023 and 2024 and the eight months ended 31 August 2025.

- **Expected increase in business scale following the completion of the Merger.** In March 2025, the Company completed the matters in relation to the merger with Haitong Securities by way of absorption and a share-for-share exchange and the raising of ancillary funds. The Merger significantly expanded the Group's asset scale and business volume, comprehensively enhancing its market competitiveness and overall service capabilities. Following the completion of the Merger, the Group possesses a more robust business foundation and client structure and is expected to gradually unleash the synergy effect, driving sustained business growth. In light of these developments, we anticipate a substantive increase in cooperation between the Group and HuaAn Funds Group. Such cooperation is anticipated to span a broader spectrum of business areas and adopt more in-depth cooperation models, thereby creating greater synergistic value and long-term development opportunities for both parties.

- In view of the Securities and Financial Product Transactions and other product transactions between the Group and HuaAn Funds Group, including the proposed bonds repurchase transactions and subscriptions for QDII financial products issued by qualified domestic institutional investors, we anticipate to generate revenue of approximately RMB165 million per year over the next three years in relation to these transactions.

- The institutional sales business has remained stable overall. Upon comprehensive consideration of historical transaction amounts and impact of the reform in public fund rates, we expect the institutional client services provided by the Group to HuaAn Funds Group (such as rental of trading booths) to remain stable. As a result, we anticipate that the annual caps for revenue generated in each of the next three years will range from RMB51 million to RMB53 million.

In estimating the Proposed Annual Caps for the payable fees incurred from our procurement of Financial Services from HuaAn Funds, we have considered, among other things, the following key factors:

- **Historical amounts.** Historical transaction amounts of payable fees incurred from the Group's procurement of Financial Services from HuaAn Funds for the years ended 31 December 2023 and 2024 and the eight months ended 31 August 2025.

- HuaAn Funds Group not only provides customers with a wide variety of investment products but also offers professional and customized asset management services based on client needs. With the continuous improvement of the Group's comprehensive financial service platform and the increasingly prominent synergies, the scope of cooperation between the Group and HuaAn Funds Group will be broader. Therefore, we anticipate the **asset management service expenses** to be paid by the Group to HuaAn Funds to increase annually over the next three years. The asset management expenses are expected to be approximately RMB62 million in 2026, with the amounts of asset management service expenses for the next two years expected to grow at a compound annual growth rate of approximately 15%.

REASONS AND BENEFITS FOR ENTERING INTO THE NEW FRAMEWORK AGREEMENT

HuaAn Funds is one of the first five fund management companies established in the PRC as approved by the China Securities Regulatory Commission, mainly engaged in the mutual fund and specific asset management businesses. Meanwhile, the Group provides wealth management services to its individual and institutional clients, which primarily offer securities and financial products developed by the Group. The Group also distributes securities and financial products developed by other financial institutions, including HuaAn Funds, to offer a more diversified and comprehensive products portfolio to its clients.

Following the Group's completion of the Merger in March 2025, its overall asset scale, business volume and comprehensive service capabilities have achieved significant expansion, laying a solid foundation for deepening institutional client cooperation and expanding financial product transactions. HuaAn Funds possesses an extensive product line, strong market competitiveness and product innovation capabilities, and the fund products it manages show favourable performance. The Group will allocate a portion of HuaAn Funds' products in its trading investment and liquidity management activities. As a subsidiary of the Company, HuaAn Funds and the Group's broad wealth management system integrate and empower each other. Various business lines of the Group will subscribe for certain HuaAn Funds' products, which will support the development of HuaAn Funds while further enhancing investor confidence in HuaAn Funds' products. The Group and HuaAn Funds Group have fully leveraged their respective professional advantages, actively explored business cooperation opportunities, and formed a virtuous cycle and development trend of mutual promotion and win-win cooperation in wealth management, investment management, institutional and trading businesses, as well as client management and product development.

OPINION FROM THE BOARD

The Directors (excluding the Independent Board Committee) consider the New Framework Agreement and the transactions contemplated thereunder are entered into in the usual and ordinary course of business of the Group and are conducted on an arm's length basis and on normal commercial terms, and are fair and reasonable and in the interests of the Company and its shareholders as a whole. The Independent Board Committee shall advise the Independent Shareholders in respect of the New Framework Agreement and the Continuing Connected Transactions contemplated thereunder (including the Proposed Annual Caps), and its advice and recommendations will be included in the circular to be despatched by the Company.

Mr. ZHOU Jie, Ms. GUAN Wei, Mr. ZHONG Maojun, Mr. CHEN Hangbiao and Ms. LV Chunfang, being Directors, have abstained from voting at the board meeting approving the New Framework Agreement due to the potential conflict of interests as a result of their directorships or certain positions in International Group and/or its associates pursuant to the Rule 13.44 of the Listing Rules. Save as disclosed above, none of the other Directors has a material interest in the relevant transactions or holds any position in the International Group and/or its associates which would require him/her to abstain from voting on the relevant Board resolution.

LISTING RULES IMPLICATIONS

As at the date of this announcement, HuaAn Funds is owned as to 51% by the Company and is a subsidiary of the Company. International Group (a substantial shareholder of the Company) holds 33.55% equity interests in GTJA Investment and 100% equity interests in International Investment. Accordingly, each of GTJA Investment and International Investment is an associate of International Group as defined under the Listing Rules and thus a connected person of the Company. GTJA Investment and International Investment hold 20% and 5% equity interests in HuaAn Funds, respectively. They can exercise more than 10% of the voting power at HuaAn Funds, therefore HuaAn Funds constitutes a connected subsidiary of the Company as defined under the Listing Rules, and the New Framework Agreement and the transactions contemplated thereunder therefore constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the Proposed Annual Caps under the New Framework Agreement is more than 5%, the transactions contemplated under the New Framework Agreement shall be subject to the reporting, announcement, annual review, circular (including independent financial adviser's advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

THE EGM

The Company will convene an EGM to obtain the approval from the Independent Shareholders in respect of the New Framework Agreement and the Continuing Connected Transactions contemplated thereunder (including the Proposed Annual Caps).

International Group, being the substantial shareholder of the Company, together with its associates and Shanghai Industrial, who has a material interest in the New Framework Agreement and the Continuing Connected Transactions contemplated thereunder, will abstain from voting at the EGM on the ordinary resolution to approve the New Framework Agreement and the Proposed Annual Caps. The relevant resolution to be proposed at the EGM will be voted on by poll in compliance with the Listing Rules. Save as disclosed above and to the best knowledge of the Directors, as at the date of this announcement, no other Shareholder has a material interest in the New Framework Agreement and the Proposed Annual Caps, and therefore no other Shareholder is required to abstain from voting on that resolution at the EGM.

Independent Board Committee and Independent Financial Adviser

To consider the New Framework Agreement and the Continuing Connected Transactions contemplated thereunder (including the Proposed Annual Caps), the Board has established the Independent Board Committee, which comprises of all the independent non-executive Directors, namely Mr. LI Renjie, Mr. WANG Guogang, Mr. PU Yonghao, Mr. MAO Fugen, Mr. CHEN Fangruo and Mr. JIANG Xian. The Independent Board Committee shall advise the Independent Shareholders in respect of the New Framework Agreement and the Continuing Connected Transactions contemplated thereunder (including the Proposed Annual Caps). Its advice and recommendations will be included in the circular to be despatched by the Company.

In addition, the Company has appointed Gram Capital as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the New Framework Agreement and the Continuing Connected Transactions contemplated thereunder (including the Proposed Annual Caps).

Despatch of Circular

A circular containing, among other things, (i) a letter from the Board setting out further details of the New Framework Agreement and the Continuing Connected Transactions contemplated thereunder (including the Proposed Annual Caps), (ii) a letter from the Independent Board Committee, (iii) a letter from the Independent Financial Adviser, and (iv) a notice of the EGM, is expected to be despatched to the Shareholders on or before 20 November 2025.

GENERAL INFORMATION

The Company

The Company is 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: 02611) and the SSE (stock code: 601211), respectively. The principal businesses of the Company are securities brokerage, proprietary securities trading, securities underwriting and sponsorship and relevant financial services.

HuaAn Funds

HuaAn Funds is a limited liability company incorporated in the PRC and is primarily engaged in fund management. As of the date of this announcement, HuaAn Funds is a non-wholly owned subsidiary of the Company and is held as to 51%, 20%, 12%, 12% and 5% by the Company, GTJA Investment, Shanghai Industrial, Jin Jiang International Investment and International Investment, respectively. In addition, the associates of International Group (a substantial shareholder of the Company), GTJA Investment and International Investment, can exercise more than 10% of the voting power at HuaAn Funds. Therefore, HuaAn Funds constitutes a connected subsidiary of the Company.

DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings in this announcement:

"A Share(s)"	domestic shares of the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi and are listed for trading on the Shanghai Stock Exchange
"associate(s)"	has the same meaning ascribed to it under the Listing Rules
"Board"	the board of Directors of the Company
"Company"	Guotai Haitong Securities Co., Ltd. (國泰海通證券股份有限公司), 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: 02611) and the SSE (stock code: 601211), respectively
"connected person(s)"	has the same meaning ascribed to it under the Listing Rules
"Continuing Connected Transactions"	the transactions contemplated under the New Framework Agreement
"Director(s)"	the director(s) of the Company
"EGM"	the Company's extraordinary general meeting to be held to obtain the approval from the Independent Shareholders in respect of the New Framework Agreement and the Continuing Connected Transactions (including the Proposed Annual Caps)
"Group", "we" or "us"	the Company and its subsidiaries (or the Company and any one or more of its subsidiaries, as the context may require)

"GTJA Investment"	Guotai Junan Investment Management Co., Ltd. (國泰君安投資管理股份有限公司), a joint stock company with limited liability incorporated in the PRC in December 2001. As of the date of this announcement, the single largest shareholder of GTJA Investment is Shanghai State-owned Assets Management Co., Ltd (上海國有資產經營有限公司, "**Shanghai State-owned Assets Management**"), holding approximately 33.55% equity interests in GTJA Investment. Shanghai State-owned Assets Management is a wholly-owned subsidiary of International Group, as such GTJA Investment is an associate of International Group and a connected person of the Company. The ultimate beneficial owner of Shanghai State-owned Assets Management is Shanghai SASAC. The other shareholders of GTJA Investment holding more than 5% equity interests in GTJA Investment are Central Huijin Investment Ltd. (中央匯金投資有限責任公司, "**Central Huijin**") and Shenzhen Investment Holdings Co., Ltd. (深圳市投資控股有限公司, "**Shenzhen Investment**"), holding approximately 14.54% and 11.49% equity interests in GTJA Investment, respectively. The ultimate beneficial owners of Central Huijin and Shenzhen Investment are the State Council of the PRC and Shenzhen State-owned Assets Supervision and Administration Commission (深圳市國有資產監督管理委員會), respectively. The remaining 40.42% equity interests are held by more than 100 shareholders, none of which holds more than 5% equity interests in GTJA Investment
"H Share(s)"	overseas listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 each, traded in Hong Kong dollars and listed on the Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"HuaAn Funds"	HuaAn Funds Management Co., Ltd. (華安基金管理有限公司), a limited liability company incorporated in the PRC in June 1998 and a fund management company who has become a subsidiary of the Company in November 2022
"HuaAn Funds Group"	HuaAn Funds and its subsidiaries
"Independent Board Committee"	an independent committee of the Board, comprising Mr. LI Renjie, Mr. WANG Guogang, Mr. PU Yonghao, Mr. MAO Fugen, Mr. CHEN Fangruo and Mr. JIANG Xian, all of whom are independent non-executive Directors, to provide recommendations to the Independent Shareholders in respect of the New Framework Agreement and the Continuing Connected Transactions (including the Proposed Annual Caps)

"Independent Financial Adviser" or "Gram Capital"	Gram Capital Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the New Framework Agreement and the Continuing Connected Transactions (including the Proposed Annual Caps)
"Independent Shareholder(s)"	the independent shareholders of the Company
"Independent Third Party(ies)"	entity(ies) or individual(s) that, to the best knowledge, information and belief of the Directors, is/are not (a) connected person(s) of the Company within the meaning of the Hong Kong Listing Rules
"International Group"	Shanghai International Group Co., Ltd. (上海國際集團有限公司), which is interested directly and indirectly in 20.40% of the total equity interest of the Company in aggregate as at the date of this announcement. The ultimate beneficial owner of International Group is Shanghai SASAC
"International Investment"	Shanghai International Group Investment Co., Ltd. (上海國際集團投資有限公司) (previous name: Shanghai SITICO Asset Management Co., Ltd. (上海上國投資產管理有限公司)), a limited liability company incorporated in the PRC in March 2015 and a wholly owned subsidiary of International Group
"Jin Jiang International Investment"	Shanghai Jin Jiang International Investment and Management Company Limited (上海錦江國際投資管理有限公司), a limited liability company incorporated in the PRC in February 1990. As the date of this announcement, the ultimate beneficial owner of Jin Jiang International Investment is Shanghai SASAC
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"New Framework Agreement"	the framework agreement for Securities and Financial Products Transactions and services entered into between the Company and HuaAn Funds, with a term from 1 January 2026 to 31 December 2028
"Original Framework Agreement"	the framework agreement for Securities and Financial Products Transactions and services entered into between the Company and HuaAn Funds on 20 October 2023, with a term from 1 January 2023 to 31 December 2025
"PRC"	the People's Republic of China
"Proposed Annual Caps"	the proposed annual caps under the New Framework Agreement for the Continuing Connected Transactions for the years ending 31 December 2026, 2027 and 2028

"RMB"	Renminbi, the lawful currency of the PRC
"Shanghai Industrial"	Shanghai Industrial Investment (Group) Co., Ltd (上海工業投資(集團)有限公司), a limited liability company incorporated in the PRC in November 1998. As of the date of this announcement, the ultimate beneficial owner of Shanghai Industrial is Shanghai SASAC
"Shanghai SASAC"	Shanghai State-owned Assets Supervision and Administration Commission (上海市國有資產監督管理委員會)
"Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each
"Shareholder(s)"	shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the same meaning ascribed to it under the Listing Rules
"%"	per cent

By Order of the Board
Guotai Haitong Securities Co., Ltd.
ZHU Jian
Chairman

Shanghai, the PRC
30 October 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; the employee director of the Company is Mr. WU Hongwei; 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.