

2025

GUOTAIHAITONG ANNUAL REPORT

國泰海通證券股份有限公司
GUOTAI HAITONG SECURITIES CO., LTD.
(A joint stock company incorporated in the
People's Republic of China with limited liability)

Important Notice

- I. The Board, Directors and senior management of the Company warrant that the contents of the annual report (the “Report”) are true, accurate and complete, without any misrepresentation, misleading statement or material omission, and severally and jointly bear the legal responsibilities thereof.**
- II. The Report has been considered and approved by the twelfth meeting of the seventh session of the Board of the Company. All Directors of the Company have attended the Board meeting.**
- III. The Company’s annual financial report prepared in accordance with the China Accounting Standards for Business Enterprises and IFRS Accounting Standards have been audited by KPMG Huazhen LLP and KPMG respectively, and a standard unqualified audit report has been issued respectively.**
- IV. ZHU Jian, the person in charge of the Company, ZHANG Xinjun, the person in charge of the accounting affairs, and AO Qishun, the person in charge of the accounting department (head of the accounting department) of the Company, warrant the truthfulness, accuracy and completeness of the financial reports contained in the Report.**
- V. The profit distribution plan or the proposal on transfer of the capital reserve fund into capital for the Reporting Period as approved by the Board**

The Company’s profit distribution plan for the year of 2025 is as follows: a cash dividend of RMB3.5 (tax inclusive) for every 10 shares will be distributed to holders of A Shares and holders of H Shares based on the total share capital of the Company as registered on the record date for the annual dividend distribution excluding the shares in the special stock account for share repurchase of the Company. On the basis of 17,513,622,829 Shares, which is calculated based on the total share capital of 17,628,925,829 Shares of the Company as of 31 December 2025, deducting 115,303,000 Shares in the special stock account for share repurchase of the Company, the total amount of cash dividends to be distributed would be RMB6,129,767,990 (tax inclusive). The aggregate annual cash dividends to be distributed by the Company, including the distributed 2025 interim cash dividends amount to RMB2,627,043,424 (tax inclusive), is RMB8,756,811,414 (tax inclusive). Meanwhile, in accordance with the relevant provisions of the Rules for Repurchase of Shares by Listed Companies (《上市公司股份回購規則》) issued by the CSRC, where a listed company repurchases its shares for cash consideration by means of tender offer or centralized bidding, such repurchases shall be deemed as cash dividends of the listed company and shall be included in the calculation the relevant cash dividend ratios. During the year, the amount of share repurchased by the Company by way of centralized bidding with the consideration in cash was RMB1,210,734,497 (excluding transaction fees). Accordingly, the aggregate annual cash dividends to be distributed and the amount of share repurchase totalled RMB9,967,545,911 (tax inclusive), representing 35.84% of the net profit attributable to equity holders of the Company in the consolidated financial statements for 2025 (representing 46.60% of the net profit attributable to equity holders of the Company after deducting non-recurring profit and loss in the consolidated financial statements for 2025).

The Company’s profit distribution plan for the year 2025 was considered and approved at the twelfth meeting of the seventh session of the Board and remains subject to approval by the Shareholders at the general meeting.

Important Notice

Uncovered losses of the parent company and the impact on matters including dividends to the Company as of the end of the Reporting Period

☐ Applicable ☒ Not applicable

VI. Statement of the risks involved in forward-looking statements

Forward-looking statements, including future plans and development strategies, may be included in the Report. All statements contained herein other than the statements of historical facts are, or may be deemed to be, forward-looking statements. Neither the Company nor any of its subsidiaries undertakes any obligation to publicly update or revise any forward-looking statement as a result of the emergence of new data. Forward-looking statements, including future plans and development strategies contained in the Report do not constitute any commitment of the Company to investors. Investors should be reminded of the risks of investments and not place undue reliance on the forward-looking statements.

VII. Was there any appropriation of the Company's funds on a non-operating basis by controlling shareholders or other related parties?

No

VIII. Did the Company provide any external guarantees in violation of the prescribed decision-making procedures?

No

IX. Whether more than half of the Directors were not able to assure the truthfulness, accuracy and completeness of the annual report disclosed by the Company?

No



Important Notice

X. Major risk warning

The risks faced by the Company in its operations mainly include: market risk, credit risk, liquidity risk, operational risk and reputational risk, which are specifically embodied as the risk of loss to the Company due to unfavorable changes of market prices; risk of loss to the Company due to failures to perform their obligations stipulated in relevant contracts by securities issuer, counterparties and debtors or the changes of market value of the debts caused by the changes of credit rating or contract performance capacity; risk of not being able to obtain sufficient funds in time at reasonable costs to repay debts that are due, fulfil other payment obligations and satisfy the funding requirements for ordinary business operation; risk of loss caused by the failures of internal systems and procedures, improper employee behaviors, IT risks and the influence of external events; and risk of negative evaluation of the Company's reputation due to the Company's operation, management and other activities or external events.

The Company has established an effective internal control system, a compliance management system and a dynamic regulatory system based on risk control indicators to enable the operations of the Company to be conducted within an extent of predictable, controllable and tolerable risks.

Investors are advised to read "Section III Management Discussion and Analysis" as set out in the Report carefully for risks related to the operations of the Company.

XI. Others

☐ Applicable ☒ Not applicable

Contents

Section I	Definitions	5
Section II	Company Profile and Key Financial Indicators	8
Section III	Management Discussion and Analysis	24
Section IV	Corporate Governance, Environment and Society	97
Section V	Significant Events	209
Section VI	Changes in Shares and Particulars of Shareholders	261
Section VII	Corporate Bonds	279
Section VIII	Financial Report	331
Section IX	Information Disclosure of Securities Company	538



Chairman's Statement



Dear Shareholders,

The year 2025 marked the conclusion of the 14th Five-Year Plan and a year of momentum building toward the 15th Five-Year Plan. Against the backdrop of profound and complex changes in the domestic and international environment, China's economy demonstrated resilience in forging ahead under pressure and growing dynamism in pursuing innovation-driven and higher-quality development. Comprehensive reforms on both the investment and financing sides of the capital market were advanced in depth, significantly strengthening market resilience and vitality, with the momentum toward stabilization and improvement further consolidated. This year was a significant year for the development of Guotai Haitong. As the largest A+H bilateral market merger by absorption in the history of China's capital market, we completed the transaction closing efficiently and advanced the post-merger integration in an orderly manner. Building on the stronger capabilities and resource endowment following the Merger, we actively served the major development strategies of the country and Shanghai, diligently advanced the five priority areas in finance (known as "Five Major Areas" (金融五篇大文章), including Sci-Tech Finance, Green Finance, Inclusive Finance, Pension Finance, and Digital Finance) and focused on improving the quality and efficiency of operation and management. We achieved historic highs in both asset scale and operating performance, initially achieving the effect of "1+1>2". By the end of 2025, our consolidated total assets exceeded RMB2.1 trillion, and net assets attributable to owners of the Group reached RMB330.4 billion, both ranking first in the industry, which demonstrating our strong and robust capital strength. Operating revenue reached RMB63.1 billion, net profit attributable to equity holders of the Company reached RMB27.8 billion and net profit attributable to equity holders of the Company after deducting non-recurring profit and loss amounted to RMB21.4 billion. Multiple business metrics, including brokerage business revenue, equity and fund trading volume, margin financing and securities lending balances, IPO underwriting, and the number of IPOs under review at year-end, ranked first in the industry, demonstrating our professional and comprehensive service capabilities. With our industry-leading compliance and risk management capabilities, we maintained the highest international credit rating among Chinese securities firms and has been successfully included in major indices such as the CSI A500 Index, SSE 50 Index, FTSE China A50 Index, and FTSE China 50 Index, reflecting our intensive and efficient operational management.

Chairman's Statement

We remain committed to serving the country through finance and enhancing the quality and efficiency of the real economy. Placing functionality at the forefront, the Group maintained firmly focused on its core responsibilities and continued to deepen its commitment to its core business, advancing the “Five Major Areas” with solid and substantive results, and achieving a leap in its ability to serve national strategies and support the real economy. **We demonstrated the empowerment of financial technology** by strengthening the linkage between our business segment of investment, investment banking, investment research, providing full chain and full-lifecycle financial services for science and technology innovation enterprises, and facilitating the development of the new quality productive forces (新質生產力). The Group has cumulatively built a matrix of science and technology innovation-focused funds with an aggregate size of nearly RMB70 billion. New investments in advanced and frontier technologies exceeded RMB6 billion, while the Group supported equity financing of nearly RMB44 billion for 36 technology driven and innovation-focused enterprises. Our IPO business in both STAR Market and ChiNext continued to maintain its leading position in the industry. **The Group maintained a market-leading position and an exemplary role in green finance**, systematically improved its green financial service capabilities across “financing, investment, trading, cross-border and risk control”. Its green bond underwriting volume ranked second in the industry, and the cumulative trading volume in its carbon finance business reached nearly 100 million tons. MSCI ESG rating remained at the highest AAA level globally among peers. **Inclusive finance continued to expand in both scale and coverage**, alongside accelerated progress in the transformation of wealth management. The average monthly active users of retail customer service platform ranked first in the industry on a consolidated basis. The Group ranked among the top three in the industry in terms of underwriting scale of inclusive-themed bonds such as the Small and Micro Enterprises bonds and rural revitalization bonds. **Pension finance of the Group gathered strong momentum built on years of sustained effort.** The Group continued to enrich its products and services offering. Assets under management in the Group's pension business exceeded RMB800 billion, while its coverage of individual pension products offered for distribution remained at an industry-leading level. **We accelerated the advancement of digital finance** and firmly moved towards “SMART Investment Banking”, enhanced capabilities in “Online, Data-Based and Intelligent” development level, and promoted the building of a first-class new asset management service platform with Chinese characteristics.

We adhere to the principle of “customer first” and strive to improve the level of comprehensive financial services. Based on customer needs, we optimized and upgraded three major customer service systems, and initially achieved incremental expansion, quality and efficiency improvement in customer operation, with our business indicators hit a number of historical highs. **Our retail customer service system is classified and layered**, and our dual-drive approach of asset allocation and transaction services have achieved initial results. We ranked first in the industry in terms of both the number of retail clients served and the market share in brokerage services, with our leading advantage continuing to expand and the assets under management and the asset allocation volumes growing rapidly. **Our institutional customer service system was intensively developed**, and our “1+N” comprehensive business model was further promoted. We ranked first in the industry in terms of revenue from institutional trading access and execution services. The scale of our QFI business grew significantly, the asset custody and fund services business maintained a leading position, the construction of the “one institute, one academy (一所一院)” research system started steadily, and the ranking of our research on core customers reached a record high. **Our corporate customer service system was open and coordinated**, and the “Investment Banking+” ecosystem was continuously improved. Our IPO underwriting business maintained its leading position in the industry, the market share of refinancing underwriting increased significantly, the scale of bond underwriting reached a record high, and the synergies of financial leasing and pledge financing businesses were gradually released.

Chairman's Statement

We embrace the wave of “going global” and work to enhance connectivity across capital markets. Positioning as an important “connector” of high-level opening-up, the Group continues to improve our comprehensive cross-border financial service capabilities, and steadily strengthens its influence in global capital allocation and asset pricing. **We consolidated our competitive advantages in international business** and built a one-stop wealth management platform for global assets, proactively addressing the clients’ diversified wealth management needs, with margin financing balances recording notable growth. By seizing strategic opportunities arising from the restructuring of global industrial and supply chains, we have better provided services for both “Investment from China” and “Investment in China”. The Group ranked first in the industry in terms of the number of Hong Kong stock placement mandates underwritten, and topped the list of Chinese securities companies in terms of the number of offshore bond underwriting deals for Chinese issuers. **We have advanced our overseas business deployment in a prudent and steady manner**, continuously optimizing a global service network covering 17 countries and regions with a focus on “expanding our reach” in key areas such as Southeast Asia. Progress has been made in an orderly manner on the proposed acquisition of an Indonesian securities firm by the overseas subsidiary. **We have optimized cross-border synergy mechanisms**, strengthened the efficient integration of “two markets and two resources,” and actively supported clients’ cross-border asset allocation and business expansion to better meet the diverse investment and financing needs of global clients. The integrated development of cross-border investment banking and trading achieved significant results. By advancing cross-border leasing projects to support the global expansion of “Made in China,” our capabilities to facilitate both “going global” and “bringing in” have continued to strengthen.

We strengthened the “empowerment with digital intelligence” and deepened our leading fintech practice. We remained firmly committed to the transformation toward a “SMART Investment Bank” in order to lead the securities industry in achieving innovation and breakthroughs in intelligent application, and transform cutting-edge technology into an internal driving force for business growth. **We drove business transformation with innovative applications**, implemented “All in AI” strategy and built a trusted and controllable “1+N” large model technology architecture and became the first in the industry to obtain regulatory approval for large model-powered customer service. We were the first in the industry to launch the new-generation fully AI-powered intelligent App Lingxi (靈犀), which has been upgraded into version 2.0, realizing all-scenario and large-scale application of large models in various business areas. **We supported integration with our technical strengths**, and leveraged on our accumulated advanced technology capabilities to successfully implement the legal entity transition, successfully complete the customer migration, and completed the customer system restructuring with the largest customer scale and the fastest execution in the industry, providing a benchmark industry practice for system integration and upgrading. **We built a digital ecosystem with smart platforms**, and completed the establishment of an enterprise-level database. We upgraded OneLink, an integrated digital and intelligent business development platform, to enhance service capabilities, release synergies, and vigorously promote the platform-based, digital and intelligent, and centralized operations.

Chairman's Statement

We emphasize on the principle of “putting righteousness first” and actively shoulder the social responsibility of a state-owned financial institution. We adhere to the long-term approach in practicing ESG philosophy, strive to be the vanguard and forerunner of “Serving the Country with Finance” and “Finance for Good”. **We have firmly reinforced our commitment to shareholders’ return**, constantly enhancing the stability, sustainability and predictability of dividends, and carried out interim dividends for the second consecutive year. The total annual dividends reached RMB8.8 billion, and the dividend ratio ranked among the top tier of the leading securities firms. The Group repurchased RMB1.2 billion of the Company’s A Shares by way of centralized bidding, which effectively protected shareholders’ interests and boosted market confidence. **We take the initiative to assume corporate citizenship responsibility**, focusing on areas such as supporting people-centered urban development, participating in emergency disaster relief, and advocating volunteer services. We actively carried out various public welfare activities, deepened the paired assistance work of “headquarter-branch-county (一總一分一縣)”, and supported the comprehensive rural revitalization with concrete actions. Since the foundation was established in 2012, we have donated over RMB570 million in aggregate and have helped 10 national-level poverty-stricken counties get out of poverty. **We comprehensively promoted cultural integration and renewal**, fully implemented the requirements of a financial culture with Chinese characteristics, and established a new cultural concept system. Adhering to the corporate philosophy of “compliance and integrity, steady and long-term development”, and “long-term partnership and mutual benefit”, we empower high-quality development with culture, and have been awarded the highest rating by the assessment of industrial culture construction practice for five consecutive years.

We have already achieved significant accomplishments in the past and will make further progress in the near future. The “15th Five-Year Plan” period will be a critical stage for advancing Chinese-style modernisation and accelerating the building of China into a leading financial powerhouse. It will also be a pivotal period for comprehensively deepening capital market reforms and expediting the development of first-class investment banks. In the face of new circumstances and requirements, we have formulated a new three-year strategic plan based on overall situation and by benchmarking against world-class standards. The plan clearly defines our development goal of “leading the overall domestic market with internationally recognized excellence”. The year 2026 marks a pivotal year for Guotai Haitong to embark on a new three-year strategic plan and deepen its post-merger integration and development. We will capitalize on the momentum of times and forge ahead with determination. Anchored by our vision of “becoming a first-class investment bank with international competitiveness and market leadership,” we will remain mindful of our position as a “leading market institution.” We will stay closely aligned with our main objective of serving national strategies and the real economy, seize the opportunities presented by the comprehensive and deep reforms of capital market, and take the implementation of new strategies and corporate culture as an opportunity to advance integration and synergy in depth. We will comprehensively upgrade the service level by optimizing the synergy and linkage mechanism, and take the continuous deepening of reform and innovation as an opportunity to stimulate endogenous growth momentum. We will actively advance the “Five Major Areas”, striving to become a “service provider” of direct financing, a “gatekeeper” of the capital market, and a “manager” of social wealth, and contribute greater strength to Chinese modernization and the development of China into a leading financial power.

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

27 March 2026

Section I Definitions

I. DEFINITIONS

In the Report, unless the context otherwise requires, the following terms and expressions have the meanings set forth below:

Definitions of frequently-used terms

the Company/Company/Guotai Haitong	Guotai Haitong Securities Co., Ltd.
the Group/Group	Guotai Haitong Securities Co., Ltd. and its subsidiaries
Guotai Junan	Guotai Junan Securities Co., Ltd.
Haitong Securities	Haitong Securities Co., Ltd.
Articles of Association	the articles of association of Guotai Haitong Securities Co., Ltd.
Share(s)	ordinary shares in the capital of the Company with a nominal value of RMB1 each, comprising A Shares and H Shares
A Share(s)	domestic shares of the Company, with a nominal value of RMB1 each, which are listed on the Shanghai Stock Exchange and traded in RMB
H Share(s)	overseas listed foreign shares of the Company, with a nominal value of RMB1 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
Shareholder(s)	holder(s) of the Share(s) of the Company
Board/Board of Directors	the board of Directors of the Company
Director(s)	director(s) of the Company
CSRC	China Securities Regulatory Commission (中國證券監督管理委員會)
Shanghai Bureau of the CSRC	Shanghai Office of the China Securities Regulatory Commission (中國證券監督管理委員會上海監管局)
SAC	Securities Association of China (中國證券業協會)
SSE/Shanghai Stock Exchange	Shanghai Stock Exchange
SZSE/Shenzhen Stock Exchange	Shenzhen Stock Exchange
BSE/Beijing Stock Exchange	Beijing Stock Exchange
Hong Kong Stock Exchange	The Stock Exchange of Hong Kong Limited
International Group	Shanghai International Group Co., Ltd. (上海國際集團有限公司)
Shanghai SA	Shanghai State-owned Assets Management Co., Ltd. (上海國有資產經營有限公司)
Guotai Haitong Asset Management	Shanghai Guotai Haitong Securities Asset Management Co., Ltd. (上海國泰海通證券資產管理有限公司)
Guotai Junan Asset Management	Shanghai Guotai Junan Securities Asset Management Co., Ltd. (上海國泰君安證券資產管理有限公司)
HT Asset Management	Shanghai Haitong Securities Asset Management Company Limited (上海海通證券資產管理有限公司)
Guotai Junan Futures	Guotai Junan Futures Co., Ltd. (國泰君安期貨有限公司)
Haitong Futures	Haitong Futures Co., Ltd. (海通期貨股份有限公司)

Section I Definitions

HuaAn Funds	HuaAn Funds Management Co., Ltd. (華安基金管理有限公司)
HFT Investment	HFT Investment Management Co., Ltd. (海富通基金管理有限公司)
Guotai Junan Innovation Investment	Guotai Junan Innovation Investment Co., Ltd. (國泰君安創新投資有限公司)
Haitong Capital	Haitong Capital Investment Co., Ltd. (海通開元投資有限公司)
Guotai Junan Zhengyu	Guotai Junan Zhengyu Investment Co., Ltd. (國泰君安證裕投資有限公司)
Haitong Innovation	Haitong Innovation Securities Investment Company Limited (海通創新證券投資有限公司)
Guotai Haitong Financial Holdings	Guotai Haitong Financial Holdings Co., Ltd. (國泰海通金融控股有限公司)
Guotai Junan International	Guotai Junan International Holdings Limited (國泰君安國際控股有限公司), a public company controlled by Guotai Haitong Financial Holdings Co., Ltd. and listed on the Hong Kong Stock Exchange (stock code: 1788)
Haitong International Holdings	Haitong International Holdings Limited (海通國際控股有限公司)
Haitong International	Haitong International Securities Group Limited (海通國際證券集團有限公司)
Haitong Bank	Haitong Bank, S.A.
Haitong UT Capital	Haitong UT Capital Group Co., Limited (海通恒信金融集團有限公司)
Haitong UT	Haitong Unitrust International Financial Leasing Co., Ltd. (海通恒信國際融資租賃股份有限公司), a public company controlled by Haitong UT Capital Group Co., Limited and listed on the Hong Kong Stock Exchange (stock code: 1905)
Shanghai Securities	Shanghai Securities Co., Ltd. (上海證券有限責任公司)
Fullgoal Fund	Fullgoal Fund Management Co., Ltd. (富國基金管理有限公司)
Guozhi Technology	Shanghai Guozhi Technology Co., Ltd. (上海國智技術有限公司)
Guoxiang Properties	Shanghai Guoxiang Properties Co., Ltd. (上海國翔置業有限公司)
Weitai Properties	Shanghai Weitai Properties Management Co., Ltd. (上海惟泰置業管理有限公司)
SPD Bank	Shanghai Pudong Development Bank Co., Ltd. (上海浦東發展銀行股份有限公司)
Shanghai Rural Commercial Bank	Shanghai Rural Commercial Bank Co., Ltd. (上海農村商業銀行股份有限公司)
RMB or Renminbi	the lawful currency of the PRC
HK\$, HKD or HK dollars	the lawful currency of Hong Kong
EUR	the lawful currency of the Eurozone
US\$, USD or U.S. dollars	the lawful currency of the United States of America
Company Law	the Company Law of the PRC
Securities Law	the Securities Law of the PRC

Section I Definitions

SSE Listing Rules	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange
Hong Kong Listing Rules	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
Model Code	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Hong Kong Listing Rules
Corporate Governance Code	the Corporate Governance Code as set out in Appendix C1 to the Hong Kong Listing Rules
SFO	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
Jun Hong APP, Tong Cai APP	APPs serving retail customers
Daohe platform	the platform serving institutional clients
ESG	Environmental, Social and Governance
ETF	exchange traded fund
FICC	Fixed Income, Currencies and Commodities
IPO	Initial Public Offering
QFI	Qualified Foreign Investor
WIND	Wind Information Co., Ltd.
Reporting Period	from 1 January 2025 to 31 December 2025

Section II Company Profile and Key Financial Indicators

I. PROFILE

Name in Chinese	國泰海通證券股份有限公司
Abbreviation in Chinese	國泰海通, 國泰海通證券
Name in English	Guotai Haitong Securities Co., Ltd.
Abbreviation in English	GTHT, Guotai Haitong Securities
Legal Representative	ZHU Jian
President	LI Junjie
Authorized Representatives	ZHU Jian, NIE Xiaogang
Joint Company Secretaries	NIE Xiaogang, TSANG Wing Man

Registered Capital and Net Capital of the Company

Unit: yuan Currency: RMB

	At the end of the Reporting Period	At the end of the last year
Registered Capital	17,628,925,829	8,903,730,620
Net Capital	185,086,957,327	98,387,241,939
Share Capital	17,628,925,829	8,903,730,620

Business Qualifications for Each Individual Business of the Company

The business scope of the Company covers: licensed items: securities business; securities investment consultation; securities companies provide intermediary business to futures companies. (For items subject to approval by laws, business activities can only be conducted after obtaining approval(s) from the relevant departments, and specific businesses shall be subject to the approval documents or license documents granted by the relevant departments) General items: financial advisory services relating to securities. (Except for items subject to approval by laws, business activities can be conducted independently with the business license in accordance with the laws).

Please refer to Appendix I for details of business qualifications for each individual business of the Company as at the date of the Report.

Section II Company Profile and Key Financial Indicators

II. CONTACT PERSONS AND CONTACT METHODS

	Secretary to the Board	Securities Affairs Representative
Name	NIE Xiaogang	LIANG Jing
Contact address	No. 768 Nanjing West Road, Jing'an District, Shanghai	No. 768 Nanjing West Road, Jing'an District, Shanghai
Telephone	021-38676798	021-38676798
Facsimile	021-38670798	021-38670798
E-mail	dshbgs@gtht.com	dshbgs@gtht.com

III. BASIC INFORMATION

Registered address of the Company	No. 618 Shangcheng Road, China (Shanghai) Pilot Free-Trade Zone, Shanghai, PRC
Historical change in registered address of the Company	Not applicable
Office address of the Company	No. 768 Nanjing West Road, Jing'an District, Shanghai
Postal code of office address of the Company	200041
Principal place of business in Hong Kong	40th Floor, Dah Sing Financial Centre, No. 248 Queen's Road East, Wanchai, Hong Kong
Unified Social Credit Code	9131000063159284XQ
Company website	www.gtht.com
E-mail	dshbgs@gtht.com
Query index of changes during the Reporting Period	For details, please refer to the announcement published by the Company on the Hong Kong Stock Exchange's HKEXnews website on 3 April 2025 in relation to change of Company name and registered capital, amendments to the Articles of Association and corresponding registration of market entities changes, as well as the announcement published on 8 May 2025 in relation to change of Company website

Section II Company Profile and Key Financial Indicators

IV. INFORMATION DISCLOSURE AND LOCATION FOR INSPECTION OF DOCUMENTS

Names and websites of the media for publication of the Company's annual report	China Securities Journal http://www.cs.com.cn/ ; Shanghai Securities News http://www.cnstock.com/ ; Securities Times http://www.stcn.com/ ; Securities Daily http://www.zqrb.cn/
Websites of the stock exchanges for publication of the Company's annual report	Shanghai Stock Exchange http://www.sse.com.cn/ ; Hong Kong Stock Exchange http://www.hkexnews.hk/
Location for inspection of annual report of the Company	No. 768 Nanjing West Road, Jing'an District, Shanghai

V. SHARES OF THE COMPANY

Shares of the Company				
Type of share	Listing venue	Stock name	Stock code	Stock name before change
A Share	Shanghai Stock Exchange	国泰海通	601211	国泰君安
H Share	Hong Kong Stock Exchange	GTHT	02611	GTJA

VI. OTHER INFORMATION OF THE COMPANY

(I) History of the Company, mainly including the reform and restructuring, capital injections in the previous years

In August 1999, with the approval of the CSRC, Guotai Securities Co., Ltd. merged with J&A Securities Co., Ltd. The shareholders of Guotai Securities Co., Ltd. and J&A Securities Co., Ltd. and other investors jointly established the Company, with a registered capital of RMB3,727.18 million.

In December 2001, with the approval of the CSRC, the Company was split into two companies with independent legal status by way of split-off. The Company, as the continuing company, owned and undertook the securities businesses related assets, businesses and liabilities relating to such assets and businesses. The registered capital of the Company changed to RMB3.7 billion.

Section II Company Profile and Key Financial Indicators

In January 2006, with the approval of the CSRC, Central Huijin Investment Ltd. (中央匯金投資有限責任公司) subscribed for 1 billion additional Shares of the Company and thus the registered capital of the Company changed to RMB4.7 billion.

In March 2012, with the approval of the Shanghai Bureau of the CSRC, the Company issued 1.4 billion additional Shares and thus the registered capital changed to RMB6.1 billion.

In June 2015, with the approval of the CSRC, the Company issued 1,525 million A Shares through initial public offering, which were listed on the Shanghai Stock Exchange on 26 June 2015 and thus the registered capital changed to RMB7,625 million.

In April 2017, with the approval of the CSRC and the Hong Kong Stock Exchange, the Company issued 1,040 million H Shares, and the Company issued 48.9338 million additional H Shares upon the exercise of the overallotment option in May 2017, and thus the registered capital changed to RMB8,713.9338 million.

In April 2019, the Company completed the placing of 194 million H Shares under a general mandate and thus the registered capital changed to RMB8,907.947954 million.

In March 2025, with the approval of the CSRC and the Hong Kong Stock Exchange, the Company merged with Haitong Securities by way of share exchange and absorption through the issuance of 5,985,871,332 A Shares to all A share-exchange shareholders of Haitong Securities (treasury shares were also involved in the exchange) and the issuance of 2,113,932,668 H Shares to all H share-exchange shareholders of Haitong Securities. And the Company issued 626,174,076 A Shares to Shanghai SA to raise ancillary funds of RMB10 billion (the “Placing” or the “Placing of A Shares”). On 3 April 2025, The Chinese name and English name of the Company was changed to “國泰海通證券股份有限公司” and “GUOTAI HAITONG SECURITIES CO., LTD.” respectively, and the registered capital was changed to RMB17,629,708,696.

(II) The organization structure of the Company

1. The organization chart of the Group

For the organization chart of the Group as of the end of the Reporting Period, please refer to Appendix II.

Section II Company Profile and Key Financial Indicators

2. Subsidiaries

As of the end of the Reporting Period, the Company directly owned 12 domestic subsidiaries and three overseas subsidiaries, the particulars of which are as follows:

No.	Name of Subsidiary	Registered Address/Domicile	Date of Establishment	Legal		
				Registered Capital/ Paid-up Capital	Representative/ Person in Charge	Contact Number
1	Guotai Haitong Asset Management	8/F, No. 888 South Zhongshan Road, Huangpu District, Shanghai	27 August 2010	RMB2 billion	TAO Geng	021-38676999
2	HT Asset Management	4/F, No. 689 Guangdong Road, Huangpu District, Shanghai	26 June 2012	RMB2.2 billion	TAO Geng	021-23154762
3	Guotai Junan Futures	29/F, 30/F, No. 669 Xinzha Road, Jing'an District, Shanghai	6 April 2000	RMB6.0 billion ^{Note 1}	ZHANG Yeye	021-33038999
4	Haitong Futures	5/F, Units 02-04 on the 11/F and 12/F, No. 799 South Yanggao Road, China (Shanghai) Pilot Free Trade Zone	18 March 1993	RMB1.3015 billion	WU Hongsong	021-38917000
5	HuaAn Funds	Room 2118, Building B, No. 888 Huanhu West second Road, Lingang New Area, China (Shanghai) Pilot Free Trade Zone	4 June 1998	RMB 0.15 billion	XU Yong	021-38969999
6	HFT Investment	Room 1802-1803, 18/F and Room 1901-1908, 19/F, No. 479 Lujiazui Ring Road, China (Shanghai) Pilot Free Trade Zone	18 April 2003	RMB 0.3 billion	XIE Lebin	021-38650999
7	Guotai Junan Innovation Investment	Unit 11F07-09, No.168 Middle Yincheng Road, Pudong New Area, Shanghai,	20 May 2009	RMB7.5 billion	HAN Zhida	021-38675884
8	Haitong Capital	Room 10-17, 14/F, No. 689 Guangdong Road, Huangpu District, Shanghai	23 October 2008	RMB5.5 billion	ZHANG Xiangyang ^{Note 2}	021-23219455
9	Guotai Junan Zhengyu	Unit 1106, No. 3255 Zhoujiazui Road, Yangpu District, Shanghai	12 February 2018	RMB4.5 billion	XU Lan	021-38031809
10	Haitong Innovation	Unit 107N, Building 2, No. 774 Changde Road, Jing'an District, Shanghai,	24 April 2012	RMB11.5 billion	LI Baoguo	021-23212055
11	Guotai Haitong Financial Holdings	Room 1506-08, 15/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong	10 August 2007	HK\$6.51198 billion	HAN Zhida	0852-31831111
12	Haitong International Holdings	15/F, One Island South, No. 2 Heung Yip Road, Wong Chuk Hang, Hong Kong	24 July 2007	HK\$18.95077 billion	HAN Zhida	0852-39268888
13	Haitong UT Capital	40/F, Dah Sing Financial Centre, No. 248 Queen's Road East, Wanchai, Hong Kong	27 November 2007	HK\$4.14616 billion	MAO Yuxing	021-61355388
14	Guoxiang Properties	Floor 2-12, Main Building No. C, No. 688 Waima Road, Huangpu District, Shanghai	30 December 2011	RMB1.05 billion	ZHENG Bo	021-38676666
15	Weitai Properties	3/F, No. 689 Guangdong Road, Huangpu District, Shanghai	8 January 2014	RMB10 million	LIU Bingjun	021-23289317

Section II Company Profile and Key Financial Indicators

Note 1: In December 2025, the Company made a capital increase of RMB1 billion to Guotai Junan Futures, but the registration procedures for change of market entities have not yet been completed.

Note 2: On 13 March 2026, Haitong Capital completed the registration procedures for the change of market entity, and the legal representative was changed to HAN Zhida.

3. Branches

As of the end of the Reporting Period, the Group had 44 securities branches in the PRC. For basic information of these branches, please refer to Appendix III.

(III) Number and distribution of securities business branches of the Company

As of the end of the Reporting Period, the Group had 640 securities business branches in the PRC. Please refer to Appendix IV for the establishment and disposal of business branches.

Number and distribution of securities branches of the Group in the PRC are as follows:

Province/ Municipality or Region	Number of Business Branches	Province/Municipality or Region	Number of Business Branches	Province/Municipality or Region	Number of Business Branches
Guangdong	71	Gansu	20	Guizhou	11
Jiangsu	54	Hubei	20	Guangxi	10
Shanghai	52	Anhui	20	Tianjin	8
Zhejiang	46	Hebei	16	Hainan	8
Heilongjiang	44	Henan	15	Xinjiang	6
Shandong	31	Liaoning	15	Inner Mongolia	6
Jiangxi	29	Jilin	13	Qinghai	2
Hunan	24	Yunnan	12	Ningxia	2
Fujian	24	Chongqing	12	Tibet	1
Sichuan	23	Shanxi	12		
Beijing	22	Shaanxi	11		

(IV) Number and distribution of other branches

☐ Applicable ☒ Not applicable

Section II Company Profile and Key Financial Indicators

VII. OTHER RELEVANT INFORMATION

Domestic accountant engaged by the Company	Name	KPMG Huazhen LLP
	Office address	8/F, Tower E2, Oriental Plaza, 1 East Chang'an Avenue, Dongcheng District, Beijing
Overseas accountant engaged by the Company	Names of signing accountants	Zhang Nan, Yu Jingjing
	Name	KPMG
	Office address	8th Floor, Prince's Building, 10 Chater Road, Central, Hong Kong
Financial advisor assuming the role of continuous supervision during the Reporting Period	Name	Orient Securities Company Limited
	Office address	Orient Securities Building, No. 119 South Zhongshan Road, Huangpu District, Shanghai
	Names of signing representatives of the financial advisor	Shao Difan , Shi Changhao, You Yandong
	Period for continuous supervision	From 14 March 2025 to 31 December 2026
Domestic legal advisor	Haiwen & Partners	
Hong Kong legal advisor	Clifford Chance	
A Share Registrar	Shanghai Branch of China Securities Depository and Clearing Corporation Limited	
H Share Registrar	Computershare Hong Kong Investor Services Limited	

Section II Company Profile and Key Financial Indicators

VIII. KEY ACCOUNTING DATA AND FINANCIAL INDICATORS FOR THE PAST THREE YEARS

(I) Key accounting data

Unit: thousand yuan Currency: RMB

Key accounting data	2025	2024		Movement during the current period compared with the corresponding period of last year (%)	2023	
		After adjustment	Before adjustment		After adjustment	Before adjustment
Total revenue and other income	103,712,868	52,035,438	61,757,078	99.31	44,622,771	52,303,831
Operating profit	37,400,669	16,356,424	16,356,424	128.66	11,768,452	11,768,452
Profit before income tax	38,553,846	16,662,242	16,662,242	131.38	12,147,898	12,147,898
Profit for the year attributable to equity holders of the Company	27,809,206	13,024,085	13,024,085	113.52	9,374,143	9,374,143
Net cash (used in)/generated from operating activities	-20,345,612	-4,337,421	-4,337,421	N/A	24,439,062	24,439,062

	At the end of 2025	At the end of 2024		Movement at the end of the current period compared with the end of the corresponding period of last year (%)	At the end of 2023	
		After adjustment	Before adjustment		After adjustment	Before adjustment
Total assets	2,114,338,136	1,047,745,412	1,047,745,412	101.80	925,402,484	925,402,484
Total liabilities	1,768,135,151	870,271,715	870,271,715	103.17	752,024,474	752,024,474
Equity attributable to equity holders of the Company	330,416,849	170,775,389	170,775,389	93.48	166,969,253	166,969,253
Share capital	17,628,926	8,903,731	8,903,731	97.99	8,904,611	8,904,611

Note: The Group has completed a business combination on 14 March 2025, and the comparatives represent the financial information of the former Guotai Junan.

Section II Company Profile and Key Financial Indicators

(II) Key financial indicators

Key financial indicators	2025	2024		Movement during the current period compared with the corresponding period of last year (%)	2023	
		After adjustment	Before adjustment		After adjustment	Before adjustment
Basic earnings per share (RMB/share)	1.74	1.39	1.39	25.18	0.98	0.98
Diluted earnings per share (RMB/share)	1.74	1.39	1.39	25.18	0.97	0.97
Weighted average return on net assets (%)	9.78	8.14	8.14	Increase by 1.64 percentage points	6.02	6.02
Net assets per share attributable to ordinary shareholders of the Company (RMB/share)	18.30	17.50	17.50	4.57	16.51	16.51
Gearing ratio (%)	78.36	77.69	77.69	Increase by 0.67 percentage point	76.77	76.77

Note: The Group completed a business combination on 14 March 2025, and the comparatives represent the financial information of the former Guotai Junan.

Description of the Company's key accounting data and financial indicators for the past three years as of the end of the Reporting Period

Note 1: Net assets per share attributable to ordinary shareholders of the Company = (equity attributable to equity holders of the Company – perpetual bonds)/share capital (excluding treasury shares).

Note 2: Gearing ratio = (total liabilities – accounts payable to brokerage clients – proceeds from underwriting securities received on behalf of customers)/(total assets – accounts payable to brokerage clients – proceeds from underwriting securities received on behalf of customers).

Section II Company Profile and Key Financial Indicators

Explanation of changes in accounting policies and financial data of the comparative periods:

In July 2025, the Ministry of Finance of the PRC (the “MOF”) issued the Q&A on the Implementation of Accounting Treatments Related to Standard Warehouse Receipt Transactions (標準倉單交易相關會計處理實施問答). The Company changed its accounting policies according to relevant provisions. Please refer to “Section VIII Financial Report – Note 5. Changes in accounting policies” for details. Figures of comparable periods have been retrospectively adjusted to improve the comparability of financial information during the accounting period due to changes made by the Group to certain accounting policies. The retrospective adjustment has no impact on the total profit, net profit, total assets and net assets of the Group in each comparative period.

(III) Net capital and risk control indicators of the parent company

Unit: thousand yuan Currency: RMB

Item	At the end of the Reporting Period	At the end of last year
Net capital	185,086,957	98,387,242
Net worth	303,303,994	146,820,231
Risk coverage ratio (%)	258.34	240.16
Capital gearing ratio (%)	19.57	16.96
Liquidity coverage ratio (%)	276.58	333.90
Net stable funding ratio (%)	143.01	139.51
Net capital/net assets (%)	61.02	67.01
Net capital/liabilities (%)	20.49	21.09
Net assets/liabilities (%)	33.58	31.47
Proprietary equity securities and their derivatives/ net capital (%)	33.61	40.13
Proprietary non-equity securities and their derivatives/net capital (%)	319.93	351.11

Note: The net capital and various risk control indicators of the parent company are in compliance with the relevant provisions of the Administrative Measures for the Risk Control Indicators of Securities Companies (《證券公司風險控制指標管理辦法》) issued by the CSRC.

Section II Company Profile and Key Financial Indicators

(IV) Key Accounting data and financial indicators for the last 5 years

1 Profitability

Unit: thousand yuan Currency: RMB

	2025	2024	2023	2022	2021
Total revenue and other income	103,712,868	52,035,438	44,622,771	41,355,170	47,924,458
Total expenses	66,312,199	35,679,014	32,854,319	27,967,779	29,350,900
Profit before income tax	38,553,846	16,662,242	12,147,898	14,139,971	19,112,281
Profit for the year attributable to equity holders of the Company	27,809,206	13,024,085	9,374,143	11,508,784	15,013,480

Note: The Group completed a business combination on 14 March 2025, and the comparatives represent the financial information of the former Guotai Junan.

2 Assets

Unit: thousand yuan Currency: RMB

	31 December 2025	31 December 2024	31 December 2023	31 December 2022	31 December 2021
Share capital	17,628,926	8,903,731	8,904,611	8,906,673	8,908,450
Total equity	346,202,985	177,473,697	173,378,010	163,845,459	150,636,592
Equity attributable to equity holders of the Company	330,416,849	170,775,389	166,969,253	157,718,338	147,123,665
Total liabilities	1,768,135,151	870,271,715	752,024,474	696,862,458	640,636,223
Accounts payable to brokerage customers	514,586,677	252,069,517	178,055,072	195,718,783	172,483,608
Total assets	2,114,338,136	1,047,745,412	925,402,484	860,707,917	791,272,815
Basic earnings per share (RMB/share)	1.74	1.39	0.98	1.25	1.65
Diluted earnings per share (RMB/share)	1.74	1.39	0.97	1.23	1.62
Weighted average return on net assets (%)	9.78	8.14	6.02	7.88	11.05
Gearing ratio (%)	78.36	77.69	76.77	75.36	75.64

Note: The Group completed a business combination on 14 March 2025, and the comparatives represent the financial information of the former Guotai Junan.

Section II Company Profile and Key Financial Indicators

IX. DIFFERENCES OF ACCOUNTING DATA UNDER DOMESTIC AND OVERSEAS ACCOUNTING STANDARDS

(I) Differences between the net profit and net assets attributable to the shareholders of the listed company in the financial statements disclosed in accordance with International Accounting Standards and China Accounting Standards

☐ Applicable ☒ Not applicable

(II) Differences between the net profit and net assets attributable to the shareholders of the listed company in the financial statements disclosed in accordance with overseas accounting standards and China Accounting Standards

☐ Applicable ☒ Not applicable

(III) Explanation on the differences between domestic and overseas accounting standards:

☐ Applicable ☒ Not applicable

X. MAJOR AWARDS AND HONORS

Winner	Issuer	Awards or honors
The Company	People's Bank of China	Fintech Second Prize
	Shanghai Municipal People's Government	Second Prize of Shanghai Financial Innovation Award
	Securities Association of China	Best Practices in Listed Company Board Governance
	Securities Times	Honorary Grand Award for "Five Major Areas" in China's Financial Industry
	Securities Daily	Golden Steed Award for Outstanding Institution Serving the Real Economy
	CaiLianPress	Capital Market Most Valuable Influence List – Most Investment Value Award; "Green Water and Gold Mountain Award" ESG Finance Annual Grand Award

Section II Company Profile and Key Financial Indicators

Winner	Issuer	Awards or honors
Wealth management business	China Securities Journal	Golden Bull Wealth Management Team; Golden Bull Award for Innovative Fund Investment Advisory Case
	Shanghai Securities News	SSE Eagle • Gold Quality Wealth Management Awards – All-Round Wealth Management Institution Award; Outstanding Wealth Management Brand Award; AI+ Wealth Management Institution Award; Fund Investment Advisory Award
	Securities Times	Junding Award for All-round Wealth Broker in Chinese Securities Industry; APP Pioneer Junding Award; Junding Award for Investment Advisory Services; Junding Award for Digital Practice Case in Wealth Brokerage; Junding Award for China Leading Futures Company; Junding Award for China Outstanding Futures Company Serving the Real Economy; Junding Award for China International Pioneer Futures Company
	CaiLianPress	Wealth Management • Huazun Awards – Best Wealth Management Institution; Best Wealth Management Brand; Best Digital Wealth Management Award; Best Channel Cooperation Award; Best ETF Ecosystem Award; Best Private Fund Service Award; Capital Market Most Valuable Influence List – Wealth Evergreen Award
	CHINAFUND	Yinghua Awards – Outstanding Broker Wealth Management Model Institution; Outstanding Broker Financial Technology Model Institution; Outstanding Private Equity Sales Broker; Outstanding Private Fund Custodian Broker; Outstanding Broker APP Model Case
	National Business Daily	Golden Tripod Award – Best Comprehensive Securities Firm in Wealth Management; Best Securities Firm APP
	The Asian Banker	Private Wealth Service of the Year
	Forbes China	China Family Office Series Selection Awards – Top 10 in Asset Management Capability

Section II Company Profile and Key Financial Indicators

Winner	Issuer	Awards or honors
Investment banking business	China Securities Journal	Golden Bull Investment Banking Team; Golden Bull Award for Supporting Technology Innovation
	Securities Times	Junding Award for All-round Investment Bank in Chinese Securities Industry; Junding Award for Equity Financing Investment Bank; Junding Award for Debt Financing Investment Bank; Junding Award for Offshore Investment Bank
	New Fortune	New Fortune Best Investment Bank Selection – Best Domestic Investment Bank; Best Investment Bank for Overseas Market Capability; Best ESG Practicing Investment Bank; Best Equity Underwriting Investment Bank; Best Debt Underwriting Investment Bank; Best IPO Investment Bank; Best Refinancing Investment Bank; Best M & A Investment Bank; Best Corporate Bond Investment Bank; Best Asset-backed Securitization (ABS) Investment Bank; Best Healthcare Industry Investment Bank; Best Technology and Intelligent Manufacturing Industry Investment Bank; Best New Energy Industry Investment Bank
	National Business Daily	Golden Tripod Award – Best Broker and Investment Bank Manager
	Bond Connect Company Limited	Primary Market Innovative Institution (Underwriter); Northbound Trading Outstanding Investor (Investment Bank)

Section II Company Profile and Key Financial Indicators

Winner	Issuer	Awards or honors
Institution and transaction business	China Foreign Exchange Trade System	Outstanding RMB FX Swap Member; Outstanding RMB FX Option Member; Outstanding RMB FX Option Market-Making Member
	Shanghai Gold Exchange	Outstanding Special Member
	China Securities Journal	Golden Bull Best Analyst Awards – a total of 12 research teams were awarded Golden Bull Best Analyst
	Shanghai Securities News	Best Analyst Awards – Second Prize for Best ESG Practice Institution; Third Prize for Most Influential Research Institution
	Securities Times	Junding Award for China Securities Industry Institutional Service Provider (Public Fund Services); Best Analyst Awards – a total of 19 research teams were shortlisted and nine research teams were on the list; ranked third among the Most Influential Research Institution, fifth among the Best Domestic Research Team, and second for Contribution to Sustainable Development Research
	CaiLianPress	Golden Hazel Award for Overseas Outstanding Cases in Brokers' Innovative Asset Management Plan
	Weekly on Stocks	Crystal Ball Best Analyst Awards – a total of 23 research teams were shortlisted and six research teams ranked top three; ranked third among the Most Influential Institution, third among the Best Research Institution, fourth among the Domestic Gold-Medal Research Team, and second for Best Service Institution
	CHINAFUND	Yinghua Awards – Outstanding Broker Private Fund Custodian Model Institution; Outstanding Index Product Custodian Institution Model Case
	The Asset	Best Domestic Custodian (Brokers) in China, Best Private Fund Custodian
	National Business Daily	Golden Tripod Award – Most Influential Custodian Securities Firm

Section II Company Profile and Key Financial Indicators

Winner	Issuer	Awards or honors
Investment management business	China Securities Journal	Golden Bull Award for Fund Investment Advisory Services
	Securities Times	Junding Award for All-round Asset Management Institution in Chinese Securities Industry
	CHINAFUND	Yinghua Award – Outstanding Broker Asset Management Model Institution; Equity Securities Asset Management Model Institution
	National Business Daily	Golden Tripod Awards – Most Powerful Broker Asset Management and Most Powerful Broker in ABS
	CV Awards	China's Best FoFs TOP20, China's Most Popular FoFs TOP30 among GPs; TOP30 Limited Partners in Venture Capital; TOP10 Best State-owned Investment Institutions
Finance lease business	Shanghai Financial Leasing Association	National Green Leasing Innovation Cases – Best Practices
	Global Leasing Industry Competitiveness Forum	China's Financial Leasing Soaring Award – Leading Leasing Enterprise Supporting a Manufacturing Power
	High-Quality Development Conference on Financial Leasing Asset Securitisation	Golden Spring Awards – Best Sponsor of Financial Leasing Industry Bonds, Best Inclusive Leasing Capital Market Innovative Financing Award, Best Innovative Financing Project Award, Best Technology Innovation Capital Market Innovative Financing Award
	FinTech Application and Service Conference	Golden Wing Awards – Leading Enterprise Award, Innovation and Breakthrough Enterprise Award

Section III Management Discussion and Analysis

I. BUSINESSES OF THE COMPANY DURING THE REPORTING PERIOD

Driven by customer demand, the Group has established a retail, institutional and corporate customer service system, forming the business segments covering wealth management business, investment banking business, institution and transaction business, investment management business and finance lease business. The principal profit model of the Group is to generate fee and commission income and interest income through provision of financial products or services for clients and receive investment gains through securities or equity investments.

In terms of specific businesses:

Our wealth management business mainly provides securities and futures brokerage, financial products, investment advisory, margin financing and securities lending, stock pledging, agreed securities repurchase and other services to clients.

Our investment banking business mainly provides listing sponsorship, equity underwriting, debt underwriting, structured debt financing, M&A financial advisory and diversified corporate solutions to corporate and government clients.

Our institution and transaction business mainly consists of research, institutional services, trading and investment and alternative investment. Among which, institutional services mainly provides integrated financial service, including prime brokers, seat leasing, asset allocation, custody and outsourcing, and trading services to domestic and overseas institutional clients; trading and investment business mainly includes investment transactions in stocks, fixed income, foreign exchange, large commodities and their derivative financial instruments, as well as provision of integrated financial solutions for clients' investment, financing and risk management.

Our investment management business provides fund management and asset management services to institutions, enterprises and individuals.

Our finance lease business mainly provides innovative financial service solutions, including finance lease, operating lease and relevant consultancy and other services to individuals, enterprises and government clients.

Section III Management Discussion and Analysis

In 2025, the Group realized total revenue and other income of RMB103.713 billion, representing a year-on-year increase of 99.31%; profit attributable to the equity holders of the Company for the year amounted to RMB27.809 billion, representing a year-on-year increase of 113.52%.

The Group's business composition and income drivers for 2025

Category of principal business	Total revenue and other income (RMB'000)	Year-on-year increase (%)	Contribution to total revenue and other income (%)
Wealth management	41,267,730	88.53	39.79
Investment banking	4,909,585	58.57	4.73
Institution and transaction	33,295,359	54.37	32.10
Investment management	7,447,001	61.44	7.18
Finance lease	7,104,020	N/A	6.85
Others	9,689,173	1,014.71	9.35
Total	103,712,868	99.31	100.00

Note: The Group completed a business combination on 14 March 2025, and the comparatives represent the financial information of the former Guotai Junan.

Description of changes in the main assets of the Group during the Reporting Period

As at 31 December 2025, the total assets of the Group amounted to RMB2,114,338 million, representing an increase of 101.80% compared with the end of last year. Among which, financial assets at fair value through profit or loss amounted to RMB688,563 million, representing an increase of 68.57% compared with the end of last year; cash held on behalf of brokerage customers amounted to RMB416,419 million, representing an increase of 105.57% compared with the end of last year; margin accounts receivable amounted to RMB253,572 million, representing an increase of 138.61% compared with the end of last year; debt instruments at fair value through other comprehensive income amounted to RMB145,669 million, representing an increase of 69.33% compared with the end of last year; refundable deposits amounted to RMB121,709 million, representing an increase of 85.80% compared with the end of last year.

Of which: the Group's offshore consolidated subsidiaries' total assets amounted to RMB412,790 million, accounting for 19.52% of the total assets.

Section III Management Discussion and Analysis

Description of significant new non-principal business of the Company during the Reporting Period

☐ Applicable ☒ Not applicable

II. DESCRIPTION OF THE INDUSTRY IN WHICH THE COMPANY OPERATE DURING THE REPORTING PERIOD

(I) Industry conditions of the Company

With the development of the PRC securities market, the PRC securities industry has continued to standardize and expand. The securities companies have progressively accelerated the pace of innovation, expanded business scope, improved profitability, and strengthened the risk resistance capacity. In particular, in recent years, the securities industry has actively integrated itself into the broader economic and social development landscape, proactively serving major national strategies. It has remained firmly committed to a client-first development philosophy, accelerated its digital and intelligent transformation, and experienced profound changes in market landscape, business structure, innovation development, and risk management capabilities. As a result, the industry has demonstrated a sound development momentum.

Section III Management Discussion and Analysis

In 2025, in the face of the complex and severe external environment, China's economy pressed ahead under pressure and advanced toward new and higher-quality growth with overall stable performance and steady growth of the economy. New quality productive forces developed steadily, and new strides are being made in reform and opening-up. The capital markets saw ongoing improvements of the foundational systems with resilience and vitality markedly improved, establishing a trend of stabilization and high-quality development. From the perspective of capital market policies, reforms on the investment side were launched in the sector of publicly offered funds. The *Action Plan for Promoting the High-quality Development of Publicly Offered Funds* (《推動公募基金高質量發展行動方案》) took effect, driving the full implementation of long-term performance evaluations for enterprise annuities, insurance funds and other institutional capital, optimizing the venture capital “fundraising-investment-management-exit” framework, and achieving significant breakthroughs in attracting medium- and long-term capital into the market; on the fund rising side, policies placed greater emphasis on supporting scientific and technological innovation and the development of new quality productive forces. The STAR Market launched series of reform policies (known as the “1+6” policy measures), and the GEM officially adopted the third set of standards. The Opinions on Deepening Market Reform in Mergers and Acquisitions of Listed Companies (《關於深化上市公司併購重組市場改革的意見》, known as the “M&A Six Regulations” (併購六條)) and the measures for the administration of material asset restructuring were introduced at an accelerated pace. From the perspective of securities industry, the State Council, the CSRC and the SAC have successively issued guiding opinions, implementation opinions and dedicated evaluation frameworks on the “Five Major Areas”, further clarifying the pathway for the securities institutions to better balance functionality and profitability and to enhance the effectiveness and quality of services to the real economy. The functional positioning of the securities industry and the roadmap for building first-class investment banks have become increasingly clear. With the continued advancement of mergers and restructuring within the securities industry, competition among market participants, particularly leading securities firms, has become increasingly fierce, and industry concentration as well as the momentum for transformation and upgrading are expected to further strengthen.

(II) Position of the Company in the industry

The Group is a comprehensive financial services provider with long-standing, sustained and all-round leadership in China's securities industry. The Group has experienced the entire history and multiple cycles of the development of the PRC capital market and has stood at the forefront of the capital market through trials and hardships. It has maintained its leading position in the industry in terms of capital scale, profitability, business strength, technological strength and risk management capabilities.

Section III Management Discussion and Analysis

III. DISCUSSION AND ANALYSIS OF OPERATION CONDITION

(I) Overall operation condition

The year 2025 was a year of extraordinary significance in the Company's development history. The Company completed the Merger transaction in a stable and efficient manner and advanced post-merge integration in an orderly way. On this basis, the Company actively fulfilled its mission of serving the nation through finance, proactively supported major national and Shanghai development strategies, and diligently advanced the "Five Major Areas", and implemented the reform initiatives of the capital market. While pursuing progress while maintaining stability, the Company took proactive actions, and steadily strengthened its operational and management capabilities, enhanced capabilities to provide comprehensive services for global investors, and achieved historic highs in both its assets scale and operating performance. Initial synergies were realized, delivering the effect of "1+1 > 2," and laying a solid foundation for accelerating our transformation into a first-class investment bank. From the perspective of our principle businesses: wealth management business segment adhered to a dual-engine strategy combining asset allocation and trading services, continued to enhance high-quality client acquisition, and strengthened refined, segmented client management, further consolidated its leading position, with brokerage revenues remaining ranked first in the industry and assets under management and assets allocation scale achieving significant growth. Investment banking business actively supported the development of new quality productive forces and green transformation, deepened its presence in key industries and core regions, and enhanced the value chain of corporate client services, maintaining leading market positions in key business areas, while the number of Hong Kong equity placement underwriting projects ranked first in the industry. Institution and transaction business continuously expanded breadth and depth of its client management and enriched product offerings and strategies. Revenue from institutional trading access and execution services ranked first¹, while ranking of our research on core customers reached a record high and asset custody and fund services business maintained a leading position in the industry. We achieved substantial growth in the scale of client-driven business. Investment returns were outstanding. Investment management business further strengthened its investment research capability system, advanced product innovation and diversified development, built differentiated competitive advantages, and achieved record-high assets under management. Finance lease business sustained stable growth, continued to strengthen risk controls, and steadily enhanced asset quality.

1 The figure is based on the data for the first half of 2025. Below is the same.

Section III Management Discussion and Analysis

During the Reporting Period, the Company successfully completed the Closing of the Merger and reorganization transaction. The integration at the parent-company level was completed in a stable and efficient manner, with the legal entity transition and internal client migration completed seamlessly, thereby laying a solid foundation for the Company's future development. The Company further advanced its comprehensive digital and intelligent transformation in depth, with early results achieved in the implementation of intelligent applications. It became the first securities firm in the industry to receive regulatory approval to launch large-model AI client services functions within its mobile application, and released Lingxi App 2.0 (靈犀 APP 2.0) – an AI investment companion designed to accompany users throughout their entire investment journey – achieving multiple industry-first breakthroughs in AI implementation. The Company further optimized and upgraded its three major client service systems, fully implementing branch standardization and the systematized development of its investment advisory workforce, and establishing an institutional sales alliance. The integrated linkage of “investment + investment banking + investment research” was further strengthened, overall operational efficiency was enhanced by way of improving overall capabilities, and initial results in expanding scale and coverage while improving quality and efficiency were achieved. At the same time, digital platforms including Junhong APP (君弘), Daohe (道合) and Zhijian (智鑒) for investment banks continued to empower client operations and business development. The Company accelerated the enhancement of its international footprint, strengthened coordination mechanisms between domestic and overseas operations, better integrated onshore and offshore resources, and promoted the cross-border integration of its core businesses, driving an upgrade of its global service network. The proposed acquisition of an Indonesian securities company by the overseas subsidiary of the Company was approved by the Board. The Company comprehensively strengthened the “three lines of defense” of compliance – business units, compliance and risk control, and internal control audit. Its compliance and risk management mechanisms remained robust and effective, with consistently strong external evaluations. The Company is the only securities firm in the industry to have maintained the highest regulatory rating of Grade AA in Class A for 18 consecutive years, while retaining the highest international credit rating among Chinese securities firms. Its MSCI ESG rating remained at the highest AAA level globally among peers. In addition, the Company received the highest industry rating for cultural development practices assessment for five consecutive years and was successfully included in major indices such as the CSI A500 Index, SSE 50 Index, FTSE China A50 Index, and FTSE China 50 Index.

Section III Management Discussion and Analysis

(II) Analysis of principal businesses

1. Wealth management business

(1) Retail brokerage and wealth management

Market Environment

In 2025, the foundations for the coordinated development of investment and financing functions in the capital markets were further consolidated. The effective implementation of the new Several Opinions on Strengthening Supervision, Preventing Risks and Promoting High-Quality Development of the Capital Market (《國務院關於加強監管防範風險推動資本市場高品質發展的若干意見》, commonly known as "National Nine Articles" (國九條)), together with the effective rollout of the comprehensive "1+N" policy framework for the capital market contributed to the recovery and improving trend in the securities market, with trading activity increasing significantly and overall market resilience and vitality strengthening markedly. According to the statistics of Wind, in 2025, the average daily trading volume of stock and fund in the SSE and SZSE amounted to RMB2,026.3 billion, representing a year-on-year increase of 71.1%. The offering size of equity and hybrid funds amounted to 585.9 billion, representing a year-on-year increase of 83.0%. The average daily trading volume of stock on the Hong Kong securities market amounted to HK\$248.9 billion, representing a year-on-year increase of 88.7%.

Business Operations and Performance

In 2025, the Group's wealth management business remained committed to its functional positioning as a steward and manager of social wealth. Seizing favourable market opportunities, the Group leveraged its industry-leading client base, extensive branch network, professional investment advisory teams and advanced technology platforms to proactively address residents' increasingly diversified and sophisticated wealth management needs. The Group accelerated the release of the post-merger integration synergies, and built distinctive strengths under a dual-engine model combining asset allocation and trading services, fostering best-in-class trading service capabilities and core competencies in global buy-side asset allocation. These efforts supported the evolution of the wealth management industry toward more professional allocation-driven models and intelligent, long-term client companionship. The onshore wealth management business focused on client service needs and strengthened customer segmentation and value discovery, and it further comprehensively upgraded its tiered retail client service system, continuously enriched strategy-based trading tools, and enhanced ultra-fast trading infrastructure. The Group introduced standardised buy-side asset allocation service processes and advanced in depth the standardisation of branch operations and systematisation of our investment advisory workforce. The Group further expanded its full-scenario financial product offering and developed the "Jun Xiang (君享)" and "Jun Ying (君贏)" series buy-side asset allocation service models. With enhanced bespoke services and integrated entrepreneur office solutions, assets from affluent and high-net-worth clients increased significantly. As a result, the industry-leading advantages of our traditional brokerage business were further consolidated, while the scale of assets held in distributed products and the scale of buy-side asset allocation continued to grow at a rapid pace.

Section III Management Discussion and Analysis

In respect of our overseas wealth management business, we strengthened the synergy and coordination between onshore and offshore operations, expanded the supply of high-quality products and service offerings, and enhanced global equity trading and asset allocation capabilities, resulting in significant growth in brokerage revenue. Guotai Junan International successfully completed a comprehensive upgrade of its “platform + product” model for its wealth management business and built a competitive edge in personalized asset allocation, and achieved breakthrough in high-end family office services, with product scale surging substantially; The “Jun Hong Global (君弘全球通)” App underwent a comprehensive upgrade, significantly enhancing customer retention and service efficiency, while the scale of assets under custody grew steadily. Our subsidiary in Vietnam completed its system upgrade and expanded its fund distribution business, optimizing its commission structure and service model to effectively broaden and deepen customer reach, contributing to a comprehensive improvement in the customer experience.

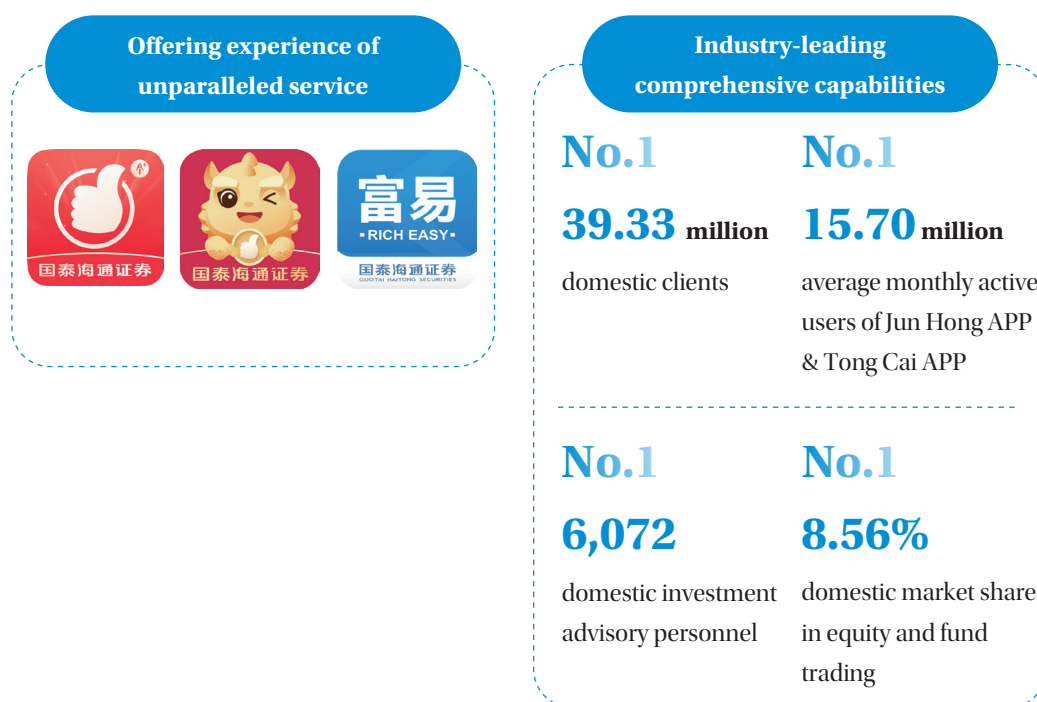
By leveraging its strengths in financial technology, the Group utilized its industry-leading technology platforms, including Junhong and Lingxi, to reshape the wealth management business model with its digital and intelligent capabilities. On the first day following the Merger, we successfully launched a trading terminal supporting cross-connectivity, providing a unified platform for client businesses and delivering a seamless service experience for clients. Over 20 million clients were migrated in a stable manner. A high-capacity, full-stack, innovation-driven core trading system was then established. The scale and efficiency of the client system integration set a leading benchmark within the domestic securities industry. Embracing the wave of digitalization and intelligence development, we lead innovation breakthroughs in intelligent applications in the securities industry. We launched the industry’s first new-generation fully AI-powered intelligent app — Guotai Haitong Lingxi, and completed its upgrade to Version 2.0. This marked a critical evolution from an “AI-native application” to an “AI investment companion supporting clients throughout their entire investment journey”. Deeply integrated with the “Junhong Smart Investment” service system to provide comprehensive intelligent support throughout the entire investment process – before, during, and after investment, it effectively enhanced client experience in trading and wealth management services.

First New-Generation Fully AI-powered Intelligent App in the Industry — Guotai Haitong Lingxi



Section III Management Discussion and Analysis

As at the end of the Reporting Period, the number of domestic clients reached 39.33 million, representing an increase of 6.6% compared with the end of last year² and ranking first in the industry. Assets under custody increased by 23.8% compared with the end of last year. Among these, the number of affluent and high-net-worth clients grew by 23.1% compared with the end of last year. The scale of buy-side asset allocation reached RMB79.4 billion, representing an increase of 148.4% compared with the end of last year. The scale of assets under management reached RMB657.3 billion, representing an increase of 26.7% compared with the end of last year. The number of personnel of the Company registered with the Securities Association as engaged in the securities investment consulting (investment advisory) business category was 6,072, ranking first in the industry. During the Reporting Period, the average monthly active users of Jun Hong (君弘) APP and Tong Cai (通财) APP reached 15.70 million³, representing an increase of 11.8% compared with the end of last year, and our market share in equity and fund trading reached 8.56%, representing an increase of 0.03 percentage points compared with last year, both ranking first in the industry.



² As the merger and restructuring has been completed, the data at the end of 2024/during 2024 were adjusted accordingly to simulate the consolidation of Haitong Securities' business data.

³ Data of monthly active users from Qianfan.tech (deduplicated).

Section III Management Discussion and Analysis

Future Outlook

Looking ahead to 2026, the Group's wealth management business will continue to uphold the principle of finance serving the people and adhere to a client-first approach. The Group will further refine the retail client service system, deepen the cultivation of core competitive advantages in asset allocation and trading services, and steadily advance client base expansion while enhancing quality and efficiency, and comprehensively build a warm, trustworthy and professional wealth management brand of "Guotai Haitong Wealth". The Group will further implement the "All in AI" strategy, deepen innovative exploration and leading practices in the application of AI across the field of wealth management, and continuously enhance the client service experience. By doing so, AI-driven innovation will be transformed into tangible and shareable benefits that are perceptible to clients. In addition, the Group will further strengthen the deployment of cross-border wealth management business, refine the dual-track strategy of "global perspective + local insights", and enhance professional expertise and service standards in global equity trading and asset allocation, and actively contribute to in-depth dialogue, connectivity and integration between China and global capital market.

(2) Futures brokerage

Market Environment

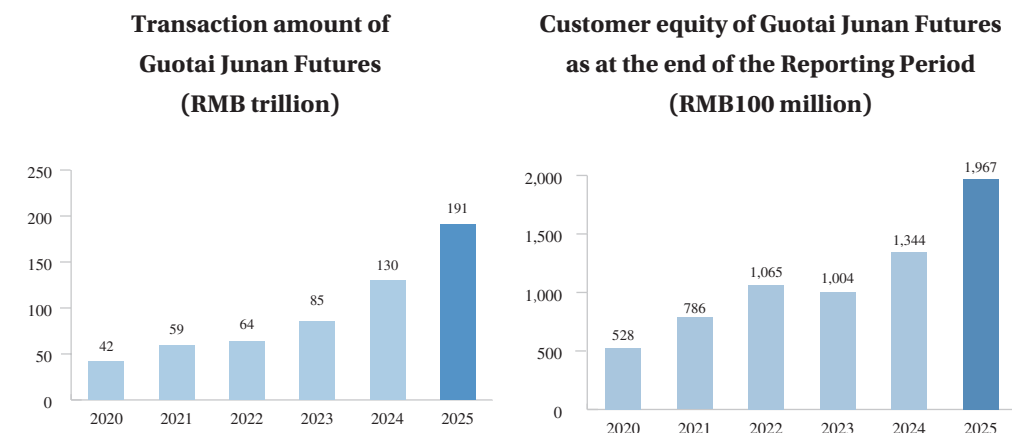
In 2025, the domestic futures market expanded in scale and improved in quality, demonstrating increasing vitality and resilience. Both trading value and client equity recorded steady growth. According to the statistics of China Futures Association, the cumulative trading volume of futures market was RMB766.25 trillion⁴ in 2025, representing a year-on-year increase of 23.7%. As of the end of 2025, the customer equity of futures companies amounted to RMB2,015.061 billion, representing an increase of 31.0% compared with the end of last year.

4 On unilateral basis.

Section III Management Discussion and Analysis

Business Operations and Performance

In 2025, the Group’s futures business consistently upheld its functional positioning as a price discoverer and risk manager, actively supporting the development of the real economy and people’s asset allocation. We closely aligned with the trends toward industrialisation, institutionalisation and internationalisation, continuously enriching our client-first trading service system while advancing digital and intelligent transformation and international expansion. The Group also further strengthened its core capabilities in risk management, asset allocation and integrated services, enhancing the quality and effectiveness of our services in support of national strategies and the real economy, and driving high-quality business growth. Guotai Junan Futures optimised its coordinated business development model with a focus on client needs and established an integrated service framework covering front, middle and back offices. A comprehensive online business development platform was built to serve the retail and institutional clients. Both transaction volume and market share of customer equity reached record highs, contributing to the enhancement of the global influence of the “Shanghai Price”. International business has been steadily expanded, with both the number of overseas clients and assets under management maintaining stable growth. During the Reporting Period, the future s transaction amount of Guotai Junan Futures was RMB191.41 trillion⁵, with a market share of 12.49%, representing an increase of 2.00 percentage points compared with last year. As at the end of the Reporting Period, the scale of customer equity was RMB196.678 billion, with a market share of 9.76%, representing an increase of 1.03 percentage points compared with the end of last year. Haitong Futures further deepened business synergies, enhanced operational efficiency and improved client experience, and promoted the upgrading of intelligent trading, customer service and investment and research application scenarios, with its trading volumes and market share of customer equity being stable and improved.



Source: the Company’s business data.

5 On bilateral basis.

Section III Management Discussion and Analysis

Future Outlook

In 2026, the Group's futures business will continue to focus on serving national strategies and the real economy, adhering to the principle of creating value through service. We will proactively capitalise on opportunities presented by increasing medium and long-term market capital inflows, growing demand for corporate risk management, and accelerated internationalization. Extra efforts will be made to strengthen client management, enhance buy-side professional capabilities, and accelerate digital and intelligent transformation and global expansion. Our goal is to provide clients with more comprehensive and professional financial services, while being a witness, participant, and leader in the innovation and development of China's futures market.

(3) Credit business

Market Environment

In 2025, supported by China's economic transformation and a lower risk-free interest rate environment, overall market conditions improved. Investors' wealth management need continued to increase, and the market scale of margin financing and securities lending activities grew rapidly. According to the statistics of Wind, as at the end of 2025, the balance of margin financing and securities lending in the market amounted to RMB2,540.677 billion, representing an increase of 36.3% compared with the end of last year.

Business Operations and Performance

In 2025, the Group's credit business proactively captured market opportunities, fully leveraging its strengthened capital base after the Merger, as well as its differentiated advantages in product allocation, research advisory and trading services. Centring on three major client service systems, we refined our client management strategies, optimised business coordination mechanisms and strengthened financial technology empowerment, continuously enhancing service quality and expanding business scale to further consolidate our industry-leading position. Our margin financing and securities lending business continued to deepen its refined client management approach, accurately addressing the differentiated needs of clients. By actively integrating into the Group's ETF ecosystem, we fostered a coordinated and integrated service model, while enhancing service capabilities for retail, corporate clients, institutional investors, ultra-high-net-worth

Section III Management Discussion and Analysis

individuals and overseas clients. As a result, client acquisition delivered positive results, with both business scale and market share recording significant growth. We further deepened cooperation with foreign institutions, driving the successful rollout of QFI margin financing and securities lending business. Meanwhile, we actively explored scenario-based AI applications and launched the industry’s first specialised large model tailored for margin financing and securities lending. This innovation has effectively empowered client trading activities and enhanced the quality and efficiency of risk management. During the Reporting Period, the net increase in margin financing and securities lending clients reached 65.3 thousand accounts, representing a year-on-year increase of 53.5%, with a market share of 10.13%. At the end of the Reporting Period, the balance of margin financing and securities lending was RMB246.206 billion, representing an increase of 43.9% compared with the end of last year, and the market share rose to 9.69%, representing an increase of 0.52 percentage point compared with the end of last year, both of which reached record highs, further strengthening the Group’s industry-leading position and reflecting the initial benefits arising from the post-merger integration and synergy. For our margin business, we actively capitalized on opportunities arising from the Hong Kong stock market and achieved a significant increase in the margin financing balance.

The stock pledging business adhered to its functional service orientation and implemented a strategy focused on “quality clients and quality underlying assets.” We expanded comprehensive service scenarios for corporate clients, with a particular focus on supporting technology-driven enterprises and green businesses aligned with national industrial policies. By increasing the proportion of high-quality assets and continuously optimising business structure, we further enhanced asset quality. The agreed repurchase business continued to leverage its leading position, further expanding its market coverage. As at the end of the Reporting Period, the outstanding balance of stock pledging and agreed repurchase business was RMB39.072 billion.

Margin financing and securities lending balances rank 1st in the industry

RMB 246.2 billion	9.69%	No.1
balance of margin financing & securities lending	market share	among industry players

New client market share exceeding 10%

65.3 thousand accounts	53.5%	10.13%
net increase in margin financing and securities lending clients	year-on-year growth	market share

Section III Management Discussion and Analysis

Future Outlook

In 2026, the Group's credit business will be more deeply integrated into the three major client service systems, advancing systematic client development, strengthening refined customer segmentation and management, and further deepening digital and intelligent transformation of the business. Through these efforts, the Group will continue to consolidate its differentiated competitive advantages and reinforce its industry-leading position. With respect to margin financing and securities lending, the Group will further leverage synergies across business lines by enriching margin-related strategies and trading tools and enhancing professional service capabilities. A client service model anchored in risk management models and supported by asset optimization programs will be established, guiding clients toward rational and long-term investment behavior and laying a solid foundation for the long-term, stable growth of business scale. The share pledge business will continue to pursue progress while maintaining stability and better fulfill its functional role. With a focus on advancing sci-tech finance and green finance, the business will fully align with clients' financing and development needs and deliver innovative credit solutions and integrated service packages, together with efficient, professional and close-to-client full-lifecycle services, thereby supporting the sustainable development of the real economy.

2. Investment banking business

Market Environment

In 2025, the comprehensive reform of investment and financing in capital markets continued to deepen, driving a significant recovery in the A-share equity financing market and an increase in bond issuance. H-share equity capital market saw a substantial growth in issuance scale, with IPO fundraising ranking first globally, while the issuance of offshore bonds by Chinese issuers grew steadily. According to the statistics of Wind, in 2025, in terms of domestic market, the securities underwritten by securities companies amounted to RMB12,480.837 billion⁶, representing a year-on-year increase of 20.5%. In particular, the equity financing scale amounted to RMB918.411 billion, representing a year-on-year increase of 270.9%, of which IPO issuance reached RMB130.835 billion, representing a year-on-year increase of 97.4%, while refinancing issuance totalled RMB787.576 billion, increasing by 334.4% year-on-year. Bond financing reached RMB11,562.426 billion, representing a year-on-year increase of 14.4%. The transaction value of approved licensed mergers and acquisitions amounted to RMB483.307 billion, representing an increase of 543.4% year-on-year. In the Hong Kong market, total equity financing amounted to HK\$644.43 billion, representing a year-on-year increase of 235.3%. Among this, IPO fundraising reached HK\$285.842 billion, representing a year-on-year increase of 224.9%, and placement fundraising totalled HK\$274.979 billion, representing a year-on-year increase of 422.9%. According to Bloomberg, offshore bond issuance by Chinese issuers totalled US\$206.9 billion, representing a year-on-year increase of 17.8%.

6 The underwriting amount does not include government bonds, central bank bills, negotiable certificates of deposit and local government bonds. Below is the same.

Section III Management Discussion and Analysis

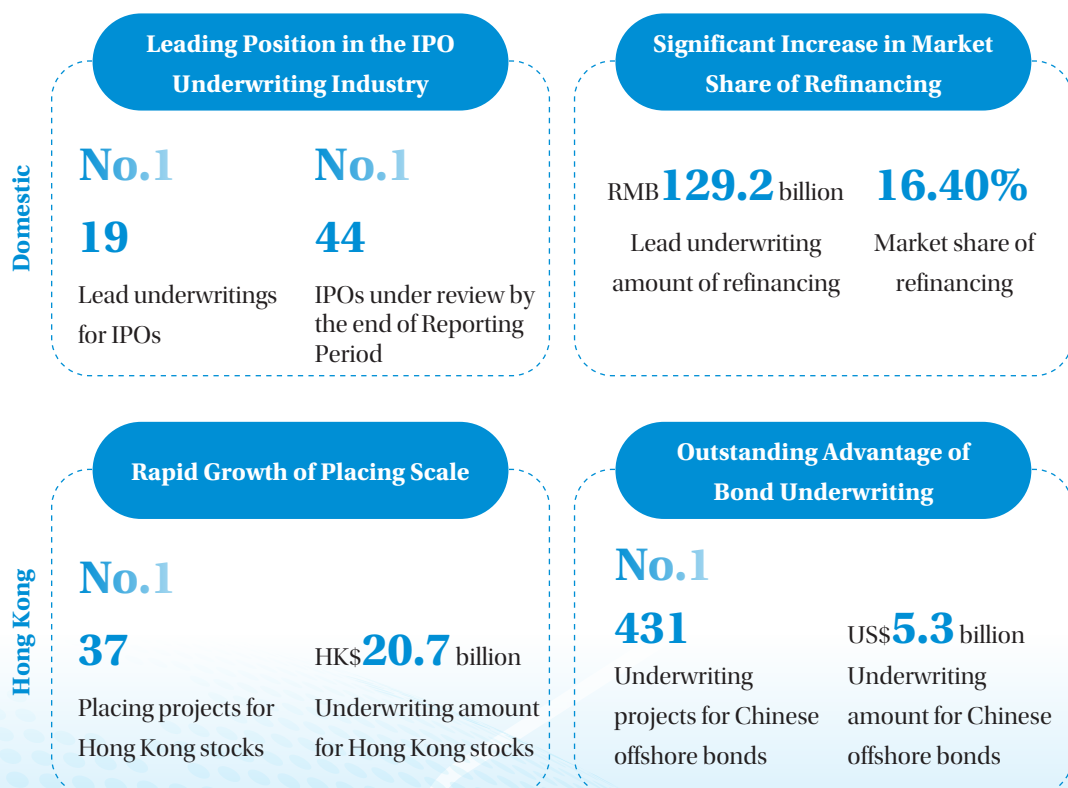
Business Operations and Performance

In 2025, the Group's investment banking business remained firmly committed to its role as a "service provider" of direct financing and a "gatekeeper" of the capital market. Aligned with major national strategies and focused on serving the real economy, the Group further deepened its presence in key industries and core regions, diligently advanced the "Five Major Areas", and actively supported the development of Shanghai's "Five Centers" (referring to the city's strategic development goal to become a global hub in five key areas: International Economy, Finance, Trade, Shipping, and Science & Technology Innovation)". Actively seizing market opportunities, and fully leveraging the post-merger brand effect, the Group strengthened the overall service capabilities across the entire service chain with the concept of "Strong Innovation in Equity Financing, Bond Issuance to Support the Real Economy, and Globally Connected Cross-border Services", deeply tapped into the value chain of corporate client service and effectively empowered clients in value creation and sustainable growth. The Group proactively embraced technological transformation and systemically advanced the build-out of "Zhijian (智鉴)", a unified AI platform for investment banking. Through forward-looking deployment of large-model-driven solutions, the Group promoted the digital and intelligent transformation of the investment banking workflow on a full-process basis, continuously unleashing new quality productive forces within the investment banking sector.

Domestically, the Group's IPO business was deeply integrated into the national innovation-driven development strategy. By accurately assessing market conditions and making forward-looking deployment in emerging and future industries, the Group effectively empowered the deep integration of scientific and technological innovation with industrial innovation. During the Reporting Period, the number of lead underwritings by the Company for IPOs was 19. By the end of the Reporting Period, the number of IPOs under review was 44 and the number of IPOs under pre-listing tutoring was 193, which all ranked top one in the industry. We assisted 36 science and technology innovation enterprises in securing equity financing totaling RMB43.491 billion, completing the first project to pass the review under the fifth set of criteria following the relaunch of the STAR Market, and the first loss-making company on the ChiNext Market to successfully pass the review. Since the launch of the STAR Market, the Company has cumulatively underwritten 107 IPOs on the STAR Market, with a total lead underwriting amount of RMB216,248 million. Since the implementation of the registration-based IPO system on the ChiNext Market, a total of 60 ChiNext IPOs have been underwritten, with a total lead underwriting amount of RMB 51.207 billion. The STAR Market and ChiNext business continued to outperform its peers. For refinancing business, the Company strengthened the development of high-quality corporate reserve and accompanying services, and explored business opportunities of listed companies through various channels. During the Reporting Period, the lead underwriting amount of refinancing amounted to RMB129.153 billion, representing a year-on-year increase of 706.4%, and the market share significantly increased to 16.40%. Through active service for national strategies, the Company assisted Bank of Communications, China Construction Bank, Bank of China and other major state-owned banks in the successful completion of capital replenishments amounting to RMB tens of billions. For the bond business, the Company leveraged its advantages in comprehensive services, deepened and solidified its customer operation while aligning with the central theme of industrial transformation. Through diversified financial instruments, we empower clients to broaden their financing channels. During the Reporting Period, the Company's underwriting of bonds amounted to RMB1,355.214 billion, ranking second in the industry, with stable leadership in the underwriting of corporate bonds, financial bonds and asset-backed securities. Green financial service capabilities continue to improve, as the amount of green bond underwriting amounted to RMB65.4 billion, with the rank raised to second in the industry. In the merger, acquisition and reorganization business, the Company actively leveraged the policies and market opportunities, used professional resource allocation and transaction matching capabilities to support enterprises in strengthening and complementing their industrial chains, as well as the transformation and upgrading of traditional industries. During the Reporting Period, 3.5 approved licensed M&A and restructuring programs were completed, with 7.5 licensed M&A and restructuring programs under review, ranking second in the industry.

Section III Management Discussion and Analysis

In terms of investment banking business, the Group deeply implemented the internationalized development strategy, fully leveraged the distinctive strengths of “onshore-offshore coordination and dual-platform development (境內外聯動+雙主體發力)” to deliver integrated cross-border financial solutions, supporting clients’ international capital operations and contributing to the optimization of global industrial and supply chain layouts. It supports clients’ international capital operations and helps optimize the global layout of industrial and supply chains. Focusing on cutting-edge sectors such as new technologies, robotics, artificial intelligence, biopharmaceuticals, new consumer trends, we channel capital factors into key industries in an efficient manner, which established the layout of diversified and long-term development among key business segments. According to the statistics of the Dealogic, during the Reporting Period, the Company completed 13 Hong Kong IPO sponsorship projects with an underwriting amount of HK\$12.28 billion, built a number of benchmark Hong Kong IPO projects, and by the end of the Reporting Period, the number of IPO public filing projects was 44, ranking third among Chinese security firms. With efficient project execution capabilities, the Company assisted a number of industry leaders in implementing Hong Kong refinancing. During the Reporting Period, we successfully executed 37 Hong Kong stock placement projects, continuing to rank first in the industry. The underwriting amount was HK\$20.713 billion, with a year-on-year increase of 673.2%. The Company’s ability to cover all types of Chinese offshore bonds and its advantages in professional execution were further consolidated. Our customer comprises a wide range of bond issuers, such as large state-owned enterprises, financial institutions, and local governments, and we have maintained our leading position in the industry in terms of business capabilities. According to the statistics of the Bloomberg, during the Reporting Period, the number of underwriting projects for Chinese offshore bonds was 431, and the underwriting amount was US\$5.333 billion, ranking first among Chinese securities firms in terms of project number.



Section III Management Discussion and Analysis

Scale of the Group's domestic investment banking business in 2025

Item	Reporting Period		Corresponding period of last year	
	Amount of lead underwritings (RMB100 million)	Number of lead underwritings	Amount of lead underwritings (RMB100 million)	Number of lead underwritings
IPO	195.35	19	88.92	16
Refinancing	1,291.53	29	160.16	18
Total stock underwriting	1,486.88	48	249.08	34
Enterprise bonds ⁷	27.35	9	76.84	20
Corporate bonds	5,244.77	1,588	4,743.41	1,197
Financial bonds	3,994.16	409	3,777.94	345
Other bonds ⁸	4,285.86	1,909	4,221.83	1,671
Total bond underwriting	13,552.14	3,915	12,820.01	3,233
Total securities underwriting	15,039.02	3,963	13,069.09	3,267

Source: Wind, the Company's business data. The data is consolidated on a static basis (deduplicated).

Future Outlook

In 2026, guided by the objective of better serving major national strategies, the Group's investment banking business will fully grasp the opportunities arising from institutional reforms and market developments. The Group will continue to strengthen the core professional capabilities such as value discovery, valuation and pricing, further consolidate its comprehensive service advantages for corporate clients, and enhance its ability to serve the real economy and develop new quality productive forces. The Group will contribute to facilitate the virtuous cycle of "technology-industry-finance", proactively integrate into the new round of scientific and technological revolution and industry transformation represented by artificial intelligence, biomedicine, aeronautics and astronautics, and quantum technology, further expand its presence in emerging industries while strengthening its pipeline of high-quality projects. Efforts will be intensified to expand deployment in emerging industries and build reserves of high-quality projects, thereby better supporting scientific and technological innovation and development. The Group will further deepen the linking mechanism of "investment + investment banking + investment research" and "industry + region + product", strengthen the in-depth coverage of key industries and core regions, and step up client development efforts for state-owned enterprise and industrial leaders. Adhering consistently to a client-first approach, the Group will enhance the innovation capability of products and services and accelerate the development of a comprehensive service brand of investment banking. The Group will deeply integrate onshore and offshore resources, give full play to cross-border synergies, strive to enhance its influence in the allocation of global capital flow and asset pricing, strive to realize the efficient linkage of "two markets and two resources", and better serve Chinese enterprises under "going global" strategy while facilitating the "bringing in" of international capital.

⁷ Enterprise bonds do not include bonds issued by government-backed agencies.

⁸ Other bonds include debt financing instruments for non-financial businesses, ABS, standardized bills, exchangeable bonds and bonds issued by government-backed agencies.

Section III Management Discussion and Analysis

3. Institution and transaction business

Market Environment

In 2025, following the promulgation of the new National Nine Articles, together with the effective rollout of the comprehensive “1+N” policy framework for the capital market, China’s capital market experiences a systematic reshaping spanning from institutional foundations to market ecosystem, fortifying the market’s resilience against risks, and markedly improving investor confidence and expectations. A-share indices registered gains and the aggregate market capitalisation of A-share market surpassed RMB100 trillion for the first time in history. Internationally, the US equity market sustained its upward trajectory, while the Hong Kong stock market exhibited robust performance. The Fixed Income, Currency, and Commodities (FICC) market experienced divergent trends. The domestic bond market remained relatively subdued, the US government bonds fluctuated within broad ranges, gold and other precious metals repeatedly attained new record highs, and the US dollar index retreated. The year 2025 also represents a pivotal milestone in the reconfiguration of the institutional investor ecosystem, characterised by the rapid influx of medium and long-term capital into the market and an accelerated evolution of the capital market towards institutionalisation and internationalisation, propelling the institutional business segment into a new era of strategic opportunities.

(1) Research business

Business Operations and Performance

In 2025, the Group’s research business upheld its commitment to serving the national strategy and advancing the vision of China as a global financial powerhouse and built and enhanced the “one institute and one academy (一所一院)” research framework integrating the research institutes with the policy and industry research institute. It further strengthened its core professional capabilities in seller-side research and high-end think-tank services, providing solid intellectual support and strategic guidance for the Group’s high-quality development. It continued to expand its coverage of domestic and overseas clients and enhanced the integration of research services with business operations, with a focus on national strategic emerging industries and key sectors. It made sustained efforts to strengthen its research brand, with rankings among key clients reaching historical highs. Enhanced collaboration between domestic and overseas research efforts further strengthened its international research capabilities, enabling it to support the cross-border asset allocation and business strategies of both domestic and overseas clients more effectively. Positioned as a premier high-end think tank closely aligned with industry frontiers, the research division continued to refine its integrated research system encompassing policy research, industry research and country-specific research, and consolidated its think-tank advantages characterised by professional insights, actionable expertise and strong market recognition. The research business effectively translated research outcomes into tangible business value, improved the quality and efficiency of research services across its three flagship client segments, and further enhanced the overall value of research services in empowering business development. Meanwhile, the research division proactively explored the launch of an AI-driven question-and-answer agent for research reports, optimising key stages including “searching, reading, analysis, drafting and reviewing”, thereby advancing the intelligence of research processes and strengthening decision-support capabilities

Section III Management Discussion and Analysis

Future Outlook

In 2026, the Group's research business will continue to forge its professional capabilities in seller-side research and high-end think tank expertise, broaden and deepen its research coverage, build a tier-one securities research brand with prominent international impact and local price-setting authority and a high-end think tank with demonstrable industry leadership, and continuously improve our industry impact in key research domains. By further strengthening our ability to attract and empower clients, the Group's research business will provide in-depth services for the integrated "investment + investment banking + investment research model", continue to build a new data-driven research ecosystem, accelerate the construction of a synergistic and linked research and service system with global coverage, and promote the "China Perspective" to play a larger role in global capital allocation.

(2) *Institution services business*

Business Operations and Performance

In 2025, the Group's institution service business remained firmly anchored in a client-first philosophy, deepened our engagement with institution clients, consolidated core professional capabilities, accelerated our international service capacity building, resolutely promoted the digital and intelligent transformation. We upgraded and refined the "Professional Capability + Digital and Intelligent Technology + Full-chain Services" business model, created an open, inclusive, and value co-creating institutional business ecosystem, continuously consolidating our competitive advantages in professionalism, specialization and comprehensive services delivery. We comprehensively advanced the tiered and segmented management of institution clients, improved the refined management of five core categories of institutional customers, deepened the "research-driven + integrated solutions" service model, enhanced the quality and efficiency of research services, continuously expanded the layout of broker-settlement model products, strengthened the construction of capital-provider service framework, improved the breadth and depth of comprehensive service offerings, and strove to be a high-quality partner for the entry of long-term capital into the market. Both the institution client asset scale and the depth of client coverage continued to expand, and our market share in term of revenue from institutional trading access and execution services ranked first in the industry. The Group's institution business actively introduced overseas medium- and long-term capital and assisted overseas sovereign funds to invest in the Chinese market, resulting in a sustained rapid growth of the QFI business. The Group's institution business has established a cross-sales alliance framework toward institution clients, upgraded the "Institution +" collaborative service model, built a sales network covering the entire institutional business chain, and created a synergistic institution clients service ecosystem covering all business lines and spanning across all tiers of the Group from the head office to branches and front-line sales offices. Capitalising on the strategic opportunities from

Section III Management Discussion and Analysis

the burgeoning connectivity between the Chinese Mainland and Hong Kong capital markets, we deliver a one-stop cross-border financial services experience for institution clients. Haitong International has established itself as a professional and efficient prime brokerage integrated services platform that provides full support to the diversified investment and trading needs of professional clients and drives the steady growth of institution client services. The asset custody and fund services segment of the Group remained grounded in prudent operations, underpinned by professional expertise and driven by proactive market expansion, continued to hone its core competitiveness and maintained its market leading position. It also strengthened the spillover empowerment of core platforms, fully leveraged its role as client traffic gateways, driving overall business growth across the Group. As of the end of the Reporting Period, the scale of the asset custody and fund services business amounted to RMB4,517.2 billion, representing an increase of 26.0% compared to the end of last year, with our market share ranking first in the industry, in terms of both the scale of public fund under custody and the number of privately offered securities investment funds under custody. The Group accelerated the digital and intelligent transformation, continued to optimize fully value chain transactions, and promoted the construction of “Daohe” (道合) platform to expand and enrich platform-based business scenarios, promote the conversion and output of business capabilities, and comprehensively improve the quality and efficiency of digital and intelligent operation.

Future Outlook

In 2026, the Group’s institution service business will proactively respond to the profound changes in the market landscape and ecosystem dynamics, focus on the main theme of facilitating the entry of medium- and long-term capital into the market, adhere to a professional and systematic operation model, give play to the driving force of the collaborative cross-sales toward institution clients, and deepen the 1+N comprehensive service model for domestic institution clients, continuously enhance service quality and operating efficiency through differentiated and tiered client management. Based on a global perspective, the Group’s institution service business will accelerate the expansion of its international footprint and business layout, and further strengthen its role as a “key connector” in high-level opening-up and to better serve “Investment from China” and “Investment in China”. The Group will consolidate and expand its industry-leading advantages in terms of asset custody and fund service operations, enhancing the spillover and empowerment to other businesses and operations of the Group. The Group will also put efforts into platform-based development and digital and intelligent transformation, deepen its data governance and application, unlock the value of data assets and expand application scenarios of AI technologies, supporting institution client business to improve its service quality and efficiency.

Section III Management Discussion and Analysis

(3) Trading and investment business

Business Operations and Performance

In 2025, the Group's trading and investment business fully unleashed the synergy benefits of post-merger integration, reinforced its professional capabilities building, optimized business layout, and actively exerted its functional efforts, taking the lead in delivering tangible synergies. The equity business segment of the Group adhered to the value-investing philosophy and actively played its role as a market stabilizer and further strengthened its functional development, providing solid support for the stable and healthy operation of the capital market by effectively managing risks and correctly guiding expectations. The Group continued to provide high-quality liquidity, ranking first in the industry in terms of market making on the STAR Market. The Group also launched dedicated ETF funds ecosystem, with the ETF market-making trading volume exceeding RMB1 trillion. The exchange-traded options market-making rating of the Group remained at AA level as assessed by the relevant exchanges. For the over-the-counter derivatives business, the Group established a multi-tiered product system, accelerated product research through the application of AI technologies, enriched the products offering, and enhanced the management effectiveness of cross-border vertical integration. The trading volume of cross-border business reached a historical high. Guotai Junan International ranked first among Chinese securities firms in terms of the trading volume of on-exchange Hong Kong stock derivatives, while continuously expanding its product pricing and service coverage across overseas markets such as Europe and Japan. The proprietary investment business of the Group upheld its core function of value investing, continuously refined its professional investment capabilities, reinforced its platform-based technologies, enhanced the whole-process risk management and control, and effectively utilized tools such as swap facilities, to consistently deliver excess returns against high-growth benchmarks. With respect to the FICC business, the Group remained firmly committed to transforming toward a client-demand-driven, low-risk and non-directional business model, and achieved positive results in terms of diversified business layout. By addressing the diversified needs of the key client segments, the Group intensified product innovation and creation, continuously enriched trading scenarios and accelerated the process of internationalization, significantly enhancing its comprehensive client-servicing capabilities and achieving a notable increase in business scale. The Group strengthened the brand of "Guotai Haitong Risk Hedging" (國泰海通避險), provided one-stop comprehensive risk management solutions covering exchange rate, interest rate and credit rating with the number of real-economy clients served continuing to grow. The Group optimized its market-making mechanism, enhanced its transaction pricing capability and its depth of customer services, and significantly expanded the market-making targets, achieving rapid growth of the market-making business scale. The fixed income investment business of the Group upheld high-quality balance sheet expansion, and strengthened its multi-asset and multi-strategy layout, delivered stable returns across market cycles. For the foreign exchange and bulk commodity business, the Group strengthened the research on strategy-based trading, enriched its client-service scenarios and provided clients with comprehensive and integrated financial solutions. Guotai Junan International was among the first batch of security firms

Section III Management Discussion and Analysis

participating offshore RMB repurchases on the first day of the Bond Connect (the Northbound Scheme). In respect of carbon finance, the Group leveraged on its advantages in comprehensive trading services to assist the green development of society and the low-carbon transformation of enterprises, thus steadily increasing its market influence. The Group deepened the digital and intelligent transformation, built and improved the “Shen Tu (深圖)” as its FICC investment transaction management platform, and its over-the-counter financial cloud-based customer service platform, and used the trading strategy model and self-developed system to effectively improve the decision-making standard of investment research.

Future Outlook

In 2026, the Group’s trading and investment business will remain firmly focused on a client-demand driven business transformation, continuously enhance its trading and investment capabilities and product creation capabilities, continue to promote cross-border business layout and capability building, and optimize product offering and strategy matrix, so as to provide customers with multi-market, round-the-clock, one-stop investment and trading experience. The Group’s equity business will actively seize market opportunities while maintaining an appropriate balance between its functional role and profitability. Through building a diversified and stable business model, the Group will continue to strengthen the cross-border asset allocation capabilities and address diverse risk management needs of clients. The Group will also continue to expand our market-making products offering to help boost market liquidity and reinforce its overall market influence through the fulfilment of its market-development responsibilities. The Group’s FICC business will strengthen the scientific research and analysis on global FICC asset trends, accelerate forward-looking deployment across diversified onshore and offshore asset classes, strengthen product innovation, channel development and client cultivation, and accelerate the high-quality development of the business.

(4) *Alternative investment business*

Business Operations and Performance

In 2025, Guotai Junan Zhengyu and Haitong Innovation, as the alternative investment subsidiaries of the Group, remained firmly committed to their role of long-term and patient capital in serving the national strategy and implemented the concept of “serving the real economy, serving technology innovation and serving group strategies”. They actively participated in the construction of Shanghai’s three leading industries, namely Integrated Circuit, Biomedicine and AI, and contributed to Shanghai’s key priority sectors development and the building of Shanghai as an international science and technology innovation hub. Leveraging the role of finance in supporting technological advancement, they focused on the cultivation of “specialized, sophisticated, distinctive and innovative” high-quality projects, and actively promoted the deep integration of technological innovation and industrial innovation. With a strengthened exit-oriented post-investment management approach, their operating performance improved significantly.

Section III Management Discussion and Analysis

Through proactively implementing its internationalization strategies, the Company successfully secured its first ODI outbound investment deal, with several of its investee companies having submitted listing applications to the Hong Kong Stock Exchange. During the Reporting Period, the amount of new investment totalled RMB1.638 billion, of which RMB1.479 billion was invested in hard technology. Further breakdown shows that RMB0.580 billion was invested in the three major pilot funds; a total of 23 projects exits were completed, with the investment cost of the exited projects amounting to RMB1.514 billion. As at the end of the Reporting Period, there were 201 ongoing investment projects with an investment amount of RMB19.460 billion.

Overview of alternative investment business of the Group as at the end of 2025 (Unit: RMB100 million)

	At the end of the Reporting Period	At the end of last year
Number of investment projects at the end of the period	194.60	196.90
Including: amount of co-investment	20.42	27.28

Source: the Company's business data.

Future Outlook

In 2026, the Group's alternative investment business will align closely with the national strategies, with a focus on strategic emerging industries and technology-driven growth enterprises. We will further enhance our post-investment empowerment, leveraging investment to drive the development of our overall business. Meanwhile, we will increase allocations to assets with risk-resistance and value appreciation potential, and remain steadfast in our commitment to long-term, strategic, value-oriented and responsible investing.

4. Investment management business

(1) Fund management

Market Environment

In 2025, continuous improvements to the foundational system of the capital market, together with visible recovery in investor confidence and expectations, created a supportive market environment for the growth of the public fund management business. Meanwhile, reform of the public fund industry continued to deepen, firmly establishing an investor-centric development philosophy

Section III Management Discussion and Analysis

and driving a structural shift from scale-oriented expansion to return-oriented development in the sector. This transformation has imposed elevated requirements on the operation philosophy of the asset management institutions, marking the industry's entry into a critical stage of high-quality development. According to statistics from the Asset Management Association of China, as of the end of 2025, the mutual fund assets under management of mutual funds management institutions amounted to RMB37.71 trillion, representing an increase of 14.9% compared with the end of last year, of which, non-monetary mutual funds amounted to RMB22.68 trillion, representing an increase of 18.0% compared with the end of last year.

Business Operations and Performance

In 2025, the Group's mutual fund management business further embedded an investor-centric approach, anchored firmly in the core theme of high-quality development, and proactively responded to ongoing industry transformation. With the focus on key priorities including investment and research capabilities building, portfolio innovation business layout and technological empowerment, the Group's mutual fund management business accelerated reform and innovation, improved quality and efficiency, forged differentiated, diversified and distinctive core competitiveness. Its assets under management reached a historical high, and its operating results continued to grow, further consolidating the foundation for long-term steady development.

HuaAn Funds continued to promote the construction of a platform-based investment research system, forge an industry-leading medium- to long-term active management capabilities, committed to obtaining long-term stable returns for investors. Adhering to innovation-driven development, it optimized product layout based on the "Five Major Areas" in finance, penetrated into advanced technology thematic fund focusing on semiconductor, artificial intelligence and other frontier technologies, and strove to establish a distinctive product portfolio matrix, achieving markable improvement in both return performance and market competitiveness. The diversified development strategy yielded remarkable results, and the competitiveness of index ETFs, cross-border investment, FOFs and other sub-segments has been increasingly strengthened. Notably, the scale of gold ETFs consistently ranked first in the industry. It further strengthened its international business footprint, with the scale of its cross-border products experiencing rapid growth. It has deepened its role in promoting two-way opening of financial markets through innovative initiatives such as Bond Connect (Southbound Trading). The Group accelerated its AI-driven digital and intelligent transformation, promoted the comprehensive upgrading of its business operation model, investment and research system and customer service, and sped up the building of its digitalization capabilities.

Section III Management Discussion and Analysis

Scale of assets under management of HuaAn Funds as at the end of 2025 (Unit: RMB100 million)

	At the end of the Reporting Period	At the end of last year
Scale of assets under management ⁹	8,883.10	7,724.06
Scale of assets under management of mutual funds	8,141.24	6,931.69
Including: scale of assets under management of non-monetary mutual funds	5,300.80	4,135.38

Source: the Company's business data.

HFT Investment adhered to the strategy of specialized and professional development, focused on pension, fixed income+, bond ETFs and other characteristic business line, continuously enhanced its investment research system capacity building, and accelerated the technology empowerment in investment research, operation and client service throughout the industry chain. It reinforced its active investment capabilities and strove to improve unit holders' experience. Its actively managed equity funds delivered strong performance over both short- and long-term horizons, ranking among the top tier of the industry, contributing to a marked improvement in operating performance. It firmly committed to pension finance as a strategic priority and contributed to the establishment of a multi-tiered and multi-pillar pension insurance system, with its pension assets under management reaching a new historical high. It continued to promote the construction of bond ETF business system and achieved continuous improvements in business scale, product layout and market functions. As at the end of the Reporting Period, the scale of bond ETF under management of HFT Investment reached RMB125.044 billion in total, representing an increase of 146.1% compared with the end of the last year, and ranking first in the industry for five consecutive years.

Scale of assets under management of HFT Investment as at the end of 2025 (Unit: RMB100 million)

	At the end of the Reporting Period	At the end of last year
Scale of assets under management	5,656.37	4,522.50
Scale of assets under management of mutual funds	2,565.84	1,721.91
Including: scale of assets under management of non-monetary mutual funds	2,105.74	1,213.89

Source: the Company's business data.

⁹ The scale of assets under management does not include the scale of assets under management of the Hong Kong subsidiaries of HuaAn Funds.

Section III Management Discussion and Analysis

By leveraging on its multi-strategic advantage, Fullgoal Fund focused on increasing the proportion of the scale of equity funds, strengthening the construction of core investment research capabilities, and worked to enhance the investment experience for fund holders. The coordinated development of mutual funds and non-public businesses such as pension funds, propelling the assets under management to exceed RMB2 trillion for the first time. The public offering business has strengthened performance benchmark measurement constraints, focusing on enhancing capabilities in asset allocation and risk management. Its active equity, fixed income, and quantitative (including ETF) businesses rank among the industry's top performers. We have focused on developing pension finance, with all three pillars of the pension system maintaining robust growth momentum and steadily increasing market share. We have continuously strengthened our cross-border asset research capabilities, successfully securing investment mandates from European pension funds to facilitate overseas institutions' investments in Chinese assets. Its Hong Kong subsidiary has achieved rapid growth in assets under management and steadily improved its capacity to serve customers worldwide. The Company continued to deepen the application of AI along the entire chain to promote digital and intelligent transformation of its business. As at the end of the Reporting Period, the mutual fund assets under management of Fullgoal Fund amounted to RMB1,352.120 billion, representing an increase of 24.4% compared with the end of last year. In particular, assets under management of non-monetary mutual funds amounted to RMB888.522 billion, representing an increase of 30.6% compared with the end of last year.

Future Outlook

In 2026, the Group's mutual funds business will adhere to the strategy of high-quality development of public funds, further perform the role of public funds in supporting the real economy and serving national strategies, and strive to maximise investors' sense of value and return. By building differentiated competitive advantages, the Group's mutual funds business will continue to improve its core investment research capabilities and value creation capabilities, strengthen its forward-looking product deployment, actively expand its domestic and overseas business footprint, deepen intra-group synergies in client engagement, high-quality asset sourcing, etc., and steadily advance towards becoming a first-class investment institution.

Section III Management Discussion and Analysis

(2) Asset management

Market Environment

In 2025, benefiting from policy optimization and market recovery, the asset management industry maintained a sound development momentum with assets under management growing steadily. Asset management institutions further advanced the transformation towards active management, actively explored differentiated development paths amid an increasingly diversified competitive landscape, and actively embrace the long-term opportunities driven by the growth of household wealth, aiming to serve the high-quality development of the real economy with distinctive advantages. According to the statistics of the Asset Management Association of China, by the end of 2025, the scale of private asset management products of securities companies and their asset management subsidiaries amounted to RMB5.80 trillion, representing an increase of 6.1% compared with the end of last year.

Business Operations Initiatives and Performance

In 2025, the Group's asset management business advanced the post-merger integration along with business development a coordinated manner. The integration progressed smoothly, with synergies continuing to be unlocked. The business achieved a stable transition and a significant increase in assets under management, ushering in a new chapter of high-quality development. By seizing opportunities generated from group integration, the Group smoothly completed the conversion of public-offered large collective asset management products into mutual funds, driving a significant acceleration in the development of its mutual fund business. As at the end of the Reporting Period, the scale of non-money-market public funds exceeded RMB72 billion, representing an increase of nearly 50% compared with the end of last year. The asset management business actively integrated into the Group's overall development framework, fully leveraging the distinctive strengths as the asset management arm of security firms to drive growth in FOF products, public quantitative funds and corporate treasury products. The Group's asset management business continued to strengthen its core investment research capabilities, further refined its product matrix, and delivered solid performance across its differentiated products. In support of the national carbon-peaking and carbon-neutrality objectives, as well as livelihood-related initiatives, the Group strengthened the innovation in products and service models, successfully issued many green and carbon neutral ABS products, and completed the issuance and listing of GTHT Jinan Energy Heating Closed Infrastructure REIT, the first municipal infrastructure REIT in China. In terms of overseas asset management business, we further diversified the product lines and focused on the development of mutual recognition fund products to help mainland investors capitalize on investment opportunities arising from the U.S. interest rate cut cycle, thereby building a differentiated competitive advantage and achieving significant growth in scale. The subsidiary of Haitong International Asset Management established a trusted platform for overseas institutions to invest in China by leveraging its strong asset allocation capabilities, and successfully obtained the qualification to manage assets on behalf of large overseas pension funds. At the end of the Reporting Period, the scale of Haitong Asia Total Return Bond Fund reached HK\$5.2 billion, representing a substantial increase compared with the end of last year, and became the first bond fund in the Hong Kong market to publicly disclose its international credit rating.

Section III Management Discussion and Analysis

Scale of assets under management of the Group as at the end of 2025 (Unit: RMB100 million)

Business categories	At the end of the Reporting Period	At the end of last year
Scale of asset management ¹⁰	7,506.64	6,954.12
Scale of collective asset management business	2,418.94	3,005.51
Scale of single asset management business	1,854.10	1,481.62
Scale of specialized asset management business	2,101.65	1,675.32
Scale of mutual funds management business	1,131.95	791.67

Source: the Company's business data.

Future Outlook

In 2026, the Group's asset management business will adhere to exploring the path of high-quality development, base itself on the Group's full-business-chain system, and deepen collaboration with the Group in product innovation, asset exploration and other aspects. It will actively develop featured products such as index enhancement products, build advantageous product series, and play a positive role in meeting the wealth management needs of people.

10 The calculation of the scale of asset management business is based on net assets.

Section III Management Discussion and Analysis

(3) Private equity fund management

Market Environment

In 2025, along with the deepening of supply-side reform, China's equity investment market has entered into a new stage of healthy development and structural upgrading. The fundraising side demonstrated strong resilience, the investment side saw a recovery in activity, and the exit channels became more flexible. Capital continued to concentrate in the technological innovation sectors that conforms to national strategies, and a market ecology of "long-term capital for long-term investment" was gradually taking shape. According to Zero2IPO Research Centre, in 2025, the fundraising scale of China's equity investment market was RMB1,648.304 billion, representing a year-on-year increase of 14.1%; the investment scale amounted to RMB928.716 billion, representing a year-on-year increase of 45.6%; a total of 5,211 exit cases occurred throughout the year, representing a year-on-year increase of 41.0%.

Business Operations and Performance

In 2025, the Group's private equity fund management business embedded the dynamics of the new era into its development trajectory, gave full play to the advantages of long-term capital and patient capital, and focused on "early-stage investment, small-scale, long-term, and hard technology investment" in support of the national strategy for technological self-reliance and self-strengthening. With a focus on strategic emerging sectors, the Group has established a refined investment footprint, built a robust pipeline and portfolio of early-stage technology start-ups, and has cumulatively built a technology-focused fund matrix with an aggregate fund size of nearly RMB70 billion. By unlocking the value of its industrial and capital ecosystem and deepening collaboration with industry leaders, the Group achieved expansion in both its assets under management and a step-change in market positioning and influence. Leveraging diversified exit channels, including IPOs, mergers and acquisitions and secondary private equity funds, the Group delivered a significant improvement in operating performance. The Group also actively pursued international expansion and promoted the fundraising of U.S. dollar-denominated private equity and buyout funds. During the Reporting Period, 13 new funds were established, with a total subscription amount of RMB10.279 billion; new investment projects totaled 102, with a total investment amount of RMB5.164 billion. Among these, a total of 101 hard technology investment projects were completed with an investment amount of RMB5.129 billion; full exits or IPOs for a total of 54 projects were realized.

Section III Management Discussion and Analysis

Overview of the private equity fund business of the Group as at the end of 2025 (Unit: RMB100 million)

	At the end of the Reporting Period	At the end of last year
Cumulative committed capital of funds under management	1,343.27	1,241.09
Cumulative paid-in capital of funds under management	899.79	828.92

Source: the Company's business data.

Future Outlook

In 2026, the Group's private equity fund management business will continue to uphold the philosophy of value-oriented investment and long-term investment, support the national strategy and industrial upgrading, deeply integrate into the Group's ecosystem, give full play to the synergistic model of "investment + investment banking + investment research", and promote the virtuous cycle of "technology-industry -finance". Focusing on priority sectors, the Group will advance capital fundraising initiatives, build a service ecosystem around industrial leaders and existing resources, further strengthen its post-investment management system, and gradually explore the path of internationalization to expand overseas fund business opportunities.

5. Finance lease business

Market Environment

In 2025, the financial leasing industry continued to operate under a tightened regulatory environment, reinforcing a return to its core business model of "financing + leasing". The industry maintained overall stable development. Amid a complex and volatile macroeconomic environment and declining market interest rates, competition in the financial leasing industry has continued to intensify, imposing higher standards and stricter requirements on risk prevention and asset management capabilities.

Section III Management Discussion and Analysis

Business Operations and Performance

In 2025, Haitong UT remained closely aligned with the main theme of serving national strategies and the supporting real economy, focusing on the “Five Major Areas” and new quality productive forces. It strengthened its asset allocation strategy, precisely empowering technological innovation and industrial upgrading, while actively integrating into the Group’s overall development and continuously unleashing synergistic effects and reinforces internal management. Overall operations show steady progress with reduced financing costs and consistently improving asset quality. It has continuously elevated its client tier, with the proportion of state-owned enterprises and high-rated customers continuing to rise. Aligning with major national strategies of regional development, it has intensified business deployment in economically developed regions such as the Yangtze River Delta. It deepened industrial transformation and increased support for strategic emerging sectors such as advanced manufacturing, and the proportion of investment in emerging areas reached approximately 46%. It also exerted great efforts in promoting cross-border leasing projects to support the overseas expansion of products “Made in China” and facilitate high-quality enterprises to strengthen their global competitiveness. As at the end of the Reporting Period, total assets of Haitong UT reached RMB107.756 billion, the non-performing asset ratio was 1.16%, the provision coverage ratio for non-performing assets was 304.71%, asset quality remains stable and manageable. In the Year 2025, the total revenue of Haitong UT reached RMB6.820 billion and the average yield on interest-earning assets was 6.40%, while the weighted average return on net assets was 7.54%, maintaining stable profitability.

Future Outlook

In 2026, Haitong UT will anchor its development to the “15th Five-Year Plan”, uphold the core principles of financial leasing, and continue to serve the real economy. By focusing on new energy, technological innovation and other strategic growth sectors, it will further advance its industrial transformation, deepen intra-group synergy and regional layout, continuously improve asset quality, and accelerate the intelligent iteration of financial technology, thereby injecting stronger financial momentum into the service of national strategies.

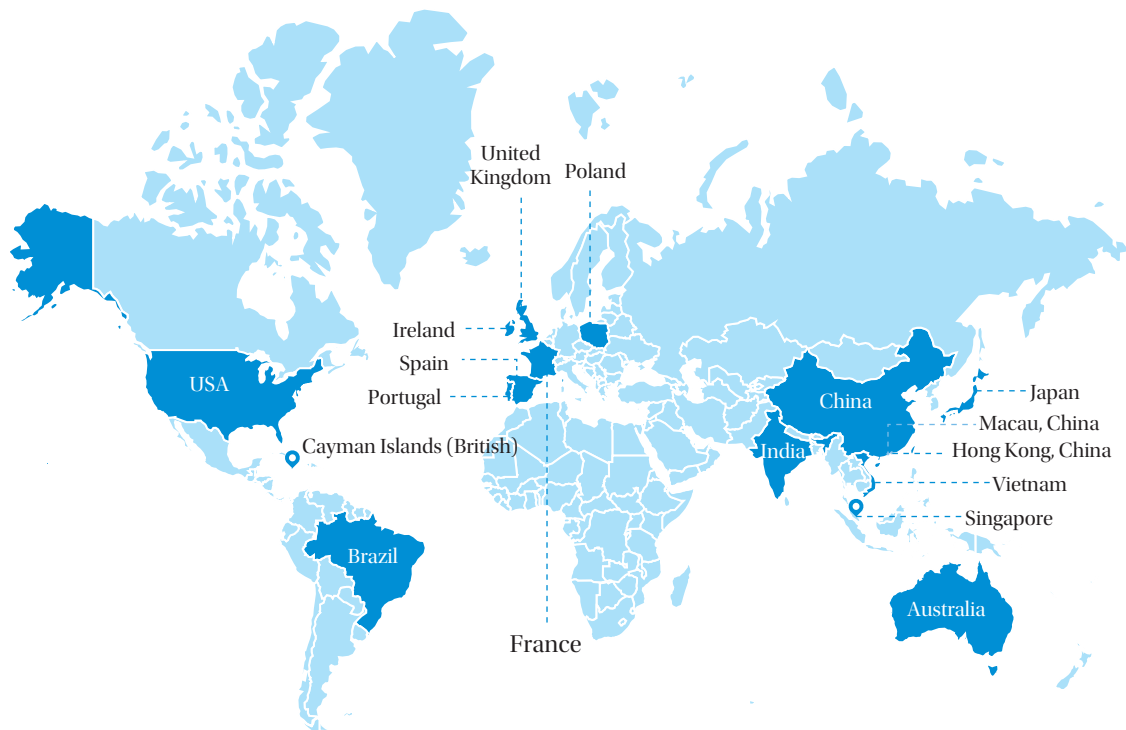
IV. ANALYSIS OF CORE COMPETITIVENESS DURING THE REPORTING PERIOD

As a comprehensive financial services provider with a long-term, sustained and comprehensive leadership in China’s capital markets, Guotai Haitong has established five core competencies: strong operational foundation, exceptional client service, efficient management system, leading digital technology and robust compliance culture. These strengths have laid a solid foundation for the Company to become a first-class investment bank with international competitiveness and market leadership.

Section III Management Discussion and Analysis

(I) Strong operational foundation

The Company has deeply integrated various resources of the former Guotai Junan and Haitong Securities, forming competitive advantages in capital, client base, licenses and network coverage. It boasts leading capital strength, with an asset scale exceeding RMB2 trillion. The balance sheet structure is relatively balanced, with stronger risk resistance capabilities, enabling the improvement of active asset allocation capabilities and capital utilization efficiency. With a large customer base, the number of retail clients surged to the top position in the industry. Coverage of key institutional clients has been largely achieved, while the reach and engagement capabilities for corporate clients have markedly improved. It holds a complete set of business licenses, with the business scope covering all markets under the jurisdiction of the CSRC, along with multiple qualifications approved by the People's Bank of China, the State Administration of Foreign Exchange, the National Association of Financial Market Institutional Investors, the China Foreign Exchange Trading Centre and other departments. The Company has an extensive branch network, as of 31 December 2025, it operated 44 branches, 640 business offices and 68 futures outlets in the Chinese Mainland, covering 31 provinces, autonomous regions and municipalities directly under the Central Government. It has built the most extensive overseas presence among domestic peers, spanning 17 countries and regions, including Hong Kong Special Administration Region, Macao Special Administration Region, the United States, the United Kingdom, Singapore and Japan.



Section III Management Discussion and Analysis

(II) Exceptional client service

The Company continues to improve its “client-first” business model by refining client segmentation and deep value extraction across different client groups, to achieve both “expansion in base and coverage and improvement in quality and efficiency (增量擴面、提質增效)” of client operations. It has continued to build a differentiated and multi-dimensional client services system for three major client groups. In retail client services, the Company actively building a buyer-driven model, advancing the systematic development of the investment advisor team, and forming distinctive advantages in wealth management. In institution client services, efforts focus on enabling two-way empowerment and positive interaction between capital-based businesses and intermediary services, creating a professional, distinctive and comprehensive ecosystem. In corporate client services, services have been upgraded to a one-stop service system, targeting key industries and key regions while continuously deepening the service value chain to provide clients with diversified and integrated financial service. At the same time, the Company continues to enhance client service collaboration mechanisms, exploring group-wide full-value chain services model, and initially forming a comprehensive service system integrating different business lines, spanning across head office and branches, and covering domestic and international operations.

(III) Efficient management system

The Company continues to enhance its group-based, centralized and integrated and refined management capabilities, fully practices the philosophy of “improving quality and efficiency while reducing costs through intensification”, promotes efficient resource utilization and stimulates momentum for high-quality development. For enhancing capital operation efficiency, reducing financing costs, and mitigating liquidity risks, the Company has established an industry-leading “Great Treasury” system to support high-quality development of the Company’s balance sheet. The Company accelerates the development and integration of finance for strategy, finance for operation, and smart finance, leveraging financial management to “support strategy, assist decision-making, serve business, and create value”. The Company further enhances five key capabilities across functional operation, business processes, system platforms, compliance risk management, and control mechanisms, accelerates the development of an operational foundation aligned with the strategic goals of the Company to become a first-class investment bank, and achieves iterative leaps in operational management standards and service capabilities. It further advances the “Talent-Driven Organization” strategy, accelerates the implementation of strategic human resource management, and continuously gathers, cultivates and develops talents, so as to build a first-class talent team that is deeply rooted in the local market, serves the global market, and is highly capable and strongly cohesive.

Section III Management Discussion and Analysis

(IV) Leading digital technology

The Company adhered to the technology-driven strategy and pioneered within the industry the vision of building a “SMART Investment Bank” through comprehensive digital and intelligent transformation, alongside the ecosystem-driven development concept of “Open Securities”. With forward-looking vision and steadfast commitment, the Company continuously advanced independent innovation in fintech and dedicated to transforming technology into a new productive force that drives high-quality business development and serves as the core competitiveness for advancing toward a world-class investment bank. Driving the platform-based and digital-intelligent transformation of business management, the Company successfully developed a series of industry-first or industry-leading securities business application platforms. By establishing a customer service platform system centered on Jun Hong and Daohe, operational platforms comprising all-connection platform, investment banking digital-intelligent platform, smart investment research platform, and OneLink digital-intelligent business development platform had been established. The Company became the first in the industry to complete the construction and migration of a full-link, full-stack, innovation-driven, distributed securities core trading system. The scale and efficiency of our customer system restructuring set the highest benchmark among domestic securities firms in the industry, with technical metrics taking the lead in the world. Achieving full-scenario, large-scale AI application, the Company was among the first in the industry to propose a shift from “AI in ALL” to “ALL in AI” in artificial intelligence application strategies. The Company launched the industry’s first multi-modal securities vertical large model, “Junhong Lingxi”, featuring hundreds of billion parameters. The Company also innovated the “1+N” trustworthy and controllable technical architecture for large models, and iterated and published two generations of the fully AI-powered Lingxi App, enabling multiple industry-first AI applications and innovative large-model applications across various sectors. The Company has been putting effort into building future-ready AI-native organizational capabilities. The Company has built a new multi-active, multi-center infrastructure, including the industry’s first high-grade data center and the first national green data center in the industry to be included on the list, which has taken number of national research projects such as the National Science and Technology Support Program, the National Key R&D Program, and the National Development and Reform Commission Demonstration Project and cumulatively won 59 provincial and ministerial-level science and technology awards, ranking first in the industry in both award level and number. In 2025, the total investment in information technology of the Company reached RMB3.235 billion.

Section III Management Discussion and Analysis

(V) Robust compliance culture

The Company actively implements the requirements of China's distinctive financial culture and upholds the principle that "risk management creates value and compliance ensures a sustainable future". It adheres to sound, prudent and legally compliant operations, and continues to build and enhance a robust, well-designed, closely coordinated and effectively functioning compliance and risk management system. The Company is committed to strengthening its institutional frameworks and talent development, leveraging digital and intelligent technologies to comprehensively upgrade its compliance management and risk prevention and control capabilities. It also continuously refines the three defence lines of "business units, compliance and risk control, and internal control audits", and strengthens the closed-loop management model of "pre-event prevention, in-process control and subsequent supervision", establishing an integrated "comprehensive oversight" framework with horizontal coordination and vertical integration. The Company propels its compliance and risk control to shift from post-event punishment to forward-looking assessment, and from passive management to proactive empowerment, with an aim to firmly guard the bottom line of no systemic risk and empower comprehensive and sustainable business development. It is the only company in the industry to attain the Grade AA rating in Class A from the CSRC for 18 consecutive years, retaining the highest international credit rating among Chinese securities firms. It has been awarded the highest rating in the industry cultural construction practice evaluation for five consecutive years.

Section III Management Discussion and Analysis

V. PRINCIPAL OPERATION CONDITION DURING THE REPORTING PERIOD

(I) Analysis of financial statements

1. Analysis of consolidated statements of profit or loss

(1) Total revenue and other income structure

Unit: thousand yuan Currency: RMB

Item	January to December of 2025		January to December of 2024		Changes	
	Amount	Component	Amount	Component	Amount	Percentage
Fee and commission income	38,623,896	37.24%	21,080,124	40.51%	17,543,772	83.22%
Interest income	28,355,767	27.34%	15,064,409	28.95%	13,291,358	88.23%
Finance lease income	1,133,150	1.09%	–	0.00%	1,133,150	N/A
Net investment income	25,404,414	24.50%	14,773,409	28.39%	10,631,005	71.96%
Total revenue	93,517,227	90.17%	50,917,942	97.85%	42,599,285	83.66%
Other income and gains	10,195,641	9.83%	1,117,496	2.15%	9,078,145	812.36%
Total revenue and other income	103,712,868	100.00%	52,035,438	100.00%	51,677,430	99.31%

Note: The Group completed a business combination on 14 March 2025, and the comparatives represent the financial information of the former Guotai Junan.

In 2025, the Group achieved total revenue and other income of RMB103.713 billion, representing a year-on-year increase of 99.31%. Among them, fee and commission income was RMB38.624 billion, accounting for 37.24%, representing a year-on-year increase of 83.22%, mainly due to the year-on-year increase in brokerage business; interest income was RMB28.356 billion, accounting for 27.34%, representing a year-on-year increase of 88.23%, mainly due to the new leasing business from the Merger with Haitong Securities, as well as the increase in interest income from margin financing and securities lending; net investment income was RMB25.404 billion, accounting for 24.50%, representing a year-on-year increase of 71.96%, mainly due to the year-on-year increase in investment income from financial instruments at fair value through profit or loss; other income and gains was RMB10.196 billion, accounting for 9.83%, representing a year-on-year increase of 812.36%, mainly due to the gain arising on the Merger with Haitong Securities.

Section III Management Discussion and Analysis

(2) Total expenses structure

Unit: thousand yuan Currency: RMB

Item	January to December of 2025		January to December of 2024		Changes	
	Amount	Component	Amount	Component	Amount	Percentage
Fees and commission expenses	11,674,823	17.61%	5,953,030	16.68%	5,721,793	96.12%
Interest expenses	21,210,969	31.99%	12,707,342	35.62%	8,503,627	66.92%
Staff costs	17,950,159	27.07%	10,475,942	29.36%	7,474,217	71.35%
Depreciation and amortization expenses	3,024,132	4.56%	1,591,874	4.46%	1,432,258	89.97%
Taxes and surcharges	497,574	0.75%	197,149	0.55%	300,425	152.38%
Other operating expenses and costs	8,016,627	12.08%	4,462,102	12.51%	3,554,525	79.66%
Provision for impairment losses on other assets	74,571	0.11%	41,602	0.12%	32,969	79.25%
Accrual of credit loss expense	3,863,344	5.83%	249,973	0.70%	3,613,371	1,445.50%
Total expenses	66,312,199	100.00%	35,679,014	100.00%	30,633,185	85.86%

Note: The Group completed a business combination on 14 March 2025, and the comparatives represent the financial information of the former Guotai Junan.

In 2025, the Group's total expenses amounted to RMB66.312 billion, representing an increase of 85.86% year-on-year. Among them, fees and commission expenses amounted to RMB11.675 billion, accounting for 17.61%, representing an increase of 96.12% year-on-year, mainly due to the increase in securities brokerage business expenses and futures brokerage business expenses; staff costs amounted to RMB17.950 billion, accounting for 27.07%, representing an increase of 71.35% year-on-year, mainly due to the expansion of the Group's scale due to the Merger with Haitong Securities; other operating expenses and costs amounted to RMB8.017 billion, accounting for 12.08%, representing an increase of 79.66% year-on-year; accrual of credit loss expense during the current period amounted to RMB3.863 billion, mainly due to the new leasing business from the Merger with Haitong Securities, and credit impairment losses accrued in accordance with the accounting standards for business combinations.

Section III Management Discussion and Analysis

2. Analysis of consolidated statements of cash flows

In 2025, the net increase in cash and cash equivalents of the Group was RMB79.215 billion, among which:

Net cash used in operating activities amounted to RMB20.346 billion, mainly due to: (i) an increase in financial instruments at fair value through profit or loss and derivative financial instruments, resulting in cash outflow of RMB135.037 billion; (ii) an increase in cash held on behalf of brokerage customers, resulting in cash outflow of RMB100.634 billion; (iii) an increase in financial assets sold under repurchase agreements, resulting in cash inflow of RMB152.188 billion.

Net cash generated from investing activities amounted to RMB35.750 billion, mainly due to: (i) proceeds from disposal of financial assets at fair value through other comprehensive income and other investments, resulting in cash inflow of RMB134.909 billion, (ii) Merger with Haitong Securities by way of absorption, resulting in cash inflow of RMB79.025 billion, (iii) purchases of financial assets at fair value through other comprehensive income and cash paid for other investments, resulting in cash outflow of RMB182.813 billion.

Net cash flow generated from financing activities amounted to RMB63.811 billion, mainly due to: (i) cash proceeds from loans and borrowings of RMB155.883 billion, (ii) cash proceeds from issuance of bonds payable of RMB139.635 billion, (iii) cash repayment of loans and borrowings, of RMB162.562 billion.

Section III Management Discussion and Analysis

3. Analysis of consolidated statements of financial position

Unit: thousand yuan Currency: RMB

Item	31 December 2025		31 December 2024		Changes	
	Amount	Component	Amount	Component	Amount	Percentage
Non-current assets						
Property and equipment	20,257,271	0.96%	4,329,909	0.41%	15,927,362	367.85%
Investment property	2,717,438	0.13%	1,033,781	0.10%	1,683,657	162.86%
Right-of-use assets	3,179,315	0.15%	2,158,939	0.20%	1,020,376	47.26%
Goodwill	4,052,356	0.19%	4,070,761	0.39%	-18,405	-0.45%
Other intangible assets	1,649,438	0.08%	908,140	0.09%	741,298	81.63%
Investments in associates	21,397,716	1.01%	8,154,064	0.78%	13,243,652	162.42%
Investments in joint ventures	4,985,048	0.24%	5,067,765	0.48%	-82,717	-1.63%
Finance lease receivables	7,446,760	0.35%	-	0.00%	7,446,760	N/A
Receivables arising from sale and leaseback arrangements	36,053,360	1.71%	-	0.00%	36,053,360	N/A
Debt investments at amortized cost	7,227,489	0.34%	3,584,371	0.34%	3,643,118	101.64%
Debt instruments at fair value through other comprehensive income	90,653,606	4.29%	66,907,683	6.39%	23,745,923	35.49%
Equity instruments at fair value through other comprehensive income	65,018,972	3.08%	21,395,129	2.04%	43,623,843	203.90%
Financial assets held under resale agreements	2,604,743	0.12%	1,810,988	0.17%	793,755	43.83%
Financial assets at fair value through profit or loss	30,639,135	1.45%	12,083,399	1.15%	18,555,736	153.56%
Loans and advances	5,533,238	0.26%	-	0.00%	5,533,238	N/A
Refundable deposits	121,709,478	5.76%	65,505,730	6.26%	56,203,748	85.80%
Deferred tax assets	4,447,890	0.21%	1,424,446	0.14%	3,023,444	212.25%
Other non-current assets	3,186,284	0.14%	70,471	0.01%	3,115,813	4,421.41%
Total	432,759,537	20.47%	198,505,576	18.95%	234,253,961	118.01%

Section III Management Discussion and Analysis

Item	31 December 2025		31 December 2024		Changes	
	Amount	Component	Amount	Component	Amount	Percentage
Current assets						
Accounts receivable	40,968,218	1.94%	17,269,476	1.65%	23,698,742	137.23%
Other current assets	5,717,415	0.27%	2,208,407	0.21%	3,509,008	158.89%
Margin accounts receivable	253,571,799	11.99%	106,268,255	10.14%	147,303,544	138.61%
Finance lease receivables	4,806,147	0.23%	–	0.00%	4,806,147	N/A
Receivables arising from sale and leaseback arrangements	39,465,713	1.87%	–	0.00%	39,465,713	N/A
Debt investments at amortized cost	1,855,791	0.09%	410,934	0.04%	1,444,857	351.60%
Debt instruments at fair value through other comprehensive income	55,015,884	2.60%	19,120,035	1.82%	35,895,849	187.74%
Equity instruments at fair value through other comprehensive income	530,407	0.03%	626,186	0.06%	-95,779	-15.30%
Financial assets held under resale agreements	89,260,251	4.22%	58,834,713	5.62%	30,425,538	51.71%
Financial assets at fair value through profit or loss	657,923,435	31.12%	396,390,006	37.83%	261,533,429	65.98%
Derivative financial assets	12,975,583	0.61%	9,016,783	0.86%	3,958,800	43.90%
Placements to other financial institutions	1,068,279	0.05%	–	0.00%	1,068,279	N/A
Loans and advances	639,389	0.03%	–	0.00%	639,389	N/A
Deposits with central banks	4,136,389	0.20%	–	0.00%	4,136,389	N/A
Deposits with other banks	89,726	0.00%	–	0.00%	89,726	N/A
Clearing settlement funds	21,182,233	1.00%	9,813,170	0.94%	11,369,063	115.86%
Cash held on behalf of brokerage customers	416,418,711	19.69%	202,568,220	19.33%	213,850,491	105.57%
Cash and bank balances	75,953,229	3.59%	26,713,651	2.55%	49,239,578	184.32%
Total	1,681,578,599	79.53%	849,239,836	81.05%	832,338,763	98.01%
Total assets	2,114,338,136	100.00%	1,047,745,412	100.00%	1,066,592,724	101.80%

Section III Management Discussion and Analysis

Unit: thousand yuan Currency: RMB

Item	31 December 2025		31 December 2024		Changes	
	Amount	Component	Amount	Component	Amount	Percentage
Current liabilities						
Loans and borrowings	42,963,653	2.43%	9,196,390	1.06%	33,767,263	367.18%
Short-term debt instruments	85,419,707	4.83%	47,491,065	5.46%	37,928,642	79.86%
Placements from other financial institutions	19,238,359	1.09%	5,416,271	0.62%	13,822,088	255.20%
Accounts payable to brokerage customers	514,586,677	29.10%	252,069,517	28.96%	262,517,160	104.14%
Employee benefits payable	11,229,678	0.64%	8,072,898	0.93%	3,156,780	39.10%
Income tax payable	3,768,615	0.21%	632,231	0.07%	3,136,384	496.08%
Financial assets sold under repurchase agreements	464,895,851	26.29%	244,937,517	28.14%	219,958,334	89.80%
Financial liabilities at fair value through profit or loss	88,414,109	5.00%	66,269,045	7.61%	22,145,064	33.42%
Derivative financial liabilities	17,693,449	1.00%	9,391,575	1.08%	8,301,874	88.40%
Bonds payable	137,317,082	7.77%	31,392,278	3.61%	105,924,804	337.42%
Customer accounts	4,585,101	0.26%	–	0.00%	4,585,101	N/A
Contract liabilities	81,415	0.00%	22,076	0.00%	59,339	268.79%
Lease liabilities	706,948	0.04%	666,432	0.08%	40,516	6.08%
Other current liabilities	129,833,828	7.35%	80,698,295	9.27%	49,135,533	60.89%
Total	1,520,734,472	86.01%	756,255,590	86.89%	764,478,882	101.09%
Net current assets	160,844,127		92,984,246		67,859,881	72.98%
Non-current liabilities						
Loans and borrowings	21,331,383	1.21%	539,495	0.06%	20,791,888	3,853.95%
Bonds payable	199,601,410	11.29%	102,606,187	11.79%	96,995,223	94.53%
Placements from other financial institutions	1,968,365	0.11%	–	0.00%	1,968,365	N/A
Long-term payables	4,113,135	0.23%	–	0.00%	4,113,135	N/A
Lease liabilities	1,277,417	0.07%	975,153	0.11%	302,264	31.00%
Deferred tax liabilities	1,032,565	0.06%	397,060	0.05%	635,505	160.05%
Financial assets sold under repurchase agreements	1,449,214	0.08%	–	0.00%	1,449,214	N/A
Financial liabilities at fair value through profit or loss	9,590,420	0.54%	9,014,927	1.04%	575,493	6.38%
Customer accounts	5,033,700	0.28%	–	0.00%	5,033,700	N/A
Other non-current liabilities	2,003,070	0.12%	483,303	0.06%	1,519,767	314.45%
Total	247,400,679	13.99%	114,016,125	13.11%	133,384,554	116.99%
Total liabilities	1,768,135,151	100.00%	870,271,715	100.00%	897,863,436	103.17%
Total equity	346,202,985		177,473,697		168,729,288	95.07%

Note: The Group completed a business combination on 14 March 2025, and the comparatives represent the financial information of the former Guotai Junan.

Section III Management Discussion and Analysis

As of 31 December 2025, the Group's total assets amounted to RMB2,114.338 billion, representing an increase of 101.80% compared with the end of last year; total liabilities amounted to RMB1,768.135 billion, representing an increase of 103.17% compared with the end of last year; and total equity amounted to RMB346.203 billion, representing an increase of 95.07% compared with the end of last year. The Group's gearing ratio as of 31 December 2025 was 78.36% representing an increase of 0.67 percentage point compared with the end of last year. The Group has a reasonable debt structure no overdue outstanding debts, sound operating performance, strong profitability, and excellent long-term and short-term debt repayment capabilities.

The Group's asset structure is mainly as follows: financial assets at fair value through profit or loss amounted to RMB688.563 billion, accounting for 32.57% of total assets; cash held on behalf of brokerage clients amounted to RMB416.419 billion, accounting for 19.69% of total assets; margin accounts receivable amounted to RMB253.572 billion, accounting for 11.99% of total assets; debt instruments at fair value through other comprehensive income amounted to RMB145.669 billion, accounting for 6.89% of total assets; and refundable deposits amounted to RMB121.709 billion, accounting for 5.76% of total assets. Among these, current assets amounted to RMB1,681.579 billion, accounting for 79.53% of total assets. The Group's assets have good liquidity and a reasonable structure. Furthermore, considering the impact of market volatility, the Group has made corresponding impairment provisions for assets showing signs of impairment, maintaining high asset quality.

Non-current assets

As of 31 December 2025, non-current assets amounted to RMB432.760 billion, representing an increase of 118.01% compared with the end of last year, mainly due to the Merger with Haitong Securities by way of absorption. Among them, refundable deposits amounted to RMB121.709 billion, representing an increase of 85.80% compared with the end of last year; equity instruments at fair value through other comprehensive income amounted to RMB65.019 billion, representing an increase of 203.90% compared with the end of last year, mainly due to the Merger with Haitong Securities by way of absorption and the increase in the scale of non-trading equity investments; and receivables arising from sale and leaseback arrangements amounted to RMB36.053 billion, mainly due to the new leasing business resulting from the Merger with Haitong Securities by way of absorption.

Current assets

As of 31 December 2025, current assets amounted to RMB1,681.579 billion, representing an increase of 98.01% compared with the end of last year, mainly due to the Merger with Haitong Securities by way of absorption. Among them, financial assets at fair value through profit or loss amounted to RMB657.923 billion, representing an increase of 65.98% compared with the end of last year; cash held on behalf of brokerage customers amounted to RMB416.419 billion, representing an increase of 105.57% compared with the end of last year; and margin accounts receivable amounted to RMB253.572 billion, representing an increase of 138.61% compared with the end of last year.

Section III Management Discussion and Analysis

Current liabilities

As of 31 December 2025, current liabilities amounted to RMB1,520.734 billion, representing an increase of 101.09% compared with the end of last year, mainly due to the Merger with Haitong Securities by way of absorption. Among these liabilities, accounts payable to brokerage customers amounted to RMB514.587 billion, representing an increase of 104.14% compared with the end of last year; financial assets sold under repurchase agreements amounted to representing RMB464.896 billion, representing an increase of 89.80% compared with the end of last year; and bonds payable amounted to RMB137.317 billion, representing an increase of 337.42% compared with the end of last year.

Non-current liabilities

As of 31 December 2025, non-current liabilities amounted to RMB247.401 billion, representing an increase of 116.99% compared with the end of last year, mainly due to the Merger with Haitong Securities by way of absorption. Among them, bonds payable amounted to RMB199.601 billion, representing an increase of 94.53% compared with the end of last year, and loans and borrowings amounted to RMB21.331 billion, representing an increase of 3,853.95% compared with the end of last year.

Equity

The Group's equity attributable to equity holders of the Company amounted to RMB330.417 billion as of 31 December 2025, representing an increase of 93.48% compared with the end of last year.

Major restricted assets at the end of the Reporting Period

For details of assets with restricted ownership or use rights, please refer to the notes to the consolidated financial statements.

Section III Management Discussion and Analysis

Borrowings and debt financing

As of 31 December 2025, the total borrowings and debt financing of the Group amounted to RMB486.633 billion, details of which are set out as follows:

Unit: thousand yuan Currency: RMB

	31 December 2025	31 December 2024
Loans and borrowings	64,295,036	9,735,885
Short-term debt instruments	85,419,707	47,491,065
Bonds payable	336,918,492	133,998,465
Total	486,633,235	191,225,415

Note: The Group completed a business combination on 14 March 2025, and the comparatives represent the financial information of the former Guotai Junan.

For details of the interest rate and the terms of loans and borrowings, short-term debt instruments and bonds payable, please refer to the notes to the consolidated financial statements.

Except for borrowings and debt financing, the Group obtained funds through placements from other financial institutions and financial assets sold under repurchase agreements. As of 31 December 2025, the balance of placements from other financial institutions was RMB21.207 billion, while the balance of financial assets sold under repurchase agreements was RMB466.345 billion. Total debts mentioned above was RMB974.185 billion.

Save as disclosed in the Report, the Group did not have, as of 31 December 2025, any outstanding mortgages, charges, bonds, other debt capital, liabilities under acceptance or other similar indebtedness, guarantees or other material contingent liabilities.

Major customers and suppliers

Driven by customer demand, the Group has established a retail, institutional and corporate customer service system, providing various customers with securities products and integrated financial services. In 2025, revenue from the five largest customers of the Group accounted for approximately 1% of its total revenue and other income, and none of the five largest customers is its related party. None of the Directors, Supervisors (during their respective terms of office) and their respective associates as well as Shareholders holding more than 5% of the issued share capital of the Company has any interest in any of the five largest customers of the Group.

Due to its business nature, the Group has no major supplier.

Section III Management Discussion and Analysis

(II) Analysis of investments

Overall analysis of external equity investments

The Group did not hold any significant investment with a value exceeding 5% of the total assets as at 31 December 2025.

1. Material equity investments

☐ Applicable ☒ Not applicable

2. Material non-equity investments

☐ Applicable ☒ Not applicable

3. Financial instruments measured at fair value

Unit: yuan Currency: RMB

Category	Opening balance of the period	Closing balance of the period	General changes	Effect on profit for the period
Financial instruments at fair value through profit or loss	333,189,433,322	590,558,038,684	257,368,605,362	32,067,216,990
Debt instruments at fair value through other comprehensive income	86,027,717,556	145,669,490,724	59,641,773,168	3,655,621,817
Equity instruments at fair value through other comprehensive income	22,021,314,908	65,549,379,376	43,528,064,468	2,293,827,753
Derivative financial instruments	-374,791,684	-4,717,865,879	-4,343,074,195	-9,889,677,329
Total	440,863,674,102	797,059,042,905	356,195,368,803	28,126,989,231

Section III Management Discussion and Analysis

Securities investment

Securities trading and investment is one of the main businesses of securities companies. For details on securities investment, private equity fund investment, derivatives investment, and other asset investments, please refer to “Section VIII Financial Report – Note 33. Debt Investments at Amortised Cost, Note 34. Debt Instruments at Fair Value Through Other Comprehensive Income, Note 35. Equity Instruments at Fair Value Through Other Comprehensive Income, Note 37. Financial Assets at Fair Value Through Profit or Loss, Note 45. Derivative Financial Instruments.”

Description of securities investment

☐ Applicable ☒ Not applicable

Private equity fund investment

☐ Applicable ☒ Not applicable

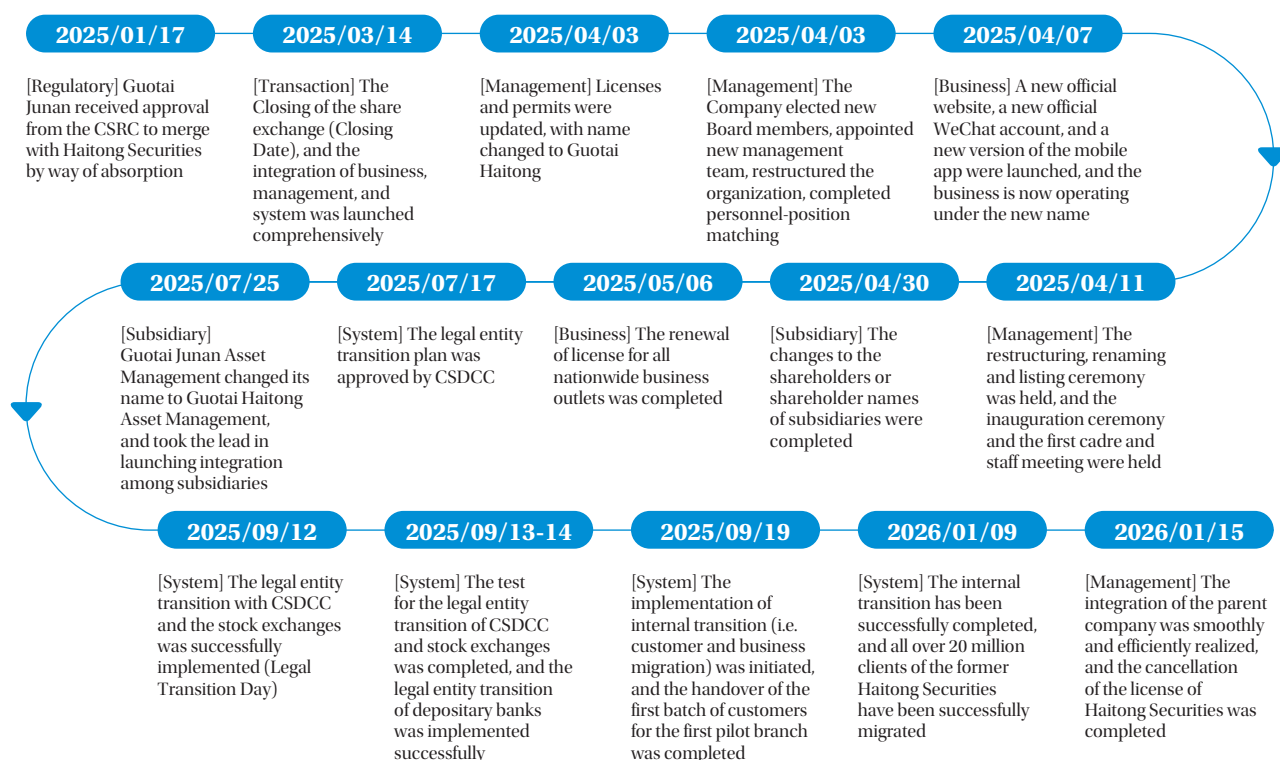
Derivatives investment

☐ Applicable ☒ Not applicable

Section III Management Discussion and Analysis

4. Specific progress of material asset restructuring and integration during the Reporting Period

Milestones of integration and consolidation by Guotai Haitong



On 14 March 2025, the Company completed the Closing of the Merger transaction. Pursuant to the requirements of the CSRC approval, the Company closely prepared an integration plan and timetable, and initiated various works at the earliest opportunity. Up to now, the Company has realized the stable and efficient integration of its parent company, completed the industrial and commercial deregistration of Haitong Securities and handed in the Permit for Securities and Futures Operation Business, and is facilitating the integrated development of various subsidiaries in an orderly manner.

Section III Management Discussion and Analysis

Prioritising customers, ensuring smooth business integration, and comprehensively assuming qualifications and business activities. The Company promptly completed the replacement of business licenses for both the parent company and its nationwide branches, seamlessly inherited all requisite licenses, qualifications and business quotas, and achieved uninterrupted succession of various business agreements. The principal assets involved in the transaction were duly transferred, ensuring the continuous and stable operation of all businesses. **The Company comprehensively unified customer services** through systematically aligning the original customer service systems of the two companies, and unifying the appropriateness management, service standards, business processes and system platform for various customers including retail, institutional and corporate customers in a timely and effective manner. The interconnection of customer accounts was achieved, enabling the delivery of consistent, reliable and stable service experience to all clients. **The Company refreshed the client-facing brand image** by launching the omni-channel platforms including the new official website, the new official WeChat account and APP, marking the commencement of business operations under the new name and presenting a unified and refreshed brand image to the market. **The integration and development of subsidiaries was advanced in an orderly manner**, with in-depth research and analysis conducted to address issues such as inter-subsidiary competition and ensure compliance with the “one participation, one control” (一參一控) regulatory requirement, and integration of asset management subsidiaries initiated as a first step.

Prioritizing risk control and effectively achieving unified management. The Company unified the compliance, risk control and financial and asset-liability management through taking the lead in formulating the integrated compliance and risk control plan, updating over 700 internal policies, unifying the compliance management, risk policies, authorization frameworks and regulatory reporting standards, strengthening the oversight of subsidiaries, and effectively mitigating overseas risk exposures. **The Company completed the unification of human resources management and the restructuring of its organizational structure** by consolidating and establishing 7 business or management committees, 41 headquarter departments and 44 branch offices. Key management appointments and alignment of position-to-personnel were completed swiftly, ensuring the smooth transition of employee labor contracts and harmonization of job grades and compensation. **The Company refreshed its strategic planning and cultural framework** by organizing the formulation of a new strategic planning system with a clear development objective of “comprehensive leading in China and distinctive and outstanding in the world”, established a corporate cultural concept grounded in the shared values of “Serving the Country with Finance and Finance for Good” and further strengthened internal cohesion and unity of purpose. **The Company achieved the integration of workplace and property management** by facilitating the relocation of workplace in phases while simultaneously completing the property management integration and positioning optimization. The internal management system was launched successfully, enabling the centralised utilization and sharing of office resources.

Section III Management Discussion and Analysis

Adhering to systematic planning and successfully completing the system transition. In September 2025, the Company successfully implemented the legal entity transition, achieving a 45% business switching plan that is an innovative breakthrough compared with previous cases in the industry, and significantly reduced the affected business scope and duration; after the transition, the legal entities on China Securities Depository and Clearing Corporation Limited (the "CSDCC") and its Beijing, Shanghai and Shenzhen Branches, the SSE, SZSE and BSE, the National Equities Exchange and Quotations, China Securities Investor Protection Fund Corporation Limited, the 21 contracted depository banks, and Shanghai Gold Exchange were switched to Guotai Haitong, successfully realizing the operation of a single entity. **In January 2026, the Company successfully completed the migration of customers and business (i.e. internal handover)**, realized the integration of hundreds of IT systems, and completely migrated the data of over 20 million customers and relevant business of the former Haitong Securities to the mature next-generation distributed core trading system of the Company through 21 batches. After the transition, the Company's core trading system has carried nearly 40 million customers, becoming the full-stack innovation-driven, core trading system with the largest customer scale in the industry, and had withstood the test of the pressure of the huge amount of market transactions, effectively laying a solid foundation for future development.

Following the completion of the Merger, the Company now possesses a stronger and healthier capital foundation, along with more specialized and comprehensive service capabilities. It has realized more intensive and efficient operation management, being poised to accelerate the release of synergistic benefits of integration and continuously stimulate the momentum and vitality of high-quality development.

(III) Material assets and equity disposal

☐ Applicable ☒ Not applicable

Section III Management Discussion and Analysis

(IV) Analysis of main holding companies

Unit: 100 million yuan Currency: RMB

Name of company	Type of company	Principal activities	Registered capital	Total assets at the end of the Reporting Period	Net assets at the end of the Reporting Period	Operating revenue during the Reporting Period	Operating profit during the Reporting Period	Net profit during the Reporting Period
Guotai Haitong Asset Management ^{Note 1}	Subsidiary	Licensed project: public fund management business. General project: securities asset management business	20	86.12	67.38	20.57	5.37	4.08
HT Asset Management ^{Note 2}	Subsidiary	Securities asset management business	22	51.21	49.72	2.78	0.82	0.62
Guotai Junan Futures	Subsidiary	Commodity futures brokerage, financial futures brokerage, futures investment consulting and assets management	60	2,183.20	129.40	29.91	12.29	9.36
Haitong Futures ^{Note 2}	Subsidiary	Commodity futures brokerage, financial futures brokerage, futures investment consulting, assets management and fund sales	13.015	604.06	40.04	6.97	1.30	1.55
HuaAn Funds	Subsidiary	Fund establishment, management of fund business and other businesses permitted by the CSRC	1.5	87.50	62.92	34.93	12.74	9.61
HFT Investment ^{Note 2}	Subsidiary	Fund raising, fund sales, asset management and other businesses permitted by the CSRC	3	49.71	31.57	13.33	6.48	4.85

Section III Management Discussion and Analysis

Name of company	Type of company	Principal activities	Registered capital	Total assets at the end of the Reporting Period	Net assets at the end of the Reporting Period	Operating revenue during the Reporting Period	Operating profit during the Reporting Period	Net profit during the Reporting Period
Guotai Junan Innovation Investment	Subsidiary	Engaging in equity investment business and other businesses permitted by the CSRC	75	83.64	80.42	2.35	1.06	0.76
Haitong Capital ^{Note 2}	Subsidiary	General projects: engaging in equity investment business and other businesses permitted by the CSRC	55	91.78	83.50	10.88	8.51	6.60
Guotai Junan Zhengyu	Subsidiary	Equity investment and financial products investment	45	80.50	71.79	11.58	11.11	8.28
Haitong Innovation ^{Note 2}	Subsidiary	Securities investment, financial products investment and equity investment	115	207.58	205.36	16.09	15.56	12.64
Guotai Haitong Financial Holdings ^{Note 3}	Subsidiary	Investment holdings	HK\$6,511.98 million	HK\$270,198 million	HK\$25,383 million	HK\$10,241 million	HK\$3,248 million	HK\$2,631 million
Haitong International Holdings ^{Note 2}	Subsidiary	Investment holdings	HK\$18,950.77 million	HK\$78,565 million	HK\$-15,532 million	HK\$2,158 million	HK\$-3,128 million	HK\$-3,268 million
Haitong UT Capital ^{Note 2}	Subsidiary	Investment holdings	HK\$4,146.16 million	1,095.45	219.07	56.29	19.82	14.69

Section III Management Discussion and Analysis

Name of company	Type of company	Principal activities	Registered capital	Total assets at the end of the Reporting Period	Net assets at the end of the Reporting Period	Operating revenue during the Reporting Period	Operating profit during the Reporting Period	Net profit during the Reporting Period
Shanghai Securities	Investee company	Licensed project securities business; securities investment consultation; intermediary business for futures companies; sales of public securities investment fund; service business of public securities investment fund	53.26532	957.68	198.05	34.25	15.98	13.24
Fullgoal Fund ^{Note 4}	Investee company	Publicly offered securities investment fund management, fund sales and specific client asset management	5.2	180.86	102.94	68.51	25.54	19.21
Guozhi Technology ^{Note 5}	Investee company	Artificial intelligence application software development; internet data service; cloud platform-based business outsourcing service	10.5	6.16	5.95	0.02	-0.13	-0.13

Note 1: On 25 July 2025, Shanghai Guotai Junan Securities Asset Management Co., Ltd. ("Guotai Junan Asset Management") changed its name to Shanghai Guotai Haitong Securities Asset Management Co., Ltd. ("Guotai Haitong Asset Management").

Note 2: The above table presents revenue, operating profit and net profit of relevant holding subsidiaries from inclusion in the scope of consolidation of financial statements of the Company to the end of the Reporting Period.

Note 3: On 1 December 2025, Guotai Junan Financial Holdings Co., Ltd. completed change of registration at the Hong Kong Registrar of Companies and changed its name to Guotai Haitong Financial Holdings Co., Ltd.

Note 4: The above table presents revenue, operating profit and net profit of the investee company from being an associate to the end of the Reporting Period.

Note 5: In June 2025, the Company participated in the establishment of Shanghai Guozhi Technology Co., Ltd. As of the end of 2025, its registered capital was RMB1.05 billion. The Company subscribed to RMB0.35 billion, representing a 33.33% equity interest.

Section III Management Discussion and Analysis

Acquisition and disposal of subsidiaries during the Reporting Period

Name of company	Way of acquisition and disposal of subsidiaries during the Reporting Period	Impact on overall production, operations and performance
Haitong International Holdings		
HT Asset Management ^{Note}	Former Guotai Junan merged with Haitong Securities by way of absorption, and assumed all rights and obligations of subsidiaries of those of the former Haitong Securities.	Following the Merger, the Company's main business remains unchanged, and its core competitiveness has been significantly enhanced in terms of capital strength, customer base, service capabilities and operation management.
Haitong Futures		
Haitong Capital		
Haitong Innovation		
HFT Investment		
Haitong UT Capital		
Weitai Properties		

Note: On 25 July 2025, the Company held its fifth meeting of the seventh session of the Board (extraordinary meeting) by way of telecommunication, which considered and approved the Proposal on the Merger of Shanghai Guotai Junan Securities Asset Management Co., Ltd. and Shanghai Haitong Securities Asset Management Co., Ltd. (《關於上海國泰君安證券資產管理有限公司與上海海通證券資產管理有限公司合併的議案》), approved the merger of HT Asset Management by way of absorption by Guotai Junan Asset Management, a wholly-owned subsidiary of the Company, and the relevant work plan, and authorised the Company's management to handle the specific matters related to the merger.

Other explanations

☐ Applicable ☒ Not Applicable

Section III Management Discussion and Analysis

(V) The situation of structured entities controlled by the Company

As of 31 December 2025, the Group consolidated 174 structured entities, which include asset management schemes, investment funds and limited partnerships. For funds or asset management plans where the Group acts as manager or holder, and for partnerships where it serves as general partner or investment manager, the Group determined that it exercises control over certain funds, asset management plans, and partnerships after comprehensively considering factors such as its investment decision-making authority and exposure to variable returns. These entities were consequently included in the scope of consolidation. As of 31 December 2025, the aforementioned structured entities included in the consolidation scope contributed RMB6.594 billion, RMB232 million, and RMB85 million to the Group's consolidated total assets, consolidated operating revenue, and consolidated net profit, respectively.

(VI) Establishment and disposal of branches

1. Establishment and disposal of branches and business branches

During the Reporting Period, the Group relocated 8 securities branches and 26 securities business branches in the same cities and deregistered 33 branches and 2 securities business branches in China. Please refer to Appendix IV for the details of establishment and disposal of branches.

Newly established branches	Newly established business branches	Relocated branches	Relocated business branches	Deregistered branches	Deregistered business branches
–	–	8	26	33	2

Section III Management Discussion and Analysis

(VII) Principal financing channel, structure of long- and short-term liabilities, measures taken and management policies adopted to maintain liquidity, financing ability, contingent matters and their effects on financial conditions

1. Financing channel

In the PRC, the Company mainly uses financing products such as interbank borrowings, debt securities repurchase, short-term financing bills, financial bonds, corporate bonds, subordinated bonds, structured notes, margin refinancing, perpetual bonds, convertible bonds, new issuance and placing to provide short-term financing and medium-to-long-term financing through exchanges and interbank and over-the-counter markets according to relevant policies and regulations, as well as market environment and its own needs. The Company may also raise funds overseas through placing, convertible bonds, rights issue and issuance of medium-term notes, etc., thereby supporting the Company's business development.

2. Liability structure

For details, please refer to “(III) Analysis of assets and liabilities” in “V. PRINCIPAL OPERATION CONDITION DURING THE REPORTING PERIOD” in this section.

3. Liquidity management policies and measures

In order to maintain the liquidity and yield rate of its assets, the Company has established a liquidity reserve pool system as well as mechanisms relating to the management and operation of proprietary funds and liquidity, whereby the Company has established explicit responsibility division and authorization mechanism for the departments involved therein, to enhance the professionalism of the management and operation of liquidity. The Company has established and improved its financing strategies by continuously improving the diversity and stability of its source of funding, thus effectively maintaining its overall liquidity position at a relatively safe level. In respect of liquidity operation, the Company always maintains short-term financing channels, such as relatively stable interbank borrowing and repurchase, in domestic exchanges and interbank markets, and continuously exploits new trading methods and counterparties.

Section III Management Discussion and Analysis

4. Analysis of financing capability and financing strategies

The Company enjoys a well-established operation and good reputation with strong capital strength, profitability and solvency. The Company has maintained the international credit ratings at BBB+ by Standard & Poor and Baa1 by Moody for many years, and good cooperative relations with major commercial banks for a long time by enjoying generous credit lines. At the same time, the Company has strong short-term and medium-to-long-term financing capabilities since its various risk regulatory indicators have met the relevant regulatory requirements, and its financing channels have been smooth. As a listed securities company, the Company can also reasonably determine the scale and timing of financing through equity refinancing and other means to meet its capital needs for long-term development.

The Company has continuously strengthened its asset and liability portfolio management, and dynamically planned its financing strategies in light of the market environment and business capital needs. The Company will strengthen the coordinated management of domestic and overseas capital needs, continue to improve its overall capital allocation efficiency, and ensure the capital needs for business development. Meanwhile, the Company will continue to explore diversified domestic and overseas financing models and types of financing, strengthen the research and application of interest rate and exchange rate markets, and balance financing security and cost control.

Section III Management Discussion and Analysis

VI. DISCUSSION AND ANALYSIS OF THE COMPANY ON ITS FUTURE DEVELOPMENT

(I) Industry landscape and trend

In recent years, the industry structure has been continuously optimized, with landmark restructuring transactions being smoothly implemented. Leading companies have played an increasingly prominent role, while small and medium-sized institutions have achieved breakthroughs by focusing on niche segments, and foreign institutions have accelerated the expansion of their domestic operations. Against this backdrop, the securities industry strengthens its functional responsibilities and missions, continuously enhance its professional service capabilities and globalization level, and has demonstrated more clearly development trend of service integration, differentiated competition, international expansion and digital and intelligent operations.

1. Service integration

After more than three decades of reform and development, China's capital market has entered a new stage of building a modern capital market with Chinese characteristics. With the ongoing deepening of capital market reform and the continuous accumulation of household wealth, the traditional business models of securities firms are in urgent need of transformation and innovation. At the same time, other financial institutions, such as banks and insurance companies, are penetrating into the securities business by leveraging their own advantages, which posed challenges to the comprehensive service capabilities of securities firms. In the future, in order to adapt to changing customer needs and evolving competitive environment, securities companies will continue to expand the depth and breadth of business and services, and pursue integration across business lines, products, channels, and support service systems to transform into comprehensive financial service providers with complete business, industrial and service chains. This marks a shift from a passive channel provider to enterprise partner, product creator, risk manager, and value explorer.

Section III Management Discussion and Analysis

2. Differentiated competition

In recent years, with the deepening of marketization and increasingly intense competition, China's securities industry has gradually transformed from homogenization, fragmentation and channel-driven toward differentiation, consolidation and specialization, with capital, profits and core business market shares concentrated among top securities companies. The increasingly intensifying market competition and the rapid development of innovative business have imposed higher requirements on the capital strength, talent reserves and risk management capabilities of securities companies, while also opening up broader development space. As a result, the industry is increasingly exhibiting clear trends of business differentiation and the concentration of high-quality resources to leading securities companies. The National "15th Five-Year" Plan proposal advocates for "promoting financial institutions to focus on their core businesses, improve governance, and pursue differentiated development". The CSRC has set forth the objective that "establish two or three investment banks and institutions with international competitiveness and market leadership by 2035". Looking ahead, top securities companies will continue to expand their scale and enhance their strength through both organic growth and external development, thereby consolidating their competitive advantages across the entire market and all business segments to achieve comprehensive leadership. Meanwhile, small and medium-sized securities companies without comprehensive strength are expected to concentrate their advantageous resources and other favourable conditions to develop competitive advantages in specific niche business areas or regional markets, forming a differentiated and multi-tiered competitive landscape alongside top securities companies.

Section III Management Discussion and Analysis

3. Globalization development

With the further comprehensive deepening of reforms and the continuous optimization of the opening up system, the PRC capital market and securities industry has continued to expand its high-level systematic opening-up and accelerated to introduce and implement various opening-up measures. The system for overseas listing and financing of enterprises has been continuously improved, the scope of stock connect has gradually expanded, the international product system has become increasingly diverse and the cooperation between domestic and overseas markets has continued to deepen. In this process, the internationalization level of the PRC securities industry has further improved, more and more domestic securities firms are intensifying their efforts to expand overseas markets through branches establishment, business cooperation, and mergers and acquisitions. Particularly, they are enhancing branches establishment and team layouts in regions along the “Belt and Road”, to provide comprehensive cross-border investment and financing services for global institutional investors and domestic and foreign industrial clients. In the future, the high-level two-way opening of the capital market will be further deepened and the convenience of cross-border investment and financing will be further improved, which will bring more diverse cross-border business scenarios and service tools and more opportunities for the international development of securities firms. At the same time, securities companies are also required to make forward-looking layouts in various aspects such as license qualifications, system construction, customer acquisition, product reserves and capacity building to strengthen cross-border integrated risk control and business collaboration. Among them, leading securities companies have the greater potential to grow into large-scale investment banks with international competitiveness by allocating resources, serving customers and managing risks globally.

4. Digital and intelligent operations

Advanced digital and intelligent technologies have profoundly transformed the operating environment and competitive landscape of the securities industry. In response to the penetration of the internet and the new wave of revolution brought about by large models, securities firms have increased their investment in information technology. Advanced digital technologies have been used to enhance customer experience, optimize business processes, improve operational efficiency and reduce the cost of risk, which has supported the transformation of China's securities companies' business operations from the traditional fee-based approaches towards a diversified model focusing on professional services, deepening customer relationships and leveraging online services. In recent years, the top-level layout and planning of China's digital economy have been continuously refined. The “science and technology finance” and “digital finance” proposed by Central Economic Work Conference have also set clear requirements for the development of financial technology and digital and intelligent transformation of the securities industry. In order to enhance the capabilities for serving real economy and improve their own development quality, securities companies must further strengthen their digital intellectualization of business thinking, positioning digital intellectualization technology as a key driver of transformation. By fully leveraging advanced technologies such as big data and artificial intelligence, securities companies are set to drive organisational transformation, process innovation, and the upgrading of business models, which will significantly enhance overall operational efficiency and foster the development of a top-down, digitally driven strategic synergy, thereby providing investors with more intelligent, personalized and precise products and services, and better serving the real economy.

Section III Management Discussion and Analysis

(II) Development strategies of the Company

The Company, standing at a new starting point and against the backdrop of new circumstances and new stage of development, is committed to the broader context of socio-economic progress. Building on its firm grasp of the historical positioning that “the rise and fall of the nation is closely tied to the responsibilities of the financial sector”, and taking into account the characteristics of the current stage of capital market development as well as the evolving trends within the securities industry, the Company has formulated a new three-year strategic plan (2026-2028). Prioritizing functionality, the Company will diligently advance the “Five Major Areas”, actively devote itself to Shanghai’s “Five Centers” initiative, and contribute greater financial strength to the comprehensive promotion of the national rejuvenation through a Chinese path to modernization. The Company is firmly committed to fulfilling the mandate of building a “powerful financial institution” with the vision of becoming a top-tier investment bank with international competitiveness and market leadership, and the strategic goal of “comprehensive domestic leadership and outstanding international characteristics”, and deeply implementing its client-first business philosophy. By accelerating the release of the synergies of integration and collaboration, the Company strives to promote the transformation towards “comprehensiveness, specialized and platform-based” operations. Leveraging the steady expansion of its international presence, the Company strives to establish itself as a benchmark for the high-quality development within the industry and achieve leading positions internationally in terms of strategic capability, professional level, corporate governance, compliance and risk control, talent reserve, and industry culture, aiming to become a leader in overall strength, a pioneer in innovation and transformation, and a model in fulfilling the functional responsibilities in the securities industry.

(III) The operation plan

2026 marks the first year of the 15th Five-Year Plan period, and a pivotal year for the Company as it embarks on its new three-year development plan and further deepens its post-merger integration. Guided by the new three-year plan and focus on high-quality development, the Company will seize opportunities and forge ahead. The Company will deepen its work on vertical integration by leveraging the promotion of its new strategies and new culture, comprehensively enhance its service capabilities by optimizing its collaborative and synergy mechanism, and activate its organic growth momentum through ongoing reform, thereby opening up new prospects for building a first-class investment bank.

In terms of the key tasks for the year, the Company will firstly deepen its work on vertical integration, accelerate the integrated development of its subsidiaries, and continue to leverage the integration synergy of its parent company. Secondly, it will continue to optimize its collaborative and synergy mechanism and comprehensively enhance its service capabilities, thereby improving customer service system, enhancing core service capabilities, and accelerating the promotion of international development. Thirdly, it will constantly deepen reform to activate organic growth momentum, improve refined management, and firmly implement the “ALL in AI” strategy.

Section III Management Discussion and Analysis

(IV) Possible risk exposure

The global economy has entered a period of profound adjustment, marked by intertwined transformations and challenges. Geopolitical conflicts continue to intensify, coupled with the restructuring of global supply chains and a rise in sovereign debt risks across multiple countries, resulting in significantly increased volatility in international financial markets. Despite these headwinds, China's economy demonstrated strong resilience under pressure, with GDP growth meeting expectations, overall employment remaining stable, foreign trade growing rapidly, export diversification yielding notable progress, new quality productive forces developing steadily and risks in key areas being solved effectively. However, the complex evolution of both domestic and external environments has given rise to a range of risks and challenges, which warrant heightened vigilance. In terms of market risk, the expansion of derivatives, commodities, and foreign exchange operations, coupled with the normalisation of two-way fluctuations in the RMB exchange rate, posed greater challenges to business operations. In terms of credit risk, as China's economy has been undergoing profound transformation, financing-related businesses and fixed-income investments require continued attention on structural issues in sectors such as real estate, local debt, and small and medium-sized financial institutions. The Company will remain steadfast in its commitment to prudent operations, continuously enhance its comprehensive risk management system, and strengthen its forward-looking risk assessment and early warning capabilities, so as to achieve both qualitative enhancement and reasonable quantitative growth.

(V) Risk Management

1. Overview

In 2025, the Company adhered to the principle of “compliance and risk control first” in the process of merger and integration to comprehensively promote the in-depth integration and systematic upgrading of its risk management system and strive to establish a comprehensive risk management system that aligns with the Company's new development stage. The Company has established a sound corporate governance structure and maintained standardized and orderly operation. The shareholders' general meetings and the Board have exercised their functions and powers in strict accordance with the provisions of the Company Law, the Securities Law and the Articles of Association, and performed scientific decision-making and effective supervision on significant operational matters, effectively ensuring the independence, transparency and scientific decision-making of corporate governance.

Section III Management Discussion and Analysis

The company has consistently adhered to the principle of prudent operation, guided by the philosophy that “risk management creates value”. It has established and continuously refined a four-tier risk management framework, solidifying three lines of defence: frontline prevention and control, dedicated risk management, and internal audit supervision. The Company has fostered a risk management culture involving all employees and enhanced the collaborative and synergy mechanism across all units and levels, thereby promoting the in-depth integration of and dynamic balance between risk management and business development and continuously improving the Group’s overall capabilities in risk identification, measurement, monitoring, and response.

The Company has implemented a unified risk appetite system to improve hierarchical authorization and centralized limit control, strengthen risk management for the same business and same customer, and continuously enhance risk penetration capabilities. Focusing on market, credit, liquidity, operational and reputational risks, the Company has established a full-chain monitoring and evaluation mechanism to realize dynamic identification and categorised responses. Through business guidance, operational support and decision management, the Company applies differentiated yet standardised vertical risk management to its subsidiaries to ensure the effective transmission of the Group’s policies. The Company has established a normalized early warning and forecasting mechanism by closely monitoring changes in the external environment with focuses on key businesses and critical areas. Multi-dimensional early warning indicators and tiered response thresholds have been set, which, along with stress testing and scenario analysis, have continuously enhanced the sensitivity of risk alerts and the forward-looking nature of risk responses. The Company incorporated innovative business operations and ESG risk factors into its comprehensive risk management system, establishing corresponding decision-making mechanisms, management protocols, and comprehensive risk control processes. Through conducting risk identification and assessment, as well as compliance reviews, the Company ensures that risks are measurable, controllable, and within acceptable limits.

The Company has increased its investment in information technology in respect of compliance and risk management, and accelerated the promotion of digital and intelligent transformation of the Group’s risk control. By optimizing and upgrading the integrated risk management platform, strengthening the centralized collection and unified management of risk data, and deepening the integration and sharing of internal and external information, the Company has further improved its digital and intelligent support capability for risk monitoring, early warning and reporting. Meanwhile, the Company has actively explored the application of new technologies such as artificial intelligence and big data in risk identification, evaluation and analysis, as well as early warning and response, thereby constantly improving the depth and intelligence of risk insight.

Section III Management Discussion and Analysis

In 2025, in the face of complex and volatile market environment and increasingly stringent regulatory requirements, the Company has significantly improved its risk coordination capability and resilience against risks at the Group level through systemic integration and mechanism optimization, not only providing strong support for the Company to evolve into a first-class investment bank with international competitiveness and industry leadership, but also being a useful reference for the consolidation and integration of risk management in the context of mergers and acquisitions in the industry.

2. Risk management structure

The Company has established a four-level risk management system consisting of the Board (including Risk Control Committee and Audit Committee), operation management (including compliance and risk management committee, and assets and liabilities management committee), the risk management department, all departments of the headquarter, branches and subsidiaries.

(1) The Board (including Risk Control Committee and Audit Committee)

The Board is the highest decision-making body in our risk management structure, ultimately responsible for the overall risk management. The Board is responsible for developing a risk management philosophy which is appropriate for the Company to promote the development of a risk culture; reviewing and approving the risk management strategies, fundamental systems, as well as risk appetite, tolerance and major limits; reviewing periodic risk assessment reports; appointment, dismissal and assessment of the chief risk officer and determining the remuneration of the chief risk officer, as well as establishing a mechanism for direct communication; and performing other risk management duties as required by the Articles of Association to ensure the effective operation of the risk control system.

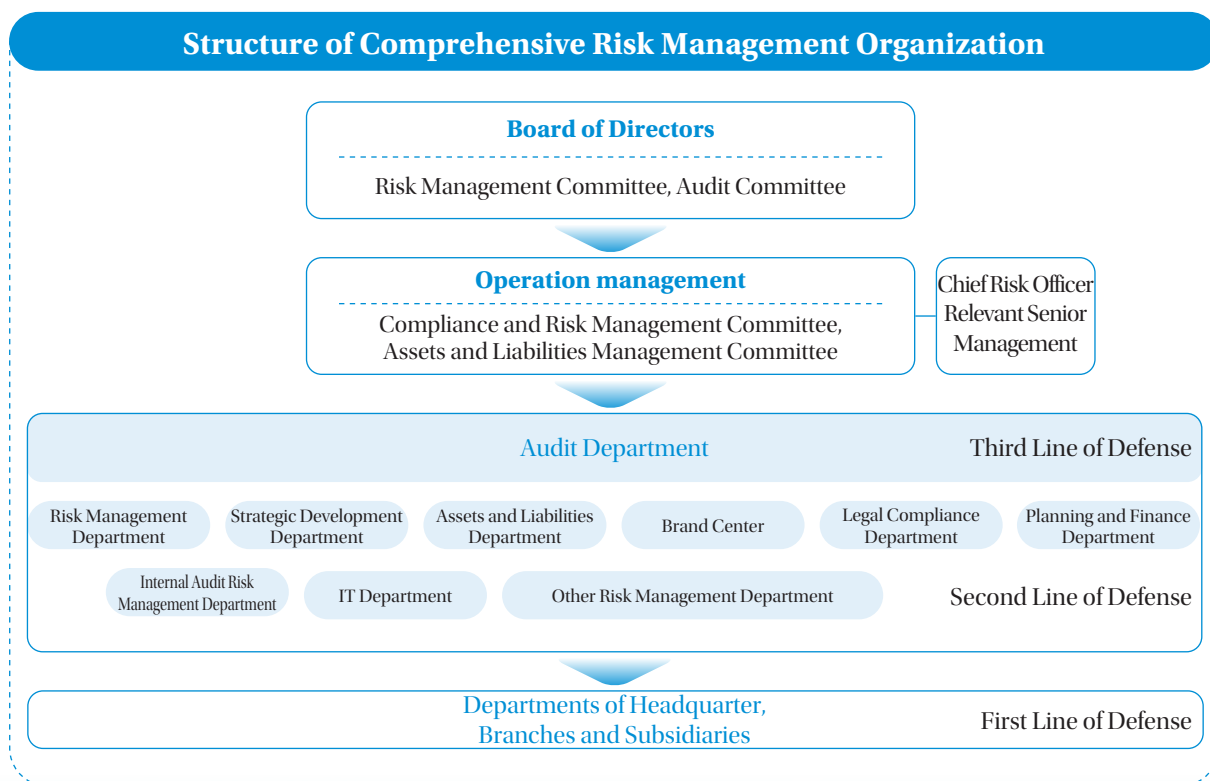
The Risk Control Committee is delegated by the Board to perform part of its comprehensive risk management duties. The Audit Committee is responsible for supervising comprehensive risk management to oversee and review the performance of the Board and management in risk management.

Section III Management Discussion and Analysis

(2) Operation management (including compliance and risk management committee, and assets and liabilities management committee)

The operation management takes the major responsibility of the comprehensive risk management of the Company, and is responsible for implementing the financial culture with Chinese characteristics and the Company's risk culture; formulating and organizing the implementation of risk management strategies, systems, and risk appetite execution plans; establishing a sound organizational structure of risk management covering the entire Company and promoting a management mechanism that creates effective balances and synergic operation; carrying out risk assessments, constantly monitoring the coverage and quality of the risk and internal control systems, the internal audit function, and the performance of other assurance providers, and reporting to the Board regularly on the risk status; establishing a performance appraisal system for all employees that reflects the effectiveness of risk management; and improving the information system and data quality control mechanism.

The compliance and risk management committee, and the assets and liabilities management committee are delegated by the operation management to perform part of its comprehensive risk management duties.



Section III Management Discussion and Analysis

(3) Risk management departments

Under the framework of its comprehensive risk management system, the Company has clarified the main dedicated departments and division of responsibilities for various risk management work, established the specialized project management mechanism and process, and implemented centralized risk management. Our risk management department is the lead department for the Company's comprehensive risk management, responsible for controlling risks related to market, credit, operation and liquidity. Our internal audit risk management department is responsible for the risk review and assessment of the securities issuance business in the primary market. Our legal compliance department is responsible for compliance and money laundering risk management. Our assets and liabilities department is responsible for liquidity management. Our audit department includes comprehensive risk management into its audit scope and performs independent review and evaluation on its adequacy and effectiveness. Our IT department coordinates the planning, construction, and maintenance of the information system, as well as controls IT risks. Our brand center is responsible for the management of reputational risk.

(4) All departments of the headquarter, branches and subsidiaries

As the first line of defense for risk management, all departments, branches and subsidiaries have carried out business within the scope of authorization, pragmatically performed their front end control duties, actively practiced the Company's risk culture and management philosophy, fully fulfilled the Company's risk management requirements, and established a sound business management and risk management system to strengthen the whole-process risk control through comprehensive risk identification, assessment, monitoring, reporting and handling.

Section III Management Discussion and Analysis

3. Measures against various risks

(1) Market risks

Market risks are those that may cause loss to the Company due to unfavorable changes of market prices, which include but are not limited to interest rates, exchange rates, stock prices and commodity prices. The businesses of the Company that involve market risks mainly include the transactions and investment of equity securities and their derivatives, the transactions and investment of fixed-income securities and their derivatives as well as transactions such as foreign exchange transactions, precious metal transactions and commodity transactions.

The Company implements a limit-based management for market risks and formulates a market risk limit system comprising business scale, loss limit, Value at Risk (VaR), exposure, Greek letters, effectiveness of hedge and concentration, as well as various types of risk indicators. It determines the alarm standards, warning standards and responding measures for market risks. The Company conducts daily monitoring for market risk limits by using its risk management system to monitor the operation of its businesses, reports on market risk oversight and management conditions, and performs specialized analysis on risk matters, in order to provide basis for decision making. The Company adopts methods such as Value at Risk (VaR) and stress tests to analyze and assess market risk. The Company's Value at Risk (VaR) calculation applies a historical simulation method based on historical data for the previous 12 months, assuming the holding period is one day and the confidence level is 95%. The calculation model of VaR covers equity price risk, interest rate risk, commodity price risk and exchange rate risk. The Company regularly reviews the effectiveness of the VaR model through the back testing method.

Section III Management Discussion and Analysis

The following table sets forth the VaR of the Company by risk types as at the dates and for the periods indicated: ① the VaR as of the end of the respective period; ② the average value, the minimum value and maximum value of the daily VaR for the respective period.

Value at Risk (VaR) of the Group for 2025

Unit: ten thousand yuan Currency: RMB

Category	31 December 2025	31 December 2024	Average	2025 Minimum	2025 Maximum
Equity price-sensitive					
financial instruments	51,476	35,369	59,729	32,714	77,335
Interest rate-sensitive					
financial instruments	34,597	15,679	31,850	15,550	41,311
Commodity price-sensitive financial					
instruments	1,712	698	1,022	345	2,289
Exchange rate-sensitive					
financial instruments	6,103	2,357	5,124	2,111	8,752
Total portfolio VaR	67,953	33,654	62,487	31,093	77,717

Note: The Group completed the business combination involving enterprises not under common control on 14 March 2025. VaR of the Group covers the financial assets of the self-funded investment business of the Group.

In addition to the VaR, the Company actively uses stress tests to measure and assess possible losses under extreme market conditions. The Company regularly conducts comprehensive and thematic stress tests to strengthen risk assessment and dynamic monitoring in connection with the trading and investment businesses, and applies its results of stress tests to market risk management and limit management.

During the Reporting Period, the Company conducted exchange rate risk management for assets exposed to exchange rate risks, managed exchange rate risk exposures by adjusting foreign exchange positions and using foreign exchange derivatives for hedging, and controlled it within an acceptable range.

In 2025, the Company implemented risk control measures to respond to market fluctuations in a timely manner. As of the end of December 2025, the Company's market risk was generally controllable, and no major market risk event occurred.

Section III Management Discussion and Analysis

(2) Credit risks

Credit risks are those that may cause a loss to the Company due to failures to perform their obligations stipulated in relevant contracts by securities issuers, counterparties and debtors or the changes of market value of the debts caused by the changes of credit rating or contract performance capacity. The Company's current credit risks mainly concentrate on the bond investment business, margin financing and securities lending business, stock-pledged repurchase transaction business and OTC derivatives business.

The Company enforces admission control for credit risk, by which credit rating assessments will be made on the clients before engaging in credit risk-related activities and only those who meet the admission criteria are eligible for grant of credit and business engagement. Each business department shall conduct due diligence based on the actual circumstances of the business engagement, make an assessment on credit worthiness of the clients, and determine the corresponding transaction limits.

The Company implements measures including collecting margins, accepting qualified collateral, and utilizing net settlement to mitigate credit risk. Admission standards are established for bond investment activities, incorporating whitelist management and concentration controls, while also consistently monitoring and assessing credit risks of the bonds in position. Credit business department sets detailed admission standards and discount rates for collaterals according to the characteristics of their specific business. The credit risk faced by OTC derivatives business mainly refers to the counterparty default risk faced in carrying out OTC derivatives business such as forwards, swaps and options. The counterparties of OTC derivatives transactions are mainly financial institutions and other professional institutions. The Company manages counterparties credit risk by conducting qualification screening of counterparties, monitoring market fluctuations daily, implementing margin calls, and resorting to forced liquidation if necessary.

The Company conducts regular reviews on the admission standards and discount rates, and performs ad hoc review on the event of significant market or policy changes, or material credit events related to counterparties. The Company manages non-cash collateral through market monitoring and assesses the valuation of pledged collateral. The Company analyzes credit risk factors across various business operations, identifying potential credit risk vulnerabilities, and conducts concentrated management and quantitative evaluation of credit risk. Credit risk management for major clients is implemented within the concentration risk control objectives. Analytical methods such as concentration levels, default probability, default loss rate, credit risk exposure and collateral coverage ratio are adopted in credit risk measurement. The Company sets the reasonable credit risk stress scenarios, conducts stress testing, and analyzes the test results.

Section III Management Discussion and Analysis

As at the end of 2025, the Company's credit risk was generally controllable, and there was no new major credit risk event in bond investment business. The average performance guarantee ratio of the margin loans for stock-pledged financing business was 338.43%, and the average of the guarantee ratio for clients with outstanding liabilities in margin financing and securities lending business maintained at 276.97%.

(3) Liquidity risks

Liquidity risk refers to the risk that the Company may not be able to obtain sufficient funds in a timely manner and at a reasonable cost or price to meet debts that become due, fulfill other payment obligations, and satisfy funding needs for normal business operations.

The Company primarily adopts the risk indicator analysis methods to assess its overall liquidity risk. This involves analyzing key indicators such as liquidity coverage ratio, net stable funding ratio, cash flow maturity gap, net size of cash management pool, liquidity reserve ratio, asset and liability concentration, to assess and quantify the Company's overall liquidity risk profile. The Company establishes a liquidity risk limit system, conducts limit management on liquidity risks and monitors and reports the implementation of limits. The Company establishes a quantitative model for the liquidity risk of financial assets and measures the liquidity realisation risk of various types of exchange and over the counter financial assets on a daily basis to assess the liquidity realisation risk of various financial assets.

The Company explores and maintains financing channels, continuously keeps an eye on the risk conditions of significant capital providers, and regularly monitors the conditions of significant capital providers' transactions with the Company. The Company concerns the changes of capital markets, assesses the ability and cost of supplementing its liquidity by issuing stocks, bonds and other financing instruments and mitigates its period mismatch by supplementing its middle-to-long term liquidity. Under the premise of controlling the liquidity risk at the overall level, the Company pays attention to liquidity risk management at various business line levels, to focus on identifying, assessing, monitoring and controlling the fund management business, trading and investment proprietary business, brokerage business, credit business, investment banking business, and liquidity risk factors of the subsidiaries.

The Company conducts liquidity risk stress tests on a regular or ad hoc basis by providing simulated environment under extreme liquidity pressures where losses may occur, so as to assess and evaluate the Company's ability to withstand risks and fulfill its payment obligations in extreme situations, and takes necessary measures to respond to the results reached in the test.

Section III Management Discussion and Analysis

The Company establishes and continuously improves the contingency plan for liquidity risks, which includes taking measures such as transferring, decentralizing and reducing risks exposure to reduce the level of liquidity risks. The Company also establishes emergency response or standby systems, procedures and measures for natural disasters, system failures and other emergencies so as to reduce losses and reputation damage that the Company may suffer. The contingency plan will be rehearsed and assessed regularly, and emergency response arrangements will be continually updated and improved.

Throughout the year of 2025, the liquidity of the market was generally reasonable and sufficient. The Company managed to effectively address liquidity shocks at critical times. The Company's liquidity coverage ratio and net stable funding ratio met the regulatory requirement. The net size of the daily average cash management pool was higher than the minimum scale limit set by the Company and the overall liquidity was in good condition.

(4) Operational risks

Operational risks are those that may cause a loss to the Company by failures of internal systems and procedures, error or misconduct by employees, fault or failure of information systems or the influence of external events.

The Company sorts out the key risk points and control processes of each business, manages daily operational risks by using the operational risk management system, and establishes the self-evaluating procedure of operational risk and control. Each department, branch and subsidiary actively identifies operational risks in their internal systems and procedures, employees' conduct and IT systems to ensure that the operational risks in existing and new businesses and management are adequately assessed. The Company systematically gathers and organizes information of the events of operational risk and loss data, establishes key operational risk indicator system and monitors its process, and prepares periodical reports. In terms of significant operational risk events, it will provide specific valuation reports to ensure that the operational risk situation of the Company can be fully understood in a timely manner, which in turn facilitates the decision-making regarding the response to the risks or the initiation of contingency plans.

The Company continuously strengthens the security of information systems, formulates a comprehensive emergency response plan for information security events, and conducts regular assessment over the main plan and sub plan of emergency response. It also arranges various rehearsals against incidents, disasters and other scenarios that cover all important information systems in the headquarters and all branches on an annual basis, and improves, modifies and upgrades its system and emergency response plan based on the results of rehearsal and findings identified.

Section III Management Discussion and Analysis

In 2025, the Company's information technology and operational activities ran smoothly and safely without significant operational risk events. The fault backup and recovery time for each information system emergency rehearsal reached our established goal, which demonstrates that the Company's critical information system possess the required capabilities in responding to failures and disasters.

(5) Reputational risks

Reputational risk refers to the risk of negative perceptions about the Company among investors, issuers, regulators, self-regulatory organizations, the public and the media due to its actions or external events and violations of integrity regulations, professional ethics, business norms and conventions by its staff, thereby damaging its brand value, disadvantaging its normal operation, and even affecting the market stability and social stability.

The Company incorporates reputational risk management into a comprehensive risk management system, establishes a reputational risk management mechanism, and sets up a brand center (secondary department) as the leading management department for Company's reputational risk under the Party and mass work department (Party committee propaganda department), requiring all departments, branches, business offices and subsidiaries to actively and effectively prevent reputational risks and respond to reputational risk events, accurately identify, prudently evaluate, dynamically monitor, timely respond to and manage on a full-process basis the reputational risks in the process of business management, and strive to maintain the Company's reputation and build a high-quality brand image.

In 2025, the Company further improved its reputational risk management works. During the Reporting Period, the Company did not experience any major reputational risk event.

Section III Management Discussion and Analysis

(VI) Other disclosures

1. Business innovation during the Reporting Period

During the Reporting Period, with a client-first approach, the Group comprehensively advanced the construction of three customer service systems, refining the strategic layout of key businesses, and driving innovative development across all operations to consolidate the competitive advantages of its principal businesses. In respect of wealth management business, the Group has developed innovative models for services, rolled out ETF trading services and portfolio allocation strategies to expand the brand influence of our ETF ecosystem. The investment banking business has successfully launched the first GEM inquiry and transfer business for shareholders, pioneered several innovative bond products including the advanced manufacturing bonds, Shanghai's "Five Centers" initiative bonds and the "Belt and Road" bonds, pioneered several ABS innovative bond products including integrated rural revitalization bonds of the Yangtze River Delta region, low-altitude economy bonds and bonds of 100% data asset-backed debts. The institutional business continued to enhance the efficiency of its customer management, launched the first "Daohe • Sales Connect" business for wealth management subsidiaries of major state-owned banks in China, and pioneered the direct settlement services for securities firms engaged in insurance and asset management businesses, launched the first financing business under QFI, and pioneered the transaction services for building positions of ETFs in Stock Connect for domestic and overseas clients. The FICC business pioneered several innovative bonds of income certificate, launched American-style, single shark lock-in profit and binary and automatic redemption profit-taking structures. It has also completed the first CCER Certified Emission Reduction Registration and Issuance, and driving innovative development in carbon finance. The equity business has been actively developing various QIS strategy indexes. Among which, a full-replication tracking product of "CSI Guotai Haitong Securities Dynamic Allocation Index on Major Asset Categories (中證國泰海通證券大類資產動態配置指數)" has been launched. We also successfully launched the cross-border return swap business linked with the targets in the Canadian market. The investment management business actively promoted product innovation. Hua An Fund issued the first tranche of benchmark-linked floating-fee products. The Guotai Haitong Asset Management issued the first asset-backed mutual REITs for municipal heating in China, and Guotai Junan Innovation Investment successfully launched the first private equity secondary market fund. In respect of international business, the Company supported commercial banks in the Middle East in establishment and trading of the first QFI stock product of the PRC. It has also supported the issuance of "Yulan Bonds (玉蘭債)", the first bond issued by a privately owned enterprise in the world.

Section III Management Discussion and Analysis

2. The establishment of dynamic risk control indicators monitoring and capital replenishment mechanism

According to the Administrative Measures for the Risk Control Indicators of Securities Companies (《證券公司風險控制指標管理辦法》) issued by the CSRC, the Guidelines for Dynamic Monitoring System of Risk Control Indicators of Securities Companies (《證券公司風險控制指標動態監控系統指引》) issued by the SAC and other relevant regulations, the Company has formulated the Measures for the Net Capital and Liquidity Risk Control Indicators of Guotai Haitong Securities Co., Ltd. (《國泰海通證券股份有限公司淨資本和流動性風險控制指標管理辦法》), the Measures for Dynamic Monitoring System of Risk Control Indicators of Guotai Haitong Securities Co., Ltd. (《國泰海通證券股份有限公司風險控制指標動態監控系統管理辦法》) and other internal systems.

The Company continuously refined its dynamic risk control indicator monitoring system and capital replenishment mechanisms and established a dynamic monitoring system to achieve real-time oversight and automated alerts for risk control indicators. By continuously enhancing data governance for risk control indicators, advancing system upgrades and optimization, the Company realized comprehensive coverage of all business data impacting risk control indicators such as net capital and liquidity. All indicators are measured by using T+1 measurement and dynamic monitoring reports in risk control indicators are automatically generated. A tiered early warning and tracking system for risk control indicators has been implemented to ensure that risk control indicators such as net capital and liquidity continue to meet the standards.

As at the end of 2025, key risk control indicators of the Company met the required standards.

VII. THE SITUATION IN WHICH THE COMPANY FAILED TO DISCLOSE INFORMATION DUE TO NON-APPLICABILITY OF STANDARDS OR SPECIAL REASONS SUCH AS STATE SECRETS AND TRADE SECRETS AND REASONS THEREFOR

☐ Applicable ☒ Not applicable

Section IV Corporate Governance, Environment and Society

I. CORPORATE GOVERNANCE

As a company listed on the SSE and the Hong Kong Stock Exchange, the Company has standardized its operations in strict compliance with laws, regulations and regulatory documents of the listing place, both domestic and overseas. The Company keeps improving its corporate governance structure and system in order to enhance its corporate governance.

According to the requirements of laws, regulations and regulatory documents such as the Company Law (《公司法》), the Securities Law (《證券法》), the Regulations on Supervision and Administration of Securities Companies (《證券公司監督管理條例》), the Rules for Governance of Securities Companies (《證券公司治理準則》) and the Code of Corporate Governance for Listed Companies (《上市公司治理準則》), the Company has established a sound and complete corporate governance structure, comprising the general meeting, the Board (and the four special committees under the Board), and the management of the Company to form a complete corporate governance system for discussion, decision-making, delegation and implementation with clear responsibilities, regulated operation, coordination and balance among the competent authorities, the decision making body, the supervision body and management.

The Directors of the Company believe that good corporate governance is crucial to maintaining effective corporate operations, establishing a comprehensive corporate culture, realizing sound business development and protecting long-term shareholders' value. Therefore, the Company has been practicing a high standard of corporate governance.

During the Reporting Period, the Company has strictly complied with the relevant provisions under the Corporate Governance Code and satisfied most requirements of provisions for recommended best practices. During the Reporting Period, the Company has amended the Articles of Association and certain policies; the Chairman of the Company has communicated with non-executive Directors via various channels such as meetings to obtain suggestions and advice, and has held special strategy seminars to discuss and improve the Company's development strategy; the management of the Company has reported monthly operation and management to Directors on a monthly basis; the Chairman, Directors, the president, secretary to the Board and other management personnel of the Company have communicated with the Shareholders via performance explanation sessions, roadshows, survey and research on investors, online interactions, telephone and other methods, and continued to improve its corporate governance.

During the Reporting Period, the Company has convened three general meetings; twelve Board meetings, including four regular meetings and eight extraordinary meetings. The convening, proposals, holding, voting, resolutions and minutes of each of these general meetings and Board meetings were in compliance with the requirements of laws, regulations, regulatory documents, the Articles of Association, Rules of Procedure of General Meetings (《股東會議事規則》), and Rules of Procedure of Board Meetings (《董事會議事規則》). Each of the Directors has performed their duties and obligations with diligence in compliance with laws, regulations and the Articles of Association and each of the independent Directors has considered the proposals and provided independent opinion with due care in accordance with the Working System for Independent Directors (《獨立董事工作制度》), assuring Shareholders to exercise their rights under relevant laws, taking into sufficient account the interests of minority Shareholders and making no detriment to the interests of minority Shareholders.

Section IV Corporate Governance, Environment and Society

Whether there is any significant difference between corporate governance of the Company and the requirements under laws, administrative regulations and the CSRC's provisions on governance of listed companies; if any, reasons should be explained

☐ Applicable ☒ Not applicable

II. SPECIFIC MEASURES TAKEN BY THE CONTROLLING SHAREHOLDERS AND DE FACTO CONTROLLERS ^{NOTE} OF THE COMPANY TO ENSURE THE INDEPENDENCE OF THE COMPANY'S ASSETS, PERSONNEL, FINANCE, ORGANIZATION, BUSINESS, ETC., AS WELL AS THE SOLUTIONS, WORK PROGRESS AND FOLLOW-UP WORK PLANS THAT AFFECT THE COMPANY'S INDEPENDENCE

The controlling shareholders and de facto controllers of the Company have established a relatively sound corporate governance structure and business operation system to ensure the independence of the Company's assets, personnel, finance, organization, business, etc. In terms of assets, both parties have their own independent business premises and do not have joint offices or mixed assets, and the ownership of assets is clear; in terms of personnel, the management and business teams of both parties are completely separated and do not have concurrent posts, and have independent and complete systems for labor relations, labor contracts, personnel, wage management and social insurance, etc.; in terms of finance, both parties have established independent financial and accounting institutions, with independent accounting budgets, accounting systems and financial management systems, independent bank accounts and independent tax payments and no financial personnel holding concurrent posts in the Company; in terms of institutions, both parties have established an independent and complete business system and an independent administrative management system, and there is no administrative affiliation between each functional organization and the Company; in terms of business, both parties have established an independent business operation mechanism.

Note: Controlling shareholders and de facto controllers referred to herein have the meanings as defined in the SSE listing rules.

Information of controlling shareholders, de facto controllers and other entities controlled by them that are engaged in businesses same as or similar to that of the Company, the impact of horizontal competition or major changes in horizontal competition on the Company, and the resolution measures that have been taken, the progress of resolution and follow-up resolution Plans

☐ Applicable ☒ Not applicable

Section IV Corporate Governance, Environment and Society

III. INFORMATION OF GENERAL MEETINGS

Meeting session	Convening date	The address of the designated website for publishing resolutions	The disclosure date for publishing resolutions	Resolutions at the meeting
2025 First Extraordinary General Meeting	3 April 2025	www.sse.com.cn www.hkexnews.hk	4 April 2025 3 April 2025	The Resolution on Proposed Amendments to the Articles of Association, the Resolution on Proposed Change of Company Name, the Resolution on the Remuneration of Directors of the Seventh Session of the Board, the Resolution on Election of Non-Independent Directors of the Seventh Session of the Board, and the Resolution on Election of Independent Directors of the Seventh Session of the Board were considered and approved
2024 Annual General Meeting	29 May 2025	www.sse.com.cn www.hkexnews.hk	30 May 2025 29 May 2025	The 2024 Work Report of the Board, the 2024 Work Report of the Supervisory Committee, the 2024 Duty Performance Report of the Independent Directors, the 2024 Annual Report of the Company, the 2024 Profit Distribution Proposal of the Company, the Resolution on Authorisation to the Board to Decide on the Interim Profit Distribution Plan for Year 2025, the Resolution on the Re-appointment of External Auditors, the Resolution on the Potential Related Party Transactions Contemplated in the Ordinary Course of Business of the Company in 2025, the Resolution on the General Mandate to Issue Onshore and Offshore Debt Financing Instruments, the Resolution on Repurchase and Cancellation of Part of the Restricted A Shares, the Resolution on the Grant of General Mandate to the Board to Issue Additional A Shares and/or H Shares, the Resolution on the Proposed Amendment to the Articles of Association, and the Resolution on the Dissolution of the Supervisory Committee of the Company were considered and approved. The Report on the Annual Appraisal and Remuneration of the Directors of the Company in 2024, the Report on the Assessment and Remuneration of the Supervisors of the Company in 2024 and the Report on the Annual Appraisal and Remuneration of the Senior Management of the Company in 2024 were listened
2025 Second Extraordinary General Meeting	29 December 2025	www.sse.com.cn www.hkexnews.hk	30 December 2025 29 December 2025	The Resolution on the Renewal of the New Framework Agreement for Securities and Financial Products Transactions and Services with HuaAn Funds was considered and approved

Section IV Corporate Governance, Environment and Society

IV. DIRECTORS AND SENIOR MANAGEMENT

(I) Changes in the shareholdings and remuneration of the current Directors and senior management of the Company and those who resigned during the Reporting Period

Unit: share

Name	Title	Gender	Age	Start date of the term	Closing date of the term	Shares held at the beginning of the year	Shares held at end of year	Amount of increase or decrease of shares within the year	Reasons for the changes	Total remuneration before tax received from the Company during the Reporting Period (ten thousand yuan)	Whether having received remunerations from the related parties of the Company
ZHU Jian	Chairman of the Board, executive Director	Male	June 1971	29 December 2023	Until expiry of term	-	-	-	-	90.95	No
ZHOU Jie	Vice chairman of the Board, non-executive Director	Male	December 1967	3 April 2025	Until expiry of term	-	-	-	-	-	Yes
LI Junjie	Executive Director President	Male	August 1975	20 March 2024 23 January 2024	Until expiry of term Until expiry of term	599,686	599,686	-	-	75.00	No
NIE Xiaogang	Executive Director Vice president, chief risk officer Secretary to the Board	Male	May 1972	3 April 2025 28 June 2021 5 July 2024	Until expiry of term Until expiry of term Until expiry of term	315,000	315,000	-	-	66.00	No
GUAN Wei	Non-executive Director	Female	August 1971	25 July 2019	Until expiry of term	-	-	-	-	-	Yes
ZHONG Maojun	Non-executive Director	Male	April 1969	1 June 2015	Until expiry of term	-	-	-	-	-	Yes
CHEN Hangbiao	Non-executive Director	Male	July 1971	3 April 2025	Until expiry of term	-	-	-	-	-	Yes

Section IV Corporate Governance, Environment and Society

Name	Title	Gender	Age	Start date of the term	Closing date of the term	Shares held at the beginning of the year	Shares held at end of year	Amount of increase or decrease of shares within the year	Reasons for the changes	Total remuneration before tax received from the Company during the Reporting Period (ten thousand yuan)	Whether having received remunerations from the related parties of the Company
LV Chunfang	Non-executive Director	Female	April 1979	3 April 2025	Until expiry of term	-	-	-	-	-	Yes
HA Erman	Non-executive Director	Female	June 1975	3 April 2025	Until expiry of term	-	-	-	-	-	Yes
SUN Minghui	Non-executive Director	Male	September 1981	29 December 2023	Until expiry of term	-	-	-	-	-	Yes
CHEN Yijiang	Non-executive Director	Male	August 1973	27 September 2024	Until expiry of term	-	-	-	-	-	Yes
WU Hongwei	Non-executive Director (Employee representative director)	Male	September 1966	3 July 2025	Until expiry of term	-	-	-	-	81.86	No
LI Renjie	Lead independent non-Executive Director	Male	March 1955	28 June 2021	Until expiry of term	-	-	-	-	36.25	No
WANG Guogang	Independent non-executive Director	Male	November 1955	29 May 2023	Until expiry of term	-	-	-	-	31.75	No
PU Yonghao	Independent non-executive Director	Male	October 1957	30 November 2023	Until expiry of term	-	-	-	-	31.75	No
MAO Fugen	Independent non-executive Director	Male	October 1963	3 April 2025	Until expiry of term	-	-	-	-	26.24	No
CHEN Fangruo	Independent non-executive Director	Male	September 1965	3 April 2025	Until expiry of term	-	-	-	-	24	No
JIANG Xian	Independent non-executive Director	Male	December 1954	3 April 2025	Until expiry of term	-	-	-	-	24	No

Section IV Corporate Governance, Environment and Society

Name	Title	Gender	Age	Start date of the term	Closing date of the term	Shares held at the beginning of the year	Shares held at end of year	Amount of increase or decrease of shares within the year	Reasons for the changes	Total remuneration before tax received from the Company during the Reporting Period (ten thousand yuan)	Whether having received remunerations from the related parties of the Company
MAO Yuxing	Vice president	Male	March 1971	3 April 2025	Until expiry of term	-	-	-	-	57.46	No
XIE Lebin	Vice president	Male	August 1967	28 June 2021	Until expiry of term	595,000	595,000	-	-	67.50	No
PAN Guangtao	Vice president	Male	July 1971	3 April 2025	Until expiry of term	-	-	-	-	56.79	No
ZHANG Xinjun	Vice president, chief financial officer	Male	October 1975	3 April 2025	Until expiry of term	-	-	-	-	56.17	No
CHEN Zhongyi	Vice president	Male	October 1970	24 May 2024	Until expiry of term	211,050	211,050	-	-	67.50	No
HAN Zhida	Vice president	Male	September 1982	17 July 2024	Until expiry of term	71,400	71,400	-	-	67.50	No
ZHAO Hong	Chief auditor	Male	September 1966	30 October 2024	Until expiry of term	522,300	522,300	-	-	120.58	No
YU Feng	Chief information officer	Male	March 1969	3 April 2025	Until expiry of term	595,000	595,000	-	-	93.58	No
ZHAO Huiwen	Chief compliance officer	Female	January 1977	22 May 2025	Until expiry of term	-	-	-	-	111.63	No
	Chief legal counsel			3 April 2025	Until expiry of term						
LI Junjie	Former vice chairman of the Board	Male	August 1975	20 March 2024	3 April 2025	-	-	-	-	-	No
NIE Xiaogang	Former chief financial officer	Male	May 1972	28 June 2021	3 April 2025	-	-	-	-	-	No
LIU Xinyi (resigned)	Former non- executive Director	Male	July 1965	15 June 2020	3 April 2025	-	-	-	-	-	Yes
CHEN Hua (resigned)	Former non- executive Director	Male	June 1974	28 June 2021	3 April 2025	-	-	-	-	-	Yes

Section IV Corporate Governance, Environment and Society

Total remuneration before tax received from the Company during the Reporting Period (ten thousand yuan)											Whether having received remunerations from the related parties of the Company
Name	Title	Gender	Age	Start date of the term	Closing date of the term	Shares held at the beginning of the year	Shares held at end of year	Amount of increase or decrease of shares within the year	Reasons for the changes	Period (ten thousand yuan)	
ZHANG Manhua (resigned)	Former non-executive Director	Male	February 1975	20 March 2024	3 April 2025	-	-	-	-	-	Yes
WANG Tao (resigned)	Former non-executive Director	Male	July 1973	27 September 2024	3 April 2025	-	-	-	-	-	Yes
DING Wei (resigned)	Former independent non-executive Director	Male	January 1960	28 June 2021	3 April 2025	-	-	-	-	6.25	Yes
BAI Wei (resigned)	Former independent non-executive Director	Male	November 1964	28 June 2021	3 April 2025	-	-	-	-	6.25	Yes
YIM, Chi Hung Henry (resigned)	Former independent non-executive Director	Male	April 1961	29 May 2023	3 April 2025	-	-	-	-	6.25	No
LUO Dongyuan (resigned)	Former vice president	Male	November 1968	28 June 2021	14 November 2025	595,000	595,000	-	-	61.88	No
ZHANG Zhihong (resigned)	Former chief compliance officer	Female	June 1969	19 November 2018	3 April 2025	595,000	0	-595,000	Shareholdings reduction according to personal capital needs	54.14	No
Total	/	/	/	/	/	4,099,436	3,504,436	-595,000	/	1,321.27	/

Note: Any discrepancies in the above table between the figures shown as totals and the sum of the breakdown figures are due to rounding.

Section IV Corporate Governance, Environment and Society

Explanations:

1. The term of office of Directors and senior management members re-elected shall commence on the date on which they first assume office.
2. On 3 April 2025, the Resolution on the Election of the Non-Independent Directors of the seventh session of the Board and the Resolution on Election of the Independent Directors of the seventh session of the Board of the Company were considered and approved at the 2025 first extraordinary general meeting, and Mr. ZHU Jian, Mr. LI Junjie, Mr. NIE Xiaogang, 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 elected as non-independent directors of the seventh session of the Board, among whom Mr. ZHU Jian, Mr. LI Junjie, Ms. GUAN Wei, Mr. ZHONG Maojun, Mr. SUN Minghui and Mr. CHEN Yijiang were re-appointed. Mr. LI Renjie, Mr. WANG Guogang, Mr. PU Yonghao, Mr. MAO Fugen, Mr. CHEN Fangruo and Mr. JIANG Xian were elected as the independent Directors of seventh session of the Board, among whom Mr. LI Renjie, Mr. WANG Guogang and Mr. PU Yonghao were re-elected. The foregoing Directors shall perform their duties from the date of resolution at the general meeting on 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, the Directors of the sixth session of the Board, ceased to be the Directors of the Company.
3. On 3 April 2025, the Company convened the first meeting of the seventh session of the Board, at which the Resolution on Electing the Chairman and Vice Chairman of the Seventh Session of the Board of the Company 《關於提請選舉公司第七屆董事會董事長、副董事長的議案》 was considered and approved. Mr. ZHU Jian was elected as the chairman of the seventh session of the Board of the Company. Mr. ZHOU Jie was elected as the vice chairman of the seventh session of the Board of the Company. Mr. LI Junjie ceased to be the vice chairman of the Board of the Company.
4. On 3 July 2025, Mr. WU Hongwei was elected as an employee Director of the seventh session of the Board at the seventh meeting of the fifth session of the employees' representative assembly of the Company and has performed his duties as the Director for a term consistent with the term of office of the seventh session of the Board, the commencement date is the date of his election.
5. On 3 April 2025, the Company convened the first meeting of the seventh session of the Board, at which the Resolution on Appointing the Senior Management of the Company 《關於提請聘任公司高級管理人員的議案》 was considered and approved, pursuant to which, Mr. LI Junjie was appointed as the President of the Company, and Mr. MAO Yuxing, Mr. XIE Lebin, Mr. LUO Dongyuan, Mr. NIE Xiaogang, Mr. PAN Guangtao, Mr. ZHANG Xinjun, Mr. CHEN Zhongyi and Mr. HAN Zhida were appointed as the vice presidents of the Company. Mr. NIE Xiaogang concurrently served as the secretary to the Board and chief risk officer of the Company, Mr. ZHANG Xinjun concurrently served as the chief financial officer of the Company, and Mr. ZHAO Hong also served as the chief auditor of the Company. Mr. YU Feng was appointed as the chief information officer of the Company, and Ms. ZHAO Huiwen was appointed as the chief compliance officer (to be formally performed upon obtaining regulatory approval) and the chief legal counsel of the Company. Among them, Mr. LI Junjie, Mr. XIE Lebin, Mr. LUO Dongyuan, Mr. NIE Xiaogang, Mr. CHEN Zhongyi, Mr. HAN Zhida and Mr. ZHAO Hong as senior management appointed by the sixth session of the Board were reappointed by the seventh session of the Board; Mr. MAO Yuxing, Mr. PAN Guangtao, Mr. ZHANG Xinjun, Mr. YU Feng and Ms. ZHAO Huiwen were the senior management newly appointed by the seventh session of the Board. The term of office of the above senior management is consistent with the term of office of the seventh session of the Board. Mr. NIE Xiaogang ceased to be the chief financial officer of the Company, and Ms. ZHANG Zhihong ceased to serve as the chief compliance officer and chief legal counsel of the Company.
6. On 22 May 2025, the appointment of Ms. ZHAO Huiwen as the chief compliance officer of the Company was approved by the relevant local office of the CSRC, and she officially took the position of the chief compliance officer of the Company on the same date.
7. On 14 November 2025, Mr. LUO Dongyuan resigned from the position of vice president of the Company due to work adjustment.

Section IV Corporate Governance, Environment and Society

8. Data on the remuneration of the directors and senior management during the Reporting Period is based on their remuneration received during the periods in which they served as directors and senior management of the Company. The final amount of compensation of directors and senior management who received compensation from the Company during the Reporting Period is still in the process of confirmation and the remaining part will be disclosed upon confirmation.
9. The remuneration of Directors are paid in accordance with the Resolution on the Remuneration of Directors of the Sixth Session of the Board and the Supervisors of the Sixth Session of the Board of Supervisors being considered and approved at the 2020 annual general meeting and the Resolution on the Remuneration of Directors of the Seventh Session of the Board being considered and approved at the 2025 first extraordinary general meeting. As of the disclosure date of the Report, 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 former directors Mr. LIU Xinyi, Mr. CHEN Hua, Mr. ZHANG Manhua and Mr. WANG Tao did not receive their director fees from the Company. In addition to the remuneration received from the Company, the Directors who hold other positions within the Company will not receive any other remuneration as the Directors.
10. During the Reporting Period, Ms. ZHANG Zhihong held shares under the Restricted Share Incentive Scheme of A Shares. After resigning from the position of the Company's senior management for six (6) months, she reduced her holdings of the shares that had been released from lock-up, based on her personal financial needs.
11. On 29 May 2025, the 2024 annual general meeting convened by the Company considered and approved the Resolution on the Dissolution of the Supervisory Committee of the Company. The Company has ceased to maintain the supervisory committee and supervisors since the date when the resolution was passed at the annual general meeting. The Audit Committee shall exercise the functions and powers of the supervisory committee as stipulated in the Company Law. WU Hongwei, ZHOU Zhaohui, SHEN Yun, ZUO Zhipeng, SHAO Liangming and XIE Min, all members of the sixth session of the Supervisory Committee, ceased to serve as supervisors of the Company.
12. Upon full consultation among all independent non-executive Directors, Mr. LI Renjie was unanimously nominated to serve as the Company's lead independent non-executive Director. Mr. LI Renjie will assume the duties of lead independent non-executive Director with effect from 27 March 2026.

Section IV Corporate Governance, Environment and Society

Major work experience of current Directors and senior management

Name	Major working experience
 ZHU Jian	Mr. ZHU has served as the chairman of the Board and an executive Director of the Company since 29 December 2023, and as chairman of the Financial Technology Committee of the Company since April 2025. Mr. ZHU successively served as the deputy director of the Information Research Department of the Shanghai Securities Regulatory Office of the CSRC (中國證監會上海證管辦), the deputy director and director of the Information Research Department of the Shanghai Bureau of the CSRC, the head of the general office and the director of the Institutional Second Division of the Shanghai Bureau of the CSRC, the assistant of director general and deputy director general of the Shanghai Bureau of the CSRC, and the vice president of the Company. Mr. ZHU also served as the vice chairman and president of Bank of Shanghai Co., Ltd. (a listed company on the Shanghai Stock Exchange, stock code: 601229) from October 2020 to December 2023. Mr. ZHU obtained his bachelor's degree in law and master's degree in law from Fudan University in 1993 and 1996, respectively, and obtained an executive master's degree in business administration from Shanghai Jiao Tong University in 2013.
 ZHOU Jie	Mr. ZHOU has served as the vice chairman and a non-executive Director of the Company since 3 April 2025. Mr. ZHOU currently serves as the chairman of the International Group. Mr. ZHOU began his career in March 1992 and has successively served as the deputy general manager of Shanghai Industrial Capital Co., Ltd. (上海上實資產經營有限公司), the executive director of SIIC Shanghai (Holdings) Limited (上海上實(集團)有限公司), the chairman and general manager of Shanghai Industrial Capital Co., Ltd., the general manager and director of SIIC Medical Science and Technology (Group) Limited (上海實業醫藥科技(集團)有限公司), the executive director and deputy chief executive officer of Shanghai Industrial Holdings Limited (上海實業控股有限公司), the general manager and director of SIIC Medical Science and Technology (Group) Limited, the executive director and deputy chief executive officer of Shanghai Industrial Holdings Limited, the chief planning officer, vice president, executive vice president, executive director and president of SIIC Shanghai (Holdings) Limited (上海上實(集團)有限公司), and chairman of Haitong Securities. Mr. ZHOU obtained his bachelor's degree in Engineering in 1989 and master's degree in Engineering in 1991, both from Shanghai Jiao Tong University.

Section IV Corporate Governance, Environment and Society

Name	Major working experience
 LI Junjie	Mr. LI has served as an executive Director of the Company since 20 March 2024, president of the Company from 23 January 2024, and president of the Fixed Income Business Committee of the Company from November 2025. Mr. LI successively served as the assistant director of general office of China UnionPay Co., Ltd. (中國銀聯股份有限公司), the assistant to the general manager of the Administrative Management Headquarters and a deputy general manager of the Financial Management Headquarters of International Group, the deputy director and director of the Board Office and the securities affairs representative of the Company, and the general manager, vice chairman and chairman of Shanghai Securities Co., Ltd., the vice president and the general manager of the Human Resources Department of the Company, during which, he concurrently served as the president of the Investment Banking Business Unit, and the director of the Executive Board, the vice chairman of the Board and executive Director. Mr. LI obtained a bachelor's degree in literature from Renmin University of China in 1999 and a master's degree in economics from the Research Institute of the People's Bank of China in 2002.
 NIE Xiaogang	Mr. NIE has served as the executive Director of the Company since 3 April 2025, the vice president and the chief risk officer of the Company since 28 June 2021, and as secretary to the Board of the Company since 5 July 2024. Mr. NIE successively served as an employee of the Investment Banking Department of Guotai Securities Co., Ltd., assistant business director of the Corporate Finance Headquarters of the Company, the head and deputy manager of the President Office, the deputy manager of the Marketing Management Headquarters, the assistant to the director, deputy director and the director of the secretariat of the Board of the Company, and the president of Guotai Junan Innovation Investment Co., Ltd. Mr. NIE also served as the general manager of the Strategies Management Department, the general manager of the Equity Investment Department, the general manager of the Strategic Investment Department, the vice president of the Strategic Investment and Direct Investment Business Committee of the Company, the general manager and chairman of Guotai Junan Zhengyu Investment Co., Ltd., and the general manager of Risk Management Department and chief financial officer of the Company. Mr. NIE obtained a bachelor's degree in engineering and a master's degree in engineering from Tsinghua University in 1995 and 1998, respectively, and a doctor's degree in economics from Fudan University in 2006.

Section IV Corporate Governance, Environment and Society

Name

Major working experience



GUAN Wei

Formerly GUAN Zhaohui (管朝暉). Ms. GUAN is a senior accountant and has served as a non-executive Director of the Company since 25 July 2019. Ms. GUAN currently acts as deputy general manager and chief financial officer of the International Group, and chairman of Shanghai State-owned Assets Management Co., Ltd. Ms. GUAN began her career in July 1993 and has successively served as the assistant manager of the Financial Management Department at Shanghai Shentong Group Co., Ltd. (上海申通集團有限公司), the deputy manager and the manager of the Financial Management Department at Shanghai Jiushi Company (上海久事公司), the member of the Disciplinary Committee and the manager of the audit and supervision department and the supervisor of the board of supervisors at Shanghai Jiushi Company, the general manager and the party branch secretary at Shanghai Metropolitan Tourism Card Development Co., Ltd. (上海都市旅游卡發展有限公司), the chief financial officer of Shanghai Land (Group) Co., Ltd. (上海地產(集團)有限公司), and the chief financial officer and the deputy general manager of the International Group. Ms. GUAN has served as the director of Shanghai Pudong Development Bank Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600000) since July 2019, and the director of Shanghai Rural Commercial Bank Co., Ltd. (上海農村商業銀行股份有限公司, listed on the Shanghai Stock Exchange, stock code: 601825). Ms. GUAN obtained her bachelor's degree in Economics from Shanghai University of Technology in 1993 and master's degree in Management from Shanghai University of Finance and Economics in 2003.



ZHONG Maojun

Mr. ZHONG has served as a non-executive Director of the Company since 1 June 2015. He currently acts as the director, general counsel and chief auditor of the International Group. Mr. ZHONG began his career in July 1994 and has successively served as the general manager's assistant of the investment banking department and the deputy head of the reorganization office at Orient Securities Company Limited, the deputy head of the financial institution division, the deputy head of the financial stabilization division (in charge of daily operations), the head of the financial stabilization division, the head of the financial institution service division and the director of municipal financial state-owned assets supervisory service division of Shanghai Municipal Financial Service Office, the general manager of the strategic research department, the general manager of the capital operation department and the chief operating officer of the International Group as well as the chairman of the supervisory committee of Shanghai State-owned Assets Operation Co., Ltd. He obtained his bachelor's degree in Law in 1991 and master's degree in Law in 1994, both from Peking University.

Section IV Corporate Governance, Environment and Society

Name

Major working experience



CHEN Hangbiao

Mr. CHEN has served as a non-executive Director of the Company since 3 April 2025. Mr. CHEN currently serves as the general manager of the capital operation department and the general manager of the financial institutions management department of International Group. Mr. CHEN started to work in March 1996, and has successively served as the deputy principal staff member and principal staff member of Shanghai State-owned Assets Management Office, the deputy director of supervision and coordination department and the deputy director of general affairs department of Shanghai State-owned Assets Management Office, the deputy director of strategic planning department and the deputy director of planning and development department of Shanghai State-owned Assets Supervision and Administration Commission, the assistant to the director and the deputy director of Shanghai Property Rights Transaction Management Office, the general manager of investment management department of the International Group, and the vice chairman and general manager of Shanghai State-owned Assets Management Co. Ltd. Mr. CHEN received his bachelor's degree in Economics from Lanzhou University in 1993 and master's degree in Economics from Shanghai University of Finance and Economics in 1996.



LV Chunfang

Ms. LV is a senior accountant and has served as a non-executive Director of the Company since 3 April 2025. Ms. LV currently serves as the general manager of the financial management department at the International Group. Ms. LV began her career in August 2005 and has successively served as the assistant to the manager of No. 18 Audit Department of KPMG Huazhen LLP Shanghai Branch, the principal staff member of the financial cooperation division at Shanghai Financial Services Office, the trust manager of the structured finance department at China Resources SZITIC Trust Co., Ltd., the senior manager of the financial management headquarters, the assistant to the general manager of the financial management department and the deputy general manager of the financial management department at the International Group. Ms. LV obtained her bachelor's degree in economics from Nankai University in 2002 and master's degree in economics from Fudan University in 2005.

Section IV Corporate Governance, Environment and Society

Name

Major working experience



HA Erman

Ms. HA is a senior economist and has served as a non-executive Director of the Company since 3 April 2025. Ms. HA currently serves as the vice president of Shanghai Guosheng Group Co., Ltd. Ms. HA started her career in July 1998 and has successively served as the clerk of foreign trade section, deputy section chief (acting in charge) and the section chief of economic & trade management division (regulatory affairs division), director of general office and section chief of regulatory affairs division at Shanghai Xuhui District Foreign Economic Commission, the deputy director of Hunan Road Street Office of Xuhui District in Shanghai, the deputy director of Shanghai Xuhui District Commission of Commerce and the director of Shanghai Xuhui District Grain Bureau, the vice chairman of Shanghai state-owned Assets Management Co., Ltd., and the chairman of International Group Assets Management Co., Ltd. Ms. HA has served as the director of Haitong Hengxin International Financial Leasing Co., Ltd. (海通恒信國際融資租賃股份有限公司, listed on the main board of the Hong Kong Stock Exchange, stock code: 1905) since November 2019 to September 2023. She served as the director of Shanghai Rural Commercial Bank Co., Ltd. (上海農村商業銀行股份有限公司, listed on the Shanghai Stock Exchange, stock code: 601825) from March 2017 to December 2024. Ms. HA obtained her bachelor's degree in engineering in 1998 and master's degree in public administration in 2005, both from Shanghai Jiao Tong University.



SUN Minghui

Mr. SUN is a senior accountant and has served as a non-executive Director of the Company since 29 December 2023. Mr. SUN concurrently serves as the chief accountant of Shenzhen Investment Holdings Co., Ltd. Mr. SUN successively worked in the preparatory group of Shenzhen Energy Finance Co., Ltd. (深圳能源財務有限公司), the funding department of Shenzhen Energy Finance Co., Ltd. and the financial management department of Shenzhen Energy Group Co., Ltd (深圳能源集團股份有限公司). Mr. SUN has been working at Shenzhen Investment Holdings Co., Ltd. (深圳市投資控股有限公司) since February 2012, and successively served as the head of financing management of the financial budget department, the senior head of the finance department, the senior head of the office of the board, the deputy head of the financial department (settlement center), and the head of the financial department (settlement center). Mr. SUN served as a director of Shenzhen Special Economic Zone Real Estate & Properties (Group) Co. Ltd. (深圳經濟特區房地產(集團)股份有限公司, listed on the Shenzhen Stock Exchange, stock code: 000029) from December 2020 to August 2024, and a director of Shenzhen Textile (Holdings) Co., Ltd. (深圳市紡織(集團)股份有限公司, listed on the Shenzhen Stock Exchange, stock code: 000045) from February 2021 to July 2024. Mr. SUN obtained his bachelor's degree in economics in 2004 and master's degree in economics in 2007, both from Zhongnan University of Economics and Law.

Section IV Corporate Governance, Environment and Society

Name	Major working experience
 CHEN Yijiang	Mr. CHEN has served as a non-executive Director of the Company since 27 September 2024. Mr. CHEN currently acts as the chairman of New China Asset Management (Hong Kong) Limited, the director and general manager of New China Asset Management Co., Ltd., the deputy secretary-general of the institutional investor committee and the member of the risk control expert committee of the Insurance Asset Management Association of China and an external expert of asset management plan of PICC Insurance Asset Registration and Trading System Co., Ltd. Mr. CHEN joined New China Life Insurance Company Ltd. (新華人壽保險股份有限公司, A Shares are listed on the Shanghai Stock Exchange, stock code: 601336; H Shares are listed on the Hong Kong Stock Exchange, stock code: 01336) since April 2003, and he successively served as a manager and an assistant general manager of the financial management office of the financial management department, an assistant general manager, deputy general manager and general manager of the fund utilization management department, the general manager of the investment department. Since June 2024, Mr. CHEN has served as the non-executive director of China Jinmao Holdings Group Limited (中國金茂控股集團有限公司, listed on the Hong Kong Stock Exchange, stock code: 00817). Mr. CHEN obtained his bachelor's degree in economics from Renmin University of China in 1996, master's degree in management from School of Finance and Accounting of Xiamen University in 1999, and Executive MBA from University of Illinois in 2002.

Section IV Corporate Governance, Environment and Society

Name

Major working experience



WU Hongwei

Formerly WU Hongwei (吳紅衛), a researcher. Mr. WU has served as an employee director of the Company since 3 July 2025, as the deputy secretary of the CPC party committee since May 2021, and as the chairman of the labour union of the Company since August 2024. Mr. WU successively served as a designer, project leader, assistant and deputy director of the research plan office, deputy director of the science and technology office, secretary of the science and technology committee, the director of the personnel security department, the director of the administration department, the deputy secretary of CPC party committee and secretary of discipline inspection committee, and the chairman of the labour union at Unit 801 of Shanghai Aerospace Administration (上海航天局八〇一研究所). Mr. WU served as the secretary of CPC party committee at Shanghai Xinguang Telecom Factory (上海新光電訊廠). Mr. WU consecutively served as the deputy director of the human resources department (in charge of daily operations), the director of the human resources department and the general secretary at the Social Work Committee of CPC Shanghai Municipal Committee (上海市社會工作黨委). Mr. WU consecutively served as the secretary of the discipline inspection committee, a member of CPC party committee and the leader of dispatched discipline inspection office of the Discipline Inspection Committee of CPC Shanghai Municipal Committee to the CPC party committee of Shanghai SASAC (上海市紀委駐上海市國資委黨委紀檢組組長). Mr. WU served as the deputy secretary of CPC party committee, secretary of discipline inspection committee, vice chairman of the supervisory committee of the Haitong Securities Co., Ltd. and the leader of dispatched discipline inspection office of the Discipline Inspection Committee of CPC Shanghai Municipal Committee to Haitong Securities Co., Ltd. Mr. WU also served as the vice chairman of the supervisory committee and employee supervisor of the Company. Mr. WU obtained a bachelor's degree in engineering from Shanghai Jiao Tong University in 1990 and a master's degree in business administration from Fudan University in 2000.



LI Renjie

Mr. LI is a senior economist and has served as an independent non-executive Director of the Company since 28 June 2021. Mr. LI successively served as the director of planning division of the People's Bank of China Fujian Branch, executive director of Hong Kong Jiangnan Finance Company (香港江南財務公司), chairman of Great Wall Securities Co., Ltd. (長城證券有限責任公司), president of Industrial Bank Shenzhen Branch, vice president of Industrial Bank, director and president of Industrial Bank, chairman of Lufax Holding Ltd. (陸金所控股有限公司) (listed on the New York Stock Exchange, stock code: LU). Mr. LI has been an independent director of Bank of Ningbo Co., Ltd. (寧波銀行股份有限公司, listed on the Shenzhen Stock Exchange, stock code: 002142) since June 2023. Mr. LI obtained a bachelor's degree in economics from Xiamen University in 1982.

Section IV Corporate Governance, Environment and Society

Name	Major working experience
 WANG Guogang	Mr. WANG is a member of the Chinese Academy of Social Sciences and a recipient of special government allowance, and has served as an independent non-executive Director of the Company since 29 May 2023. Mr. WANG is currently a first-class professor of the School of Finance of Renmin University of China. He was the director of the Institute of Finance & Banking of the Chinese Academy of Social Sciences, and the vice president of China Huaxia Securities Co., Ltd. (中國華夏證券有限公司). Mr. WANG currently concurrently serves as an expert in the planning and evaluation group of the National Social Science Fund of China, an executive director of the China Society for Finance & Banking, an executive director of the China Urban Financial Society, and an executive director of the China Rural Financial Society. Mr. WANG graduated from Fujian Normal University in 1979 majoring in politics and education, received a master's degree in economics from Fujian Normal University in 1985 and a doctor's degree in economics from Renmin University of China in 1988.
 PU Yonghao	Mr. PU has served as an independent non-executive Director of the Company since 30 November 2023. Mr. PU is a senior advisor of Fountainhead Partners Company Limited and the vice chairman of the Chinese Financial Association of Hong Kong. Mr. PU has over 20 years of experience in senior positions in investment banking. Mr. PU successively served as a senior economist and vice president of BOC International (UK) Limited (中銀國際(英國)有限公司), a senior economist of Nomura International (Hong Kong) Limited, a senior advisor of Asian Development Bank, a managing director and the chief investment officer, chief investment strategist, and head of Wealth Management Research Department for Asia Pacific at Swiss Bank (瑞士銀行), the founder and chief investment officer of Fountainhead Partners Company Limited and a managing director of Perry Wealth Consulting (伯瑞財富諮詢). Mr. PU has been serving as an independent non-executive director of BOCOM International Holdings Company Limited (listed on the Hong Kong Stock Exchange, stock code: 3329) since April 2025 and an independent non-executive director of Postal Savings Bank of China Co., Ltd. (交銀國際控股有限公司, listed on the Shanghai Stock Exchange, stock code: 601658; listed on the Hong Kong Stock Exchange, stock code: 1658) since January 2026, and served as an independent non-executive director of Interra Acquisition Corporation (previously listed on the Hong Kong Stock Exchange, former stock code: 7801) from September 2022 to April 2025 and an independent non-executive director of Huafa Property Services Group Company Limited (previously listed on the Hong Kong Stock Exchange, former stock code: 0982) from June 2020 to November 2024. Mr. PU obtained a bachelor's degree in accounting from Xiamen University in 1982, a master's degree in economics from Xiamen University in 1985, and a master's degree in science (demographics) from the London School of Economics and Political Science in 1989.

Section IV Corporate Governance, Environment and Society

Name

Major working experience



MAO Fugen

Mr. MAO is a professor and has served as an independent non-executive Director of the Company since 3 April 2025. From January 1990 to October 2023, Mr. MAO successively served as a lecturer, deputy professor and professor of the School of Accounting of Xiamen University. Mr. MAO has served as an independent non-executive director of AviChina Industry & Technology Company Limited (中國航空科技工業股份有限公司, listed on the Hong Kong Stock Exchange, stock code: 2357) since May 2021, and an independent director of Zhonghong Pulin Medical Products Co., Ltd. (中紅普林醫療用品股份有限公司, listed on the Shenzhen Stock Exchange, stock code: 300981) from July 2021 to July 2024. Mr. MAO once served as an independent director of Haitong Securities Co., Ltd. Mr. MAO obtained his bachelor's degree in accounting in 1985, master's degree in accounting in 1988, and doctor's degree in accounting in 1994, all from Xiamen University.



CHEN Fangruo

Mr. CHEN is a professor and has served as an independent non-executive Director of the Company since 3 April 2025. Mr. CHEN currently serves as the dean of Antai College of Economics & Management, the dean of the Industry Research Institute, dean of the Bank of China Technology & Finance School, and the dean of the Shenzhen Research Institute at Shanghai Jiao Tong University. Concurrently, he holds positions as the vice chairman of the MBA Education Steering Committee and the council member of the AMBA&BGA International Management Committee. Mr. CHEN previously held academic positions at Columbia Business School in the United States, serving successively as assistant professor, associate professor, tenured associate professor, full professor, and endowed chair professor. He has also served as distinguished visiting professor at Stanford Graduate School of Business, Cheung Kong Graduate School of Business, Chinese Academy of Sciences, Shanghai Jiao Tong University, Peking University, Tianjin University, and other renowned domestic and overseas colleges. Mr. CHEN served as an independent non-executive director of Sinopharm Group Co., Ltd. (國藥控股股份有限公司, listed on the Hong Kong Stock Exchange, stock code: 1099) from December 2018 to June 2025, and has served as the independent director of Jianzhijia Pharmaceutical Chain Group Co., Ltd. (健之佳醫藥連鎖集團股份有限公司, listed on the Shanghai Stock Exchange, stock code: 605266) since December 2020. Mr. CHEN obtained his bachelor's degree in engineering from Shanghai Jiao Tong University in 1985, master's degree in systems engineering from the Moore School of Electrical Engineering of the University of Pennsylvania in 1987, and Ph.D. in decision sciences from the Wharton School of the University of Pennsylvania in 1992.

Section IV Corporate Governance, Environment and Society

Name	Major working experience
 JIANG Xian	Mr. JIANG has served as an independent non-executive Director of the Company since 3 April 2025. Mr. JIANG is currently partner and class-II lawyer of Shanghai United Law Firm. He serves as the member of the 11th and 12th session of Shanghai Municipal Committee of the Chinese People's Political Consultative Conference, the arbitrator of China International Economic and Trade Arbitration Commission and Shanghai International Arbitration Commission, and the mediator of the Shanghai Securities Association. Mr. JIANG has served as the independent director of Shanghai Shentong Metro Co., Ltd. (上海申通地鐵股份有限公司, listed on the Shanghai Stock Exchange, stock code: 600834) since May 2020. Mr. JIANG obtained his bachelor's degree in law from Fudan University (Branch Campus) in 1983 and master's degree in law from Fudan University in 1996.
 MAO Yuxing	Mr. MAO is a senior engineer (professor level) and has served as a vice president of the Company since 3 April 2025. Mr. MAO successively held various positions in the information technology department of Industrial and Commercial Bank of China Shanghai Municipal Branch including deputy section chief, section chief and deputy director. He worked in the data center (Shanghai) of Industrial and Commercial Bank of China, where he served as an assistant to the general manager (deputy-division-director level and division-director level) and deputy general manager, and served as a deputy general manager of the information technology department of Industrial and Commercial Bank of China Head Office and a deputy general manager and chief information officer of Haitong Securities Co., Ltd. Mr. MAO has served as a chairman of the board of Haitong Unitrust International Financial Leasing Co., Ltd. and a chairman of the board of the Haitong UT Capital Group Co., Limited since August 2025. Mr. MAO obtained his bachelor's degree of science from East China Normal University in 1993, master's degree in engineering from Shanghai Jiao Tong University in 2004, and doctor's degree of science from Fudan University in 2011.

Section IV Corporate Governance, Environment and Society

Name

Major working experience



XIE Lebin

Mr. XIE has served as the vice president of the Company since 28 June 2021. Mr. XIE successively served as an executive director of the investment banking department of J&A Securities Co., Ltd., a deputy general manager of the Shanghai Investigation and Auditing Department, a deputy general manager of the Investigation and Auditing Headquarters, a deputy general manager (in charge of daily operations) of the Investigation and Auditing Headquarters, and the general manager of the Investigation and Auditing Headquarters of the Company. He also served as the general manager, the deputy chief financial officer, the chief financial officer and the chief operation officer, and the chief risk officer of the Planning and Finance Department, the president of the Investment Banking Business Unit, and the director of the Executive Board of the Company, as well as the chairman of the board and director of Shanghai Guotai Haitong Securities Assets Management Co., Ltd. (上海國泰海通證券資產管理有限公司). Prior to that, Mr. XIE worked at Wanguo Securities Co., Ltd. (萬國證券有限公司). Mr. XIE has served as a director of Guotai Haitong Financial Holdings Limited (國泰海通金融控股有限公司) since June 2020 and the chairman of the board of HFT Investment Management Co., Ltd. since April 2025. Mr. XIE obtained a bachelor's degree in economics from Shanghai Ocean University (formerly known as Shanghai Fisheries College) in 1990, a master's degree and a doctor's degree in economics from East China Normal University in 1993 and 2010, respectively.



PAN Guangtao

Mr. PAN is an engineer and has served as a vice president of the Company since 3 April 2025 and as the president of the equity business committee of the Company since April 2025. Mr. PAN successively served as head of computer of computer department of brokerage headquarters and an assistant to manager and deputy manager of securities investment I division of securities investment headquarters of Shenyin & Wanguo Securities Company (申銀萬國證券公司). He also served as the assistant to general manager, the deputy general manager and the general manager of the securities investment and trading departments of Haitong Securities Co., Ltd., and as the assistant to general manager and the deputy general manager of Haitong Securities Co., Ltd. Mr. PAN has served as a non-executive director of the Haitong Bank since November 2015, a director of Haitong Innovation Securities Investment Co., Ltd. (海通創新證券投資有限公司) since May 2019, a chairman of the board of Haitong Bank since December 2019. Mr. PAN obtained a bachelor's degree from Shanghai University of Engineering Science in 1994 and a master's degree in business administration from Macau University of Science and Technology in 2003.

Section IV Corporate Governance, Environment and Society

Name

Major working experience



ZHANG Xinjun

Mr. ZHANG is a senior accountant and has served as the vice president and chief financial officer of the Company since 3 April 2025. Mr. ZHANG successively served as the deputy manager and the manager of the asset management department of the planning and finance department of Haitong Securities Co., Ltd., the person in charge of finance and the finance director of Haitong International Holdings Limited (海通國際控股有限公司), the chief financial officer of Haitong International Securities Group Limited (海通國際證券集團有限公司), and the deputy general manager and the finance director of Haitong Securities Co., Ltd. Mr. ZHANG has served as a non-executive director of Haitong Bank since January 2018, a non-executive director of Haitong International Securities Group Limited since March 2018, an executive director of Haitong Investment Ireland PLC (海通投資愛爾蘭公眾有限公司) since February 2020, a director of Haitong International Holdings Limited since March 2023, the director of Haitong UT Capital Group Co., Ltd. (海通恒信金融集團有限公司) since April 2023 and a non-executive director of Haitong Unitrust International Financial Leasing Co., Ltd. (海通恒信國際融資租賃股份有限公司, listed on the Hong Kong Stock Exchange, stock code: 1905) since May 2023. Mr. ZHANG obtained a bachelor's degree in economics and a master's degree in management from Nankai University in 1998 and 2001, respectively.



CHEN Zhongyi

Mr. CHEN has served as the vice president of the Company since 24 May 2024 and the president of the research and institutional business committee of the Company since April 2025. Mr. CHEN successively served as the leader of the finance planning department and the assistant to the general manager of the settlement department of J&A Securities Co., Ltd.; the assistant to the general manager for finance management of the planning and finance department, the assistant to the general manager for finance management of the planning and finance department (Shenzhen), the assistant to the general manager for finance management of the finance headquarters, the assistant to the general manager and the deputy general managers of the settlement headquarters, the deputy general manager of the fund settlement headquarters and the deputy general manager of the operation center of the Shenzhen Branch of the Company; the general manager of the operation and management headquarters of Everbright Securities Company Limited; the general manager of the Asset Custody Department, the general manager of the Data Platform Operation Department, the co-president of the Institution and Transaction Business Committee and the chief operating officer of the Company. Mr. CHEN has served as the dean of the Policy and Industry Research Institute of the Company since April 2025. Mr. CHEN obtained a bachelor's degree in economics from the Central Institute of Finance and Economics in 1993 and an executive master's degree in business administration from Shanghai Jiao Tong University in 2015.

Section IV Corporate Governance, Environment and Society

Name

Major working experience



HAN Zhida

Mr. HAN has served as the vice president of the Company since 17 July 2024. Mr. HAN joined the Company in July 2005, and successively served as a senior manager, assistant director and director of the Fixed Income Securities Headquarters; executive director of the M&A Headquarters; executive director and managing director of the M&A financing department; the head of administration of the First Beijing Investment Banking of the Investment Banking Department, the vice chairman and general manager of Guotai Junan Zhengyu Investment Co., Ltd., the general manager of the Strategic Development Department, the director of the Digital Transformation Office, and the dean of the Policy Research Institute; and the director of Guotai Junan International Holdings Limited. Mr. HAN has been concurrently serving as the chairman and the chairman of the executive committee of Guotai Junan Innovation Investment Co., Ltd. since April 2024, the chairman of the board of directors of Guotai Haitong Financial Holdings Co., Ltd. since November 2024, the chairman of the board of directors of Haitong International Holdings Limited since April 2025, the chairman of the board of directors of Haitong International Securities Group Limited (海通國際證券集團有限公司) since April 2025, and the chairman of the board of directors of Haitong Capital Investment Co., Ltd. (海通開元投資有限公司) since February 2026. Mr. HAN obtained a bachelor's degree in management from Central University of Finance and Economics in 2003 and a master's degree in management from Peking University in 2005.



ZHAO Hong

Mr. ZHAO has served as the chief auditor of the Company since 30 October 2024. Mr. ZHAO Hong started his career in July 1988 and served successively as salesman in chemicals light company of Xingtai Material Bureau of Hebei Province (河北省邢台市物資局), the manager of trust and investment company of Hebei Branch of China Construction Bank, the assistant to general manager and head of the business department of Shijiazhuang Branch of J&A Securities Co., Ltd. He joined the Company since August 1999, and successively served as the general manager of the Shijiazhuang Jianhua South Street Business Department, the general manager of the Hebei Business Headquarters, the deputy director of the Marketing Management Headquarters, the deputy general manager of the Institutional Customer Service Headquarters, the deputy general manager of the M&A Headquarters, the deputy director and director of the party committee office, the general manager of the Human Resources Department, the Human Resources Director, Sales Director, the general manager of Shanghai Branch, and the general manager of the Group Audit Center of the Company. Mr. ZHAO obtained a bachelor's degree in engineering from Hebei University of Technology in 1988 and a master's degree in engineering from Wuhan University of Technology in 1999.

Section IV Corporate Governance, Environment and Society

Name	Major working experience
 YU Feng	Mr. YU is a professor-level senior engineer and enjoys special government allowances. Mr. YU has served as the chief information officer of the Company since 27 May 2019, and as the deputy chairman of the Financial Technology Committee of the Company since April 2025. Mr. YU started his career in April 1995 and held the positions of deputy manager, manager and deputy general manager of the computer department of Guotai Securities Co., Ltd.(國泰證券有限公司). Mr. YU has been working in the Company since August 1999, successively serving as the deputy general manager and then the general manager of the information technology headquarters, the general manager of the information technology department and the information technology controller. Mr. YU has also served as the general manager of the data platform operation department of the Company since May 2024. Mr. YU obtained a bachelor's degree in engineering and a master's degree in engineering from Tongji University in 1992 and 1995, respectively, and a doctor's degree in management from Tongji University in 2008.
 ZHAO Huiwen	Ms. ZHAO is a certified public accountant and an asset appraiser. Ms. ZHAO has served as the general counsel of the Company since 3 April 2025, and as the compliance officer of the Company from 22 May 2025. Ms. ZHAO previously served as an accountant in China Railway 16th Bureau Group Co., Ltd.; the cadre, the deputy division director and the division director of the inspection department, the division director of the issuance supervision department, and the division director of the securities and fund institutions supervision department of China Securities Regulatory Commission; the vice president of Central China Securities Co., Ltd. (中原證券股份有限公司) and the general manager of its Beijing Branch; the deputy general manager, the chief risk officer and the chief compliance officer of Dongxing Securities Co., Ltd. (東興證券股份有限公司); and the chief compliance officer of Haitong Securities Co., Ltd. Ms. ZHAO obtained a bachelor's degree in economics from East China Jiaotong University in 1997 and a master's degree in business administration from Northern Jiaotong University in 2003.

Other Explanations

☐ Applicable ☒ Not applicable

Section IV Corporate Governance, Environment and Society

(II) Positions of the current and resigned Directors and senior management during the Reporting Period

1. Positions in shareholder entities

Staff name	Name of Shareholder entities	Position held in the Shareholder entities	Starting date of term of office	Expiry date of term of office
ZHOU Jie	Shanghai International Group Co., Ltd.	Chairman	January 2025	To date
GUAN Wei	Shanghai International Group Co., Ltd.	Deputy general manager, chief financial officer	September 2019	To date
	Shanghai State-owned Assets Management Co., Ltd.	Chairman	December 2021	To date
ZHONG Maojun	Shanghai International Group Co., Ltd.	Director, general counsel, chief auditor	March 2025	To date
CHEN Hangbiao	Shanghai International Group Co., Ltd.	General manager of the capital operation department and general manager of the financial institutions management department	June 2025	To date
LV Chunfang	Shanghai International Group Co., Ltd.	General manager of financial management department	August 2025	To date
	Shanghai International Group Investment Co., Ltd. (上海國際集團投資有限公司)	Director	September 2025	To date
	Shanghai International Group Asset Management Co., Ltd. (上海國際集團資產管理有限公司)	Director	June 2022	To date
HA Erman	Shanghai Guosheng Group Company Limited (上海國盛(集團)有限公司)	Vice president	May 2016	To date
SUN Minghui	Shenzhen Investment Holdings Co., Ltd. (深圳市投資控股有限公司)	Chief accountant	April 2024	To date
CHEN Yijiang	New China Asset Management (Hong Kong) Limited (新華資產管理(香港)有限公司)	Chairman	October 2023	To date
Explanations on the positions in Shareholder entities	None			

Section IV Corporate Governance, Environment and Society

2. Positions in other entities

Name	Name of other entities	Position held in other entities	Starting date of term of office	Expiry date of term of office
GUAN Wei	Shanghai Pudong Development Bank Co., Ltd. (上海浦東發展銀行股份有限公司)	Director	July 2019	To date
	Shanghai Rural Commercial Bank Co., Ltd. (上海農村商業銀行股份有限公司)	Director	August 2025	To date
ZHONG Maojun	HuaAn Funds Management Co., Ltd.	Director	September 2025	To date
	Shanghai Xieyi Asset Management Co., Ltd. (上海諧意資產管理有限公司)	Chairman	January 2016	July 2025
	Shanghai State-owned Assets Management Co., Ltd.	Chairman of the Supervisory Committee	April 2020	September 2025
CHEN Hangbiao	Shanghai Integrated Circuit Industry Investment Fund (Phase II) Co., Ltd. (上海集成電路產業投資基金(二期)有限公司)	Director	September 2023	To date
	Shanghai Xieyi Asset Management Co., Ltd. (上海諧意資產管理有限公司)	Executive Director, general manager	September 2025	To date
HA Erman	Guosheng Overseas Holdings (Hong Kong) Limited (國盛海外控股(香港)有限公司)	Director, chairman	November 2018	To date
	Bright Food (Group) Co., Ltd. (光明食品(集團)有限公司)	Director	August 2022	To date
	Haitong UniFortune International Leasing Co., Ltd. (海通恒信國際融資租賃股份有限公司)	Director	November 2019	September 2025
	China Cultural Industry Investment FOF Management Co., Ltd. (中國文化產業投資母基金管理有限公司)	Director	October 2020	To date
	AECC Commercial Aircraft Engine Co., Ltd. (中國航發商用航空發動機有限責任公司)	Director	May 2024	To date
	Shanghai Shengpu Hongyuan Enterprise Development Co., Ltd. (上海盛浦宏元企業發展有限公司)	Director (legal representative)	July 2024	To date
	China SME Development Fund Co., Ltd. (國家中小企業發展基金有限公司)	Director	October 2024	To date
	Shanghai Junsheng Xiechuang Private Equity Fund Management Co., Ltd. (上海君盛協創私募基金管理有限公司)	Chairman	October 2024	To date
	AVIC Airborne Systems Co., Ltd. (中航機載系統有限公司)	Director	June 2025	To date
	Shanghai Guosheng Capital Management Co., Ltd. (上海國盛資本管理有限公司)	Chairman	November 2025	To date

Section IV Corporate Governance, Environment and Society

Name	Name of other entities	Position held in other entities	Starting date of term of office	Expiry date of term of office
SUN Minghui	Shenzhen Urban Construction and Development (Group) Co., Ltd. (深圳市城市建設開發(集團)有限公司)	Director	April 2024	To date
	Shenzhen Investment International Capital Holdings Company Limited (深圳投控國際資本控股有限公司)	Director	July 2024	To date
	Shenzhen SDG Co., Ltd.	Director	August 2024	To date
	Shenzhen Asset Management Co., Ltd. (深圳資產管理有限公司)	Director	August 2024	To date
	Guoren Property and Casualty Insurance Co. Ltd. (國任財產保險股份有限公司)	Director	September 2024	To date
	Guotai Junan Investment Management Co., Ltd.	Director	December 2023	April 2025
	China Southern Asset Management Co., Ltd. (南方基金管理股份有限公司)	Chairman of the Supervisory Committee	September 2024	December 2025
CHEN Yijiang	New China Asset Management Company Limited	Director, general manager	April 2025	To date
	New China Capital Management Limited	Director	August 2024	To date
	Huixin Capital International Management Limited (匯鑫資本國際有限公司)	Director	July 2024	To date
	China Jinmao Holdings Group Limited (中國金茂控股集團有限公司)	Director	June 2024	To date
	New China Life Excellent Health Investment Management Co., Ltd. (新華卓越健康投資管理有限公司)	Director	January 2016	February 2025
	New China Pension Co., Ltd. (新華養老保險股份有限公司)	Director	March 2017	February 2025
	Allinpay Network Service Co., Ltd. (通聯支付網路服務股份有限公司)	Director	July 2022	March 2025
LI Renjie	Xiamen International Bank Co., Ltd. (廈門國際銀行股份有限公司)	Independent director	December 2021	To date
	Bank of Ningbo Co., Ltd. (寧波銀行股份有限公司)	Independent director	June 2023	To date
	Aegon-Industrial Fund Management Co., Ltd. (興證全球基金管理有限公司)	Independent director	July 2025	To date
WANG Guogang	School of Finance of Renmin University of China (中國人民大學財政金融學院)	Professor	September 2017	To date
	Industrial Securities Assets Management Co., Ltd. (興證證券資產管理有限公司)	Independent director	December 2023	To date

Section IV Corporate Governance, Environment and Society

Name	Name of other entities	Position held in other entities	Starting date of term of office	Expiry date of term of office
PU Yonghao	Fountainhead Partners Company Limited (弘源資本有限公司)	Senior consultant	February 2018	To date
	BOCOM International Holdings Company Limited (交銀國際控股有限公司)	Independent director	April 2025	To date
	Postal Savings Bank of China Co., Ltd. (中國郵政儲蓄銀行股份有限公司)	Independent director	January 2026	To date
MAO Fugen	Interra Acquisition Corporation	Independent director	September 2022	April 2025
	AviChina Industry & Technology Company Limited (中國航空科技工業股份有限公司)	Independent director	May 2021	To date
	Huatai United Securities Co., Ltd (華泰聯合證券有限責任公司)	Independent director	October 2019	To date
	Unicom Intelligent Network Technology Co., Ltd. (聯通智網科技股份有限公司)	Independent director	April 2023	To date
	Merchants Union Consumer Finance Company Limited (招聯消費金融股份有限公司)	Independent director	December 2023	To date
CHEN Fangruo	Antai College of Economics and Management at Shanghai Jiao Tong University (上海交通大學安泰經濟與管理學院)	Dean, Professor	August 2018	To date
	Jianzhijia Pharmaceutical Chain Group Co., Ltd. (健之佳醫藥連鎖集團股份有限公司)	Independent director	December 2020	To date
	Sinopharm Group Co. Ltd. (國藥控股股份有限公司)	Independent director	December 2018	June 2025
JIANG Xian	Shanghai United Law Firm (上海市聯合律師事務所)	Partner	January 1989	To date
	Shanghai Shentong Metro Co., Ltd. (上海申通地鐵股份有限公司)	Independent director	May 2023	To date
	Huaguang (China) Investment Co., Ltd. (華光(中國)投資有限公司)	Supervisor	February 2018	To date
	Shanghai Huatai Real Estate Development Co., Ltd. (上海華泰房產發展有限公司)	Supervisor	October 2020	To date
	Hua Hai (Shanghai) International Freight Forwarding Company Limited (華海(上海)國際貨運代理有限公司)	Director	October 2009	To date
XIE Lebin	Shanghai Guozhi Technology Co., Ltd. (上海國智技術有限公司)	Chairman	December 2025	To date
YU Feng	E-Capital Transfer Co., Ltd. (證通股份有限公司)	Director	April 2024	To date
	Shanghai Guozhi Technology Co., Ltd. (上海國智技術有限公司)	Director	October 2025	To date
Explanations on the positions in other entities	None			

Note: For details of other positions of Directors and senior management, please refer to their major working experience in this section.

Section IV Corporate Governance, Environment and Society

(III) Compensation for Directors and senior management of the Company

Procedure for the determination of compensation for Directors and senior management	The Company has established the Remuneration, Appraisal and Nomination Committee under the Board, mainly responsible for reviewing and making recommendations on the assessment and remuneration management system for Directors and senior management members of the Company, establishing formal and transparent procedures for developing remuneration policy and making recommendations to the Board, formulating the assessment criteria of Directors and senior management members, assessing the Directors and senior management members of the Company and making recommendations, suggesting on the remuneration of the senior management with reference to the corporate operation goals and objectives set by the Board. The Board will consider and approve the aforesaid matters.
Whether Directors recuse themselves from the Board's discussion on their remuneration	Yes
Details of recommendations made at meetings of the Remuneration, Appraisal and Nomination Committee or separate special committees under the Board on the remuneration of Directors and senior management	For details, please refer to "(III) During the Reporting Period, the Remuneration, Appraisal and Nomination Committee held seven meetings" in "VII. Special Committees Under the Board" in this section.

Section IV Corporate Governance, Environment and Society

Basis for the determination of compensation for Directors and senior management	The remuneration of the Chairman and other officers of the Company shall be executed in accordance with Opinions on Deepening the Remuneration System Reform of Senior Management of the State-owned Enterprises (《關於深化國有企業領導人員薪酬制度改革意見》) in Shanghai and the relevant requirements of the competent authorities at the higher level. The compensation is composed of basic annual salary, performance-related annual salary and tenure incentive. The Company determines the remuneration of the professional managers according to the Implementation Scheme for the Remuneration Policy Reform of Professional Managers. The Company determines the remuneration of other senior management members according to the Company's remuneration management measures. The annual salary is composed of basic salary, performance-related salary and medium- and long-term incentives.
Actual payments of compensation for Directors and senior management	For details, please refer to "(I) Changes in the shareholdings and remuneration of the current Directors and senior management of the Company and those who resigned during the Reporting Period" in "IV. Directors and Senior Management" in this section.
Remuneration received in aggregate by the Directors and senior management members of the Company at the end of the Reporting Period	RMB13,212.7 thousand

Section IV Corporate Governance, Environment and Society

Assessment basis and performance status of the actual remuneration received by the Directors and senior management members at the end of the Reporting Period

The Remuneration, Appraisal and Nomination Committee of the Board is responsible for formulating the assessment criteria for Directors and senior management and conducting the relevant assessments. After the end of each year, the Committee organises and implements the specific assessment in accordance with the relevant plans and target responsibility statements. The assessment indicators include common indicators aligned with the assessment of the Company's legal representative, performance indicators reflecting the operating results of the respective areas under their management and role-specific indicators based on the characteristics of each position, as well as compliance and risk control, party building and corporate culture development.

Based on the assessment results, the Remuneration, Appraisal and Nomination Committee of the Board determines the linkage between the remuneration of Directors and senior management and the assessment results as well as the Company's results, puts forward recommendations on their remuneration, and submits such recommendations to the Board for consideration and approval.

Deferred payment arrangements for the actual remuneration received by Directors and senior management members at the end of the Reporting Period

The performance-based remuneration of the Company's Directors and senior management is subject to final settlement and determination following the annual assessment in the subsequent year, and the deferred payment arrangements are implemented in accordance with applicable requirements. The deferral period is generally three years, and the deferred payments released on an equal instalment basis. Tenure or medium and long-term incentive is generally paid upon the completion of the relevant term of office or after three years.

Status of stop payment and recovery of remuneration received by Directors and senior management members at the end of the Reporting Period

None during the Reporting Period

Section IV Corporate Governance, Environment and Society

(IV) Changes in Directors and senior management of the Company

Name	Position	Manner of change	Reason of change
ZHOU Jie	Vice chairman, Non-executive Director	Election	Change of term of office
NIE Xiaogang	Executive Director	Election	Change of term of office
CHEN Hangbiao	Non-executive Director	Election	Change of term of office
LV Chunfang	Non-executive Director	Election	Change of term of office
HA Erman	Non-executive Director	Election	Change of term of office
WU Hongwei	Non-executive Director (employee Director)	Election	Change of term of office
MAO Fugen	Independent Non-executive Director	Election	Change of term of office
CHEN Fangruo	Independent Non-executive Director	Election	Change of term of office
JIANG Xian	Independent Non-executive Director	Election	Change of term of office
MAO Yuxing	Vice president	Appointment	Change of term of office
PAN Guangtao	Vice president	Appointment	Change of term of office
ZHANG Xinjun	Vice president, chief financial officer	Appointment	Change of term of office

Section IV Corporate Governance, Environment and Society

Name	Position	Manner of change	Reason of change
YU Feng	Chief information officer	Appointment	Change of term of office
ZHAO Huiwen	Compliance officer, chief legal advisor	Appointment	Change of term of office
LI Junjie	Former vice chairman	Resignation	Change of term of office
LIU Xinyi	Former non-executive Director	Resignation	Change of term of office
CHEN Hua	Former non-executive Director	Resignation	Change of term of office
ZHANG Manhua	Former non-executive Director	Resignation	Change of term of office
WANG Tao	Former non-executive Director	Resignation	Change of term of office
DING Wei	Former independent non-executive Director	Resignation	Change of term of office
BAI Wei	Former independent non-executive Director	Resignation	Change of term of office
YIM, Chi Hung Henry	Former independent non-executive Director	Resignation	Change of term of office
LUO Dongyuan	Former vice president	Resignation	Job transfer
NIE Xiaogang	Former chief financial officer	Resignation	Change of term of office
ZHANG Zhihong	Former compliance officer, chief legal advisor	Resignation	Change of term of office

Section IV Corporate Governance, Environment and Society

(V) Punishment by securities regulatory bodies for the past three years

In April 2024, Ding Wei, a former independent non-executive Director of the Company and a former senior management member of China International Capital Corporation Limited (“CICC”), received a document entitled Decision on taking Administrative Supervision Measures for Issuing a Warning Letter against Ding Wei ([2024] No. 96) (《關於對丁瑋採取出具警示函行政監管措施的決定》([2024]96 號)) issued by Beijing Securities Regulatory Bureau of the CSRC. Due to the inadequate management of the business and investment activities of its subsidiaries by CICC, which reflected that CICC failed to effectively implement compliance management and violated Article 3 under the Measures for the Compliance Management of Securities Companies and Securities Investment Fund Management Companies (Revised in 2020) (《證券公司和證券投資基金管理公司合規管理辦法(2020 年修訂)》), Ding Wei, as the then senior management member in charge of the above-mentioned businesses, was responsible for the violations, and was thus subject to administrative supervision measures taken by Beijing Securities Regulatory Bureau of the CSRC with a warning letter.

(VI) Service contracts with Directors

None of the Directors entered into any service agreement with the Company or its subsidiaries, which is not determinable within one year or is determinable with payment of compensation other than statutory compensation.

(VII) Directors’ interests in business competing with the Company

Mr. CHEN Yijiang, a non-executive Director of the Company, has been the chairman of New China Asset Management (Hong Kong) Limited since October 2023. Since New China Asset Management (Hong Kong) Limited currently holds the licenses under the SFO for engaging in the regulated activities of Type 4 (Advising on Securities) and Type 9 (Asset Management), it may compete or is likely to compete, either directly or indirectly, with certain businesses of Guotai Haitong Financial Holdings Limited and its subsidiaries. Mr. Chen Yijiang is not involved in the daily management and operation of the Company. As such, the directorship held by Mr. Chen Yijiang in New China Asset Management (Hong Kong) Limited would not give rise to any material competition issue under Rule 8.10 of the Hong Kong Listing Rules. Save as disclosed above, as at the date of the Report, none of the Directors of the Company or their respective close associates (as if each of them was treated as a controlling shareholder under Rule 8.10 of the Hong Kong Listing Rules) had any interest in a business which compete or is likely to compete, either directly or indirectly, with the business of the Group.

Section IV Corporate Governance, Environment and Society

(VIII) Interests of Directors in material contracts

Except for the related party transactions disclosed in “XII. Material Related Party Transactions” of “Section V Significant Events”, the Company has not entered into any significant transaction, arrangement or contract in which Directors or entities associated with such Directors held or had held any direct or indirect material interests during the Reporting Period.

(IX) Others

The Board has six independent non-executive Directors, representing one third of the members of the Board. The number and qualifications of independent non-executive Directors are in compliance with domestic regulatory requirements and the requirement of the Hong Kong Listing Rules. Six independent non-executive Directors of the Company are fully qualified with Rules 3.10(2) and 3.10(A) of the Hong Kong Listing Rules. None of the Directors or the senior management has any relationship with each other (including financial, business, family or other material or connected relations).

The Board has received annual self-evaluation confirmations issued by each independent non-executive Director in respect of their independence according to the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) issued by the CSRC, the Guidelines No. 1 for the Application of Self-regulatory Rules of Companies Listed on the Shanghai Stock Exchange – Standard Operation (《上海證券交易所上市公司自律監管指引第1號－規範運作》) issued by the SSE and Rule 3.13 of the Hong Kong Listing Rules. After evaluation, the Board believes that each independent non-executive Director is independent as required by the relevant laws and regulations of the CSRC, the SSE and the Hong Kong Stock Exchange.

The Company has established channels through formal and informal means whereby independent non-executive Directors can express their views in an open and candid manner, and in a confidential manner, should circumstances require; these include dedicated meeting sessions with the Chairman annually and interaction with management and other Board members including the Chairman outside the boardroom. In case of any conflict of interest, the relevant Director will abstain from voting and consider seeking advices from lawyers and company secretary. Therefore, the Company believes that the Board can obtain independent views and opinions.

Section IV Corporate Governance, Environment and Society

V. CONVENING OF BOARD MEETINGS DURING THE REPORTING PERIOD

Meeting session	Convening date	Resolutions
The 31st extraordinary meeting of the sixth session of the Board	14 February 2025	The Resolution on Proposing to Consider the Achievement of Releasing Selling Restrictions in the Third Lock-up Period for the First Grant under the Restricted Share Incentive Plan of A Shares and Releasing Selling Restrictions, the Resolution on Proposing to Consider the Achievement of Releasing Selling Restrictions in the Second Lock-up Period for the Reserved Grant Under the Restricted Share Incentive Plan of A Shares and Releasing Selling Restrictions, the Resolution on Proposing to Consider the Repurchase and Cancellation of Certain Restricted A Shares and the Resolution on Proposing to Open Project Account for Raised Proceeds and Sign the Agreement on Supervision of Raised Proceeds were considered and approved
The 32nd extraordinary meeting of the sixth session of the Board	14 March 2025	The Resolution on Proposing to Consider the Amendment to the Articles of Association, the Resolution on Proposing to Nominate Candidates for Directors of the Seventh Session of the Board, the Resolution on Proposing to the Shareholders' General Meeting for Decision on the Remuneration of Directors of the Seventh Session of the Board, the Resolution on Proposing to Consider the Change of Company Name and Stock Short Name, the Resolution on Proposing to Consider the Change of Registered Capital of the Company, the Resolution on Proposed Convening of the 2025 First Extraordinary Meeting of the Company and the Resolution on Proposing to Consider the Provisional Business Scale of the Group's Own Funds were considered and approved. The Board also listened to the Report on Matters Related to the Implementation of Customer and Overall Business Relocation and Merger at the meeting

Section IV Corporate Governance, Environment and Society

Meeting session	Convening date	Resolutions
The 16th meeting of the sixth session of the Board	28 March 2025	The Work Report of the Directors of the Company for 2024, the Report on the Operation and Management of the Company for 2024, the Profit Distribution Plan of the Company for 2024, the Annual Report for 2024, the Report on Review of the Company's 2024 Pro Forma Consolidated Financial Statements, the Risk Management Report of the Company for 2024, the Sustainability Report of the Company for 2024, the Company Market Value Management System, the Duty Performance Report of the Independent Directors for 2024, the Report on the Performance of Duties by the Audit Committee under the Board for 2024, the Compliance Report of the Company for 2024 were considered and approved. The Company also listened to the Report on the Legal Development of the Company for 2024 and the Special Report on Information Technology Management of the Company for 2024
The first meeting of the seventh session of the Board	3 April 2025	The Resolution on Proposal for Election of Chairman and Vice Chairman of the Seventh Session of the Board of the Company, the Resolution on Proposal for Establishment of a special committee of the Seventh Session of the Board of the Company, the Resolution on Proposal for Appointment of Senior Management of the Company, the Proposal for Consideration of Optimizing the Organizational Structure of the Company, the Resolution on Proposal for Appointment of the Securities Representative of the Company and the Resolution on Proposal for Amending Part of the System of the Company were considered and approved
The second meeting of the seventh session of the Board (extraordinary meeting)	9 April 2025	The Resolution on Proposing to Consider the Plan for the Repurchase of the Company's A shares by way of Centralised Price Bidding was considered and approved

Section IV Corporate Governance, Environment and Society

Meeting session	Convening date	Resolutions
The third meeting of the seventh session of the Board	29 April 2025	The Resolution on Proposing to Consider the Implementation of the Action Plan for “Improving Quality, Increasing Efficiency and Achieving Returns” of the Company in 2024, the Resolution on Proposing to Consider the Risk Preference of the Company for 2025, the Resolution on Proposing to Consider the Scale of Proprietary Trading Business of the Company for 2025, the Resolution on the Potential Related Party Transactions Contemplated in the Ordinary Course of Business of the Company in 2025, the Resolution on Proposing the General Meeting to Grant a General Mandate to the Board to Issue Additional A Shares or H Shares, the Resolution on Proposed Amendments to the Articles of Association, the First Quarter Report of Company for 2025, the Resolution on Proposing to Consider the Re-appointment of Accounting Firm, the Resolution on Proposing the General Meeting to Authorize the Board of Directors to Determine the Interim Profit Distribution Plan for 2025, the Resolution on Proposing to Consider the General Mandate to Issue Onshore and Offshore Debt Financing Instruments, the Resolution on Lending of Funds to Wholly-owned Subsidiaries, the Resolution on Amending Part of the System, the Resolution on Proposing to Consider the Donations by the Company to Shanghai Guotai Junan Social Welfare Foundation in 2025, the Report on the Annual Appraisal and Remuneration of the Directors of the Company in 2024, the Report on the Annual Appraisal and Remuneration of the Senior Management of the Company in 2024, the Resolution on Proposed Convening of the 2024 Annual General Meeting and the Resolution on Deregistration of 33 Branches of Former Haitong Securities were considered and approved
The fourth meeting of the seventh session of the Board (extraordinary meeting)	27 May 2025	The Resolution on Capital Increase to Guotai Junan Futures Co., Ltd was considered and approved

Section IV Corporate Governance, Environment and Society

Meeting session	Convening date	Resolutions
The fifth meeting of the seventh session of the Board (extraordinary meeting)	25 July 2025	The Resolution on the Merger of Shanghai Guotai Junan Securities Asset Management Co., Ltd. and Shanghai Haitong Securities Asset Management Company Limited was considered and approved
The sixth meeting of the seventh session of the Board	29 August 2025	The Interim Report of the Company for the year 2025, the Resolution on the Interim Profit Distribution Plan of the Company for year 2025, the Resolution on Changes in Accounting Policies of the Company, the Special Report of the Company on the Deposit, Management and Actual Use of Funds Raised in the First Half of 2025, the Interim Compliance Report of the Company for the year 2025, the Interim Risk Management Report of the Company for the year 2025, the Resolution on Amending Part of the System of the Company and Resolution on the 2024 Annual Appraisal Results of Certain Senior Management of the Company were considered and approved. The Board listened to the Report on the Budget of the Company's Financial Revenue and Expenditure in 2025 and the Report on the Remuneration Integration Plan of the Company, and also reviewed the Implementation of the Resolutions of the Board of the Company in the First Half of 2025 and the list of related parties of the Company at the meeting

Section IV Corporate Governance, Environment and Society

Meeting session	Convening date	Resolutions
The seventh meeting of the seventh session of the Board	30 October 2025	The Third Quarterly Report of the Company for the year 2025, the Resolution on Provision for Impairment of Assets, the Resolution on Enacting the Measures for the Administration of Authorization by the Board of Directors of Guotai Haitong Securities Co., Ltd., the Resolution on Entering into the Securities and Financial Products Transactions and Services Framework Agreement for 2026 to 2028 between the Company and International Group, the Resolution on Entering into the Securities and Financial Products Transactions and Services Framework Agreement for 2026 to 2028 between the Company and HuaAn Funds and the Resolution on Proposal for Convening the Second Extraordinary General Meeting in 2025 were considered and approved, and Report on the Relevant Tax Matters of Absorbing and Merging Haitong Securities Co., Ltd. was also heard at the meeting
The eighth meeting of the seventh session of the Board (extraordinary meeting)	17 November 2025	The Resolution on the Acquisition of an Indonesian Securities Company by the Company's Overseas Subsidiary was considered and approved
The ninth meeting of the seventh session of the Board (extraordinary meeting)	24 December 2025	The Resolution on formulating the Three-Year Strategic Plan Outline for Guotai Haitong (2026-2028) and the 15th Five-Year Plan for Guotai Haitong and the Report on the Annual Assessment of Some Senior Management of the Company in 2024 were considered and approved

Section IV Corporate Governance, Environment and Society

VI. PERFORMANCE OF DUTIES BY THE BOARD AND DIRECTORS

(I) Duties of the Board

The Board is the permanent authority of the Company, and is responsible to the general meeting of Shareholders. According to the Articles of Association, the Board has the following duties: to convene general meetings and to report to shareholders' general meetings; to implement the resolutions of shareholders' general meetings; to research and formulate the medium and long-term development plan of the Company; to determine business operation plans and investment plans of the Company; to formulate the profit distribution plans and plans for recovery of losses of the Company; to formulate proposals of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing; to formulate plans for any substantial acquisition by the Company, repurchase of the shares (in circumstances specified to Sub-clauses (1) and (2) of Article 31 of the Articles of Association) or merger, division and change of the form, dissolution and liquidation of the Company; to decide on matters relating to the Company's external investment, acquisitions or disposal of assets, mortgage of assets, external guarantee, entrusted wealth management, connected transactions and external donations as authorized by shareholders' general meetings; to decide on the establishment of the Company's internal management structure; to appoint or dismiss the Company's president, secretary to the board of directors, chief risk officer, chief compliance officer, chief legal counsel and chief auditor and, based on the nominations of president, to appoint or dismiss vice presidents, chief financial officer, chief information officer and other senior management and to determine their remuneration and rewards and penalties; to formulate the basic management system of the Company; to formulate proposals for any amendments to the Articles of Association; to manage the disclosure of information of the Company; to propose to shareholders' general meetings the appointment or change of the accounting firm acting as the auditor of the Company; to hear the work report of the Company's president and special committees under the board of directors and to review the work of the Company's president and special committees under the board of directors; to assume ultimate responsibility for the effectiveness of the compliance management and overall risk management of the Company, and perform the respective duties; to determine the compliance management objectives of the Company, and perform the following compliance management duties: to consider and approve the basic compliance management rules; to consider and approve the annual compliance report; to establish the mechanism for direct communication with the person responsible for compliance; to evaluate the effectiveness of compliance management and supervise the resolution of problems existing in compliance management; to decide on the Company repurchases its shares in circumstances specified to Sub-clauses (3), (5) and (6) of Article 31 of the Articles of Association; to promote the construction of corporate culture and guide the construction of corporate culture; and any other powers as conferred by the laws, administrative regulations, departmental rules and the Articles of Association.

Section IV Corporate Governance, Environment and Society

(II) Attendance at Board meetings and general meetings by Directors

								Attendance at general meetings
Name of Directors	Independent	Attendance at Board meetings						
	Director	Number of	No. of		Number of	Two consecutive		No. of
	Non-	Board meetings	Meetings		meetings	Number	Board meetings	general
	executive	to be attended	attended	No. of meetings	attended	of	not attended in	meetings
	or not	this year	in person	telecommunication	by proxy	absence	person or not	attended
ZHU Jian	No	12	12	6	0	0	No	3
ZHOU Jie	No	9	8	5	1	0	No	2
LI Junjie	No	12	12	6	0	0	No	2
NIE Xiaogang	No	9	9	5	0	0	No	2
GUAN Wei	No	12	10	6	2	0	Yes	3
ZHONG Maojun	No	12	12	6	0	0	No	3
CHEN Hangbiao	No	9	9	5	0	0	No	2
LV Chunfang	No	9	8	5	1	0	No	2
HA Erman	No	9	9	5	0	0	No	2
SUN Minghui	No	12	12	6	0	0	No	3
CHEN Yijiang	No	12	12	6	0	0	No	2
WU Hongwei	No	5	5	3	0	0	No	1
LI Renjie	Yes	12	12	6	0	0	No	3
WANG Guogang	Yes	12	12	6	0	0	No	3
PU Yonghao	Yes	12	12	6	0	0	No	3
MAO Fugen	Yes	9	9	5	0	0	No	2
CHEN Fangruo	Yes	9	9	5	0	0	No	2
JIANG Xian	Yes	9	9	5	0	0	No	2
LIU Xinyi (resigned)	No	3	3	1	0	0	No	0
CHEN Hua (resigned)	No	3	3	1	0	0	No	0
ZHANG								
Manhua (resigned)	No	3	2	1	1	0	No	0
WANG Tao (resigned)	No	3	3	1	0	0	No	0
DING Wei (resigned)	Yes	3	2	1	1	0	No	0
BAI Wei (resigned)	Yes	3	3	1	0	0	No	1
YIM, Chi Hung								
Henry (resigned)	Yes	3	3	1	0	0	No	1

Section IV Corporate Governance, Environment and Society

Not attending in person at two consecutive Board meetings

Director GUAN Wei was unable to attend the sixth meeting of the seventh session of the Board on 29 August 2025 due to work reasons and entrusted Director ZHOU Jie to vote on her behalf; and Director GUAN Wei was unable to attend the seventh meeting of the seventh session of the Board on 30 October 2025 due to work reasons and entrusted Director ZHONG Maojun to vote on her behalf.

Number of Board meetings held during the year	12
Including: Number of on-site meetings	6
Number of meetings held via telecommunication	6
Number of hybrid meetings held (on-site and via telecommunication)	0

(III) Directors' objection to relevant matters of the Company

☐ Applicable ☒ Not applicable

(IV) Others

Training for Directors

The Company keeps providing training to its directors. During the Reporting Period, the Company engaged intermediary agencies to provide pre-appointment training to the newly appointed Directors. All newly appointed Directors have obtained the legal opinions as described under Rule 3.09D of the Hong Kong Listing Rules, confirming that they understood their duties as Directors of the Company. The Company conducted trainings on anti-money laundering and professional integrity for Directors, engaged intermediary agencies to provide on-demand trainings to Directors, and arranged Directors to attend the professional trainings organized by the SSE, the SAC, the Association for Public Companies and other institutions. In addition, the Company delivered reading and learning materials such as Monthly Report on Operation and Management, formulation and revision of relevant laws and regulations to its directors to help them to keep up with the latest industry updates, laws, regulations and policies, and keep them informed of significant events in relation to the operation, management, risk compliance and financial positions of the Company. Specific training arrangements for Directors are as follows:

Section IV Corporate Governance, Environment and Society

Name	Position	Training method and content
ZHU Jian	Chairman of the Board, Executive Director	In September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners, and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in November 2025, participating in the training on chairman and general managers of listed companies in 2025 provided by the China Association for Public Companies, and the follow-up training for securities practitioners in 2025 provided by the Securities Association of China; in December 2025, participating in the training on directors and senior management of listed companies in Shanghai in 2025 provided by the Shanghai Listed Companies Association, and the training on revision points and case studies of the integrity and honesty system, and special trainings on anti-money laundering of the Company in 2025.
ZHOU Jie	Vice chairman of the Board, Non-executive Director	On 2 April 2025, participating in the pre-appointment training for directors provided by Freshfields; in September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners, and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in December 2025, participating in the training on directors and senior management of listed companies in Shanghai in 2025 provided by the Shanghai Listed Companies Association, and the training on revision points and case studies of the integrity and honesty system, and special trainings on anti-money laundering of the Company in 2025.
LI Junjie	Executive Director, President	In September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners, and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in November 2025, participating in the training on chairman and general managers of listed companies in 2025 provided by the China Association for Public Companies, and the follow-up training for securities practitioners in 2025 provided by the Securities Association of China; in December 2025, participating in the training on directors and senior management of listed companies in Shanghai in 2025 provided by the Shanghai Listed Companies Association, and the training on revision points and case studies of the integrity and honesty system, and special trainings on anti-money laundering of the Company in 2025.

Section IV Corporate Governance, Environment and Society

Name	Position	Training method and content
NIE Xiaogang	Executive Director, Vice President, Chief Risk Officer, secretary to the Board	On 2 April 2025, participating in the pre-appointment training for directors provided by Freshfields; in July 2025, participating in the online training on market capitalization management of Shanghai Stock Exchange; in September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in November 2025, participating in the follow-up training for securities practitioners in 2025 provided by the Securities Association of China; in December 2025, participating in the training on directors and senior management of listed companies in Shanghai in 2025 provided by the Shanghai Listed Companies Association, and the training on revision points and case studies of the integrity and honesty system, and special trainings on anti-money laundering of the Company in 2025.
GUAN Wei	Non-executive Director	In September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in December 2025, participating in the training on directors and senior management of listed companies in Shanghai in 2025 provided by the Shanghai Listed Companies Association, and the training on revision points and case studies of the integrity and honesty system, and special trainings on anti-money laundering of the Company in 2025.
ZHONG Maojun	Non-executive Director	In September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in December 2025, participating in the training on directors and senior management of listed companies in Shanghai in 2025 provided by the Shanghai Listed Companies Association, and the training on revision points and case studies of the integrity and honesty system, and special trainings on anti-money laundering of the Company in 2025.

Section IV Corporate Governance, Environment and Society

Name	Position	Training method and content
CHEN Hangbiao	Non-executive Director	On 2 April 2025, participating in the pre-appointment training for directors provided by Freshfields; in June 2025, participating in the 2025 second session of training for directors, supervisors and senior management of listed companies provided by the Shanghai Stock Exchange; in September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in December 2025, participating in the training on revision points and case studies of the integrity and honesty system, and special trainings on anti-money laundering of the Company in 2025.
LV Chunfang	Non-executive Director	On 2 April 2025, participating in the pre-appointment training for directors provided by Freshfields; in June 2025, participating in the 2025 second session of training for directors, supervisors and senior management of listed companies provided by the Shanghai Stock Exchange; in September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in December 2025, participating in the training on revision points and case studies of the integrity and honesty system, and special trainings on anti-money laundering of the Company in 2025.
HA Erman	Non-executive Director	On 2 April 2025, participating in the pre-appointment training for directors provided by Freshfields; in September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in December 2025, participating in the training on directors and senior management of listed companies in Shanghai in 2025 provided by the Shanghai Listed Companies Association, and the training on revision points and case studies of the integrity and honesty system, and special trainings on anti-money laundering of the Company in 2025.

Section IV Corporate Governance, Environment and Society

Name	Position	Training method and content
SUN Minghui	Non-executive Director	In September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in December 2025, participating in the training on directors and senior management of listed companies in Shanghai in 2025 provided by the Shanghai Listed Companies Association, and the training on revision points and case studies of the integrity and honesty system, and special trainings on anti-money laundering of the Company in 2025.
CHEN Yijiang	Non-executive Director	In September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in December 2025, participating in the training on directors and senior management of listed companies in Shanghai in 2025 provided by the Shanghai Listed Companies Association, and the training on revision points and case studies of the integrity and honesty system, and special trainings on anti-money laundering of the Company in 2025.
WU Hongwei	Non-executive Director (Employee Director)	On 2 July 2025, participating in the pre-appointment training for directors provided by Clifford Chance, in September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in November 2025, participating in the follow-up training for securities practitioners in 2025 and the 11th training course for directors, supervisors and senior management of securities companies provided by the Securities Association of China; in December 2025, participating in the training on directors and senior management of listed companies in Shanghai in 2025 provided by the Shanghai Listed Companies Association, and the training on revision points and case studies of the integrity and honesty system, special trainings on anti-money laundering and trainings on typical cases of securities practitioners using unpublished information to trade and illegally trading stocks of the Company in 2025.

Section IV Corporate Governance, Environment and Society

Name	Position	Training method and content
LI Renjie	Independent Non-executive Director	In September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in November 2025, participating in the fifth follow-up training for independent directors of listed companies provided by the Shanghai Stock Exchange in 2025; in December 2025, participating in the training on revision points and case studies of the integrity and honesty system, and special trainings on anti-money laundering of the Company in 2025.
WANG Guogang	Independent Non-executive Director	In September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in November 2025, participating in the fifth follow-up training for independent directors of listed companies provided by the Shanghai Stock Exchange in 2025; in December 2025, participating in the training on revision points and case studies of the integrity and honesty system, and special trainings on anti-money laundering of the Company in 2025.
PU Yonghao	Independent Non-executive Director	In September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in November 2025, participating in the fifth follow-up training for independent directors of listed companies provided by the Shanghai Stock Exchange in 2025; in December 2025, participating in the training on revision points and case studies of the integrity and honesty system, and special trainings on anti-money laundering of the Company in 2025.

Section IV Corporate Governance, Environment and Society

Name	Position	Training method and content
MAO Fugen	Independent Non-executive Director	On 2 April 2025, participating in the pre-appointment training for directors provided by Freshfields; in September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in November 2025, participating in the fifth follow-up training for independent directors of listed companies provided by the Shanghai Stock Exchange in 2025; in December 2025, participating in the training on revision points and case studies of the integrity and honesty system, and special trainings on anti-money laundering of the Company in 2025.
CHEN Fangruo	Independent Non-executive Director	On 2 April 2025, participating in the pre-appointment training for directors provided by Freshfields; in September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in November 2025, participating in the fifth follow-up training for independent directors of listed companies provided by the Shanghai Stock Exchange in 2025; in December 2025, participating in the training on revision points and case studies of the integrity and honesty system, and special trainings on anti-money laundering of the Company in 2025.
JIANG Xian	Independent Non-executive Director	On 2 April 2025, participating in the pre-appointment training for directors provided by Freshfields; in September 2025, participating in the training on changes in domestic regulatory policies and key areas of concern provided by Haiwen & Partners and the training on the director's handbook of Hong Kong listed companies and compliance internal discussion sessions of Hong Kong listed companies provided by Clifford Chance; in November 2025, participating in the fifth follow-up training for independent directors of listed companies provided by the Shanghai Stock Exchange in 2025; in December 2025, participating in the training on revision points and case studies of the integrity and honesty system, and special trainings on anti-money laundering of the Company in 2025.

Section IV Corporate Governance, Environment and Society

VII. SPECIAL COMMITTEES UNDER THE BOARD

(I) Composition of special committees under the Board

On 3 April 2025, the Resolution on Election of Non-Independent Directors of the Seventh Session of the Board of the Company and the Resolution on Election of Independent Directors of the Seventh Session of the Board of the Company were considered and approved at the first extraordinary general meeting for 2025 convened by the Company. The re-election of the Board was completed. On the same day, the Company convened the first meeting of the seventh session of the Board, at which the resolution in relation to the establishment of special committees of the Board was considered and approved.

- **Four special committees were established under the seventh session of the Board of the Company, the members of which are as follows:**

Special committees	Names of members
Strategy and ESG Committee	ZHU Jian (Chairman), ZHOU Jie (Member), HA Erman (Member), CHEN Yijiang (Member), PU Yonghao (Member)
Remuneration, Appraisal and Nomination Committee	LI Renjie (Chairman), GUAN Wei (Member), SUN Minghui (Member), WANG Guogang (Member), CHEN Fangruo (Member)
Audit Committee	MAO Fugen (Chairman), WU Hongwei (Member) ^{Note} , CHEN Hangbiao (Member), WANG Guogang (Member), PU Yonghao (Member)
Risk Control Committee	LI Renjie (Chairman), LI Junjie (Member), NIE Xiaogang (Member), ZHONG Maojun (Member), JIANG Xian (Member)

Note: Mr. WU Hongwei has performed his duties as an employee Director of the Company since 3 July 2025. Pursuant to the resolution approved at the first meeting of the seventh session of the Board, Mr. WU Hongwei has also served as a member of the Audit Committee of the seventh session of the Board of the Company with effect from the same date.

Section IV Corporate Governance, Environment and Society

- Four special committees were established under the sixth session of the Board of the Company, the members of which are as follows:

Special committees	Names of members
Strategy and ESG Committee	ZHU Jian (Chairman), LIU Xinyi (Member), CHEN Yijiang (Member), DING Wei (Member)
Remuneration, Appraisal and Nomination Committee	LI Renjie (Chairman), GUAN Wei (Member), DING Wei (Member), WANG Guogang (Member)
Audit Committee	YIM, Chi Hung Henry (Chairman), CHEN Hua (Member), SUN Minghui (Member), BAI Wei (member), PU Yonghao (Member)
Risk Control Committee	LI Renjie (Chairman), LI Junjie (Member), ZHONG Maojun (Member), WANG Tao (Member), BAI Wei (Member)

(II) During the Reporting Period, the Strategy and ESG Committee held 6 meetings

Convening date	Meeting contents	Major opinions and recommendations	Other performance of duties
28 March 2025	The Resolution on Proposing to Consider the Sustainable Development Report of the Company for 2024 (《關於提請審議公司 2024 年度可持續發展報告的議案》) was considered and approved.	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	No
9 April 2025	The Resolution on the Plan of Repurchase of A Shares of the Company through Centralized Bidding (《關於以集中競價交易方式回購公司 A 股股份方案的議案》) was considered and approved.	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	No

Section IV Corporate Governance, Environment and Society

Convening date	Meeting contents	Major opinions and recommendations	Other performance of duties
26 May 2025	The Resolution on the Capital Increase by the Company to Guotai Junan Futures Co., Ltd. (《關於公司向國泰君安期貨有限公司增資的議案》) was considered and approved.	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	No
24 July 2025	The Resolution on the Merger of Shanghai Guotai Junan Securities Asset Management Co., Ltd. and Shanghai Haitong Securities Asset Management Co., Ltd. (《關於上海國泰君安證券資產管理有限公司與上海海通證券資產管理有限公司合併的議案》) was considered and approved.	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	No
28 August 2025	The Proposal on Resolution on the Revision of the Company's <Working Rules of the Strategy and ESG Committee of the Board of Directors> (《關於修訂公司<董事會戰略及ESG委員會工作規則>的議案》) was considered and approved.	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	No
14 November 2025	The Resolution on the Acquisition of an Indonesian Securities Company by the Company's Overseas Subsidiary (《關於公司境外子公司收購印尼證券公司的議案》) was considered and approved.	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	No

Section IV Corporate Governance, Environment and Society

- **The main functions and duties of the Strategy and ESG Committee:**

Conducting analysis and providing decision-making advices on the mid – and long-term strategies of the Company; conducting analysis and providing advices on major investment and financing proposals subject to the approval of the Board; conducting analysis and providing advices on other material matters affecting the development of the Company; providing decision-making advisory recommendations to the Board on the Company's ESG strategy, including ESG vision, goals, strategies and policies, etc.; overseeing the implementation of the Company's ESG strategy and progress toward achieving targets, assessing the potential impact of ESG initiatives on the Company's business model and related risks, considering internal and external feedback on ESG matters and make recommendations for improvement of subsequent ESG initiatives; overseeing compliance with ESG-related laws and rules requirements, reviewing the annual ESG report and providing recommendations to the Board for approval to ensure timely disclosure; supervising the Company's efforts to enhance communication with investors, regulators and other stakeholders; evaluating the effectiveness and impact of the Company's ESG governance; promoting the establishment of an ESG culture; studying and advancing important initiatives relating to the Company's rule-of-law development and corporate culture development; examining and evaluating the implementation of the above matters and propose adjustments in due course; performing other duties as prescribed by relevant rules, requirements under the Articles of Association and other responsibilities delegated by the Board.

- **During the Reporting Period, the Strategy and ESG Committee under the sixth session of the Board held 1 meeting and the Strategy and ESG Committee under the seventh session of the Board held 5 meetings.**

The attendance of meeting by the members of the Strategy and ESG Committee under the sixth session of the Board is as follows:

Name	Number of meetings to be attended	Number of meetings actually attended
ZHU Jian	1	1
LIU Xinyi	1	1
CHEN Yijiang	1	1
DING Wei	1	1

Section IV Corporate Governance, Environment and Society

The attendance of meeting by the members of the Strategy and ESG Committee under the seventh session of the Board is as follows:

Name	Number of meetings to be attended	Number of meetings actually attended
ZHU Jian	5	5
ZHOU Jie	5	5
HA Erman	5	5
CHEN Yijiang	5	5
PU Yonghao	5	5

(III) During the Reporting Period, the Remuneration, Appraisal and Nomination Committee held 7 meetings

Convening date	Meeting content	Major opinions and recommendations	Other performance of duties
13 February 2025	The Resolution on the Achievement of Releasing Selling Restrictions in the Third Lock-up Period for the First Grant Under the Restricted Share Incentive Scheme of A Shares and Releasing Selling Restrictions, the Resolution on the Achievement of Releasing Selling Restrictions in the Second Lock-up Period for the Reserved Grant Under the Restricted Share Incentive Scheme of A Shares and Releasing Selling Restrictions and the Resolution on Repurchase and Cancellation of Certain Restricted A Shares were considered and approved.	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	No
14 March 2025	The Nomination Resolution on the Director Candidates for the Seventh Session of the Board of the Company and the Resolution on the Remuneration of Directors of the Seventh Session of the Board were considered and approved.	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	No

Section IV Corporate Governance, Environment and Society

Convening date	Meeting content	Major opinions and recommendations	Other performance of duties
28 March 2025	The final accounts for the total remuneration of the Company for 2024 and the budget for the total remuneration for 2025, the assessment and performance-based bonus plan for certain senior management of the Company for 2024 and the issuance of 2024 Special Appraisal Report on the person in charge of compliance of the Company were considered and approved.	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	No
3 April 2025	The Resolution on the Appointment of Senior Management of the Company was considered and approved.	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	No
14 August 2025	The Resolution on the Remuneration Integration Plan (Remuneration Management System) of the Company was considered and approved.	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	No
29 August 2025	The Proposal on Resolution on the Revision of the Company's Working Rules of the Remuneration Appraisal and Nomination Committee of the Board of Directors (《董事會薪酬考核與提名委員會工作規則》), the Proposal on Resolution on the Revision of the Company's Board Members Diversity Policy (《董事會成員多元化政策》) and the Resolution on the 2024 Evaluation Results for Certain Senior Management of the Company were considered and approved.	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	No

Section IV Corporate Governance, Environment and Society

Convening date	Meeting content	Major opinions and recommendations	Other performance of duties
23 December 2025	The Resolution on the 2024 Annual Assessment and 2022-2024 Term Assessment of the Chairman and Professional Managers and the Resolution on the Annual Remuneration Incentives and Term Incentives (Medium – to Long-Term Incentives), the Resolution on the 2025 Performance Management Contracts of Certain Senior Management of the Company were considered and approved; the Implementation Plan for the Reform of the Company's Wage Determination Mechanism for 2025-2027 and the operating results assessment and remuneration allocation plan of other leaders of the Company were considered and approved.	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	No

- **The main functions and duties of the Remuneration, Appraisal and Nomination Committee:**

Formulating the selection criteria and procedures of directors and senior management; looking for qualified directors and senior management candidates, reviewing and advising on the qualifications of directors and senior management candidates; reviewing and advising on the appraisal and remuneration management system of directors and senior management; supporting the Company to regularly evaluate the performance of the Board; formulating the evaluation criteria for the Directors and senior management and conducting and advising on the appraisal of directors and senior management; the requirements under the relevant rules and the Articles of the Associations and other responsibilities delegated by the Board.

Section IV Corporate Governance, Environment and Society

To comply with and implement the requirements regarding board diversity in the Hong Kong Listing Rules and ensure a more scientific and reasonable composition of the Board, the Company has formulated the Board Members Diversity Policy of Guotai Haitong Securities Co., Ltd. (《國泰海通證券股份有限公司董事會成員多元化政策》). The Company selects candidates for Directors taking into account various factors, including but not limited to gender, age, race, ethnicity, cultural and educational background, professional experience, skills, knowledge and/or length of service. The Remuneration, Appraisal and Nomination Committee under the Board of the Company discusses and formulates measurable objectives (such as target figures and timelines) on an annual basis and the measures to be adopted to establish a pool of potential director successors capable of achieving gender diversity, with aims to promote the implementation of the Board Diversity Policy and advises the Board on acting for such objectives. The composition of the Board satisfies the requirements regarding the Board Diversity Policy. The Company regards enhancing diversification at the level of the Board as a key element for meeting the Group's strategic goal and achieving sustainable and balanced development. As a part of the succession plan for the Board, the Remuneration, Appraisal and Nomination Committee shall review the structure, size and composition of the Board (including skills, knowledge and experience) at least once a year, assist the Board to compile the board skills matrix and make recommendations on changes in the composition of the Board in light of the Company's strategy. In nominating candidates for Directors, the following factors shall be considered: candidates' characters, qualifications (including professional qualifications, skills, knowledge and experience related to the Company's business and strategy), any measurable objectives adopted for implementing the Board Diversity Policy, and conditions required by the stock exchange on which shares were listed and the regulatory authorities in the countries where shares were listed.

The Board currently comprises a total of 18 Directors, including 3 female Directors, representing approximately 16.7% of the Board members. The Board fully recognizes the benefits of diversity on the Board, and has been using its best endeavour to identify qualified female candidates for the Board, ensuring that the composition of the Board is in line with the Company's strategic objectives and sustainable development requirements. In respect of succession to directors, the Remuneration, Appraisal and Nomination Committee engages independent professional recruitment agencies to assist in identifying potential non-executive Director candidates when necessary.

Section IV Corporate Governance, Environment and Society

The Company adheres to the employment policy of equal employment and equal pay for equal work, and formulates the employees (including senior management) diversified policy. The Company regularly monitors and analyses the composition of workforce diversity and incorporates relevant indicators into its management cockpit. During the talent recruitment process, the Company pays attention to workforce diversity and actively implements the quantitative target set out in the Outline for the Development of Chinese Women (2021-2030) (《中國婦女發展綱要(2021 – 2030)》) that “the proportion of women among urban employed persons should reach approximately 40%”. The Company advocates a diverse and inclusive working environment and includes diversity-related content within the scope of its training programmes. To safeguard the rights and interests of female employees and to provide fair and equitable employment opportunities and development platform, the Company promotes workforce diversity in terms of gender, age and professional background. Also, the Company specifically stipulates the protection of labor rights and interests of female employees under the Special Collective Contract for the Protection of Special Rights and Interests of Female Employees (《女職工特殊權益保護專項集體合同》). At the end of the Reporting Period, the ratio of male to female among senior management of the Company was 10:1; the ratio of male to female among all employees (excluding senior management) of the Company was 1.2:1.

- **During the Reporting Period, the Remuneration, Appraisal and Nomination Committee under the sixth session of the Board held 3 meetings and the Remuneration, Appraisal and Nomination Committee under the seventh session of the Board held 4 meetings.**

The attendance of meeting by the members of the Remuneration, Appraisal and Nomination Committee under the sixth session of the Board is as follows:

Name	Number of meetings to be attended	Number of meetings actually attended
LI Renjie	3	3
GUAN Wei	3	3
DING Wei	3	3
WANG Guogang	3	3

The attendance of meeting by the members of the Remuneration, Appraisal and Nomination Committee under the seventh session of the Board is as follows:

Name	Number of meetings to be attended	Number of meetings actually attended
LI Renjie	4	4
GUAN Wei	4	4
SUN Minghui	4	4
WANG Guogang	4	4
CHEN Fangruo	4	4

Section IV Corporate Governance, Environment and Society

(IV) During the Reporting Period, the Audit Committee held 5 meetings

Convening date	Meeting content	Major opinions and recommendations	Other performance of duties
28 March 2025	The Resolution on Proposing to Consider the Company's Annual Report for 2024 (《關於提請審議公司 2024 年年度報告的議案》), the Company's Audit Report for 2024 (《公司 2024 年度審計報告》), the Company's Internal Control Audit Report (《公司內部控制審計報告》), the Resolution on Proposing to Consider the Company's Report on Review of Pro Forma Consolidated Financial Statements for 2024 (《關於提請審議公司 2024 年度備考合併財務報表審閱報告的議案》), the Resolution on Proposing to Consider the Company's Profit Distribution Plan for 2024 (《關於提請審議公司 2024 年度利潤分配預案的議案》), the Resolution on Proposing to Consider the Performance Report of the Audit Committee of the Board for 2024 (including the Performance Report of the External Audit Institution for 2024 and the Report of the Audit Committee of the Board of Directors on the Fulfilment of the Oversight Responsibilities of the External Audit Institution) (《關於提請審議董事會審計委員會 2024 年度履職情況報告的議案(含 2024 年度外部審計機構履職情況評估報告及董事會審計委員會對外部審計機構履行監督職責情況的報告)》), the Resolution on Proposing to Consider the Company's Internal Control Assessment Report (including Compliance Management Effectiveness Assessment Report) for 2024 (《關於提請審議公司 2024 年度內部控制評價報告的議案(含合規管理有效性評估報告)》) and the Resolution on Proposing to Consider the Report on the Special Audit of Anti-money Laundering of the Company for 2024 (《關於提請審議公司 2024 年度反洗錢專項審計報告的議案》) were considered and approved	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	The committee has listened to the Report on the Audit of the Company for 2024, the Report of the Group Audit Center Work Summary for 2024 and the Work Plan for 2025 from KPMG Huazhen LLP.

Section IV Corporate Governance, Environment and Society

Convening date	Meeting content	Major opinions and recommendations	Other performance of duties
3 April 2025	The Resolution on Proposing to Consider Appointment of the Chief Financial Officer of the Company (《關於提請審議聘任公司首席財務官的議案》), the Resolution on Proposing to Amend the Internal Audit Management Measures of the Company (《關於提請修訂公司內部審計管理辦法的議案》) and the Resolution on Proposing to Consider the Company's Audit Plan for 2025 (《關於提請審議公司2025年度審計計劃的議案》) were considered and approved	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	No
28 April 2025	The Resolution on the Estimated Daily Related Party Transactions of the Company in 2025 (《關於預計公司2025年度日常關聯交易的議案》), the First Quarterly Report of the Company in 2025 (《公司2025年第一季度報告》), the Resolution on the Reappointment of the Accounting Firm by the Company (《關於公司續聘會計師事務所的議案》) and the Resolution on Proposing the General Meeting to Authorize the Board to Determine the Interim Profit Distribution Plan for 2025 (《關於提請股東大會授權董事會決定2025年度中期利潤分配方案的議案》) were considered and approved	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	No

Section IV Corporate Governance, Environment and Society

Convening date	Meeting content	Major opinions and recommendations	Other performance of duties
29 August 2025	The Interim Report of the Company in 2025 (《公司 2025 年半年度報告》), the Resolution on the Company's Interim Profit Distribution Plan for 2025 (《關於公司 2025 年中期利潤分配方案的議案》), the Resolution on Amendment the Accounting Policies of the Company (《關於公司會計政策變更的議案》), Special Report of the Company on the Deposit, Management and Actual Use of Proceeds for the First Half of 2025 (《公司關於 2025 年半年度募集資金存放、管理與實際使用情況的專項報告》), the Resolution on the Revision of the Company's <Working Rules of the Audit Committee of the Board of Directors> (《關於修訂公司<董事會審計委員會工作規則>的議案》), Resolution on the Revision of the <Internal Audit Management Measures of Guotai Haitong Securities Co., Ltd.> (《關於修訂<國泰海通證券股份有限公司內部審計管理辦法>的議案》) and the Resolution on the Revision of the <Internal Audit Quality Assessment Measures of Guotai Haitong Securities Co., Ltd.> (《關於修訂<國泰海通證券股份有限公司內部審計質量評估辦法>的議案》) were considered and approved	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	The committee has received the report of KPMG Huazhen LLP on the interim review of the Company for 2025, the report on regular inspection on matters relating to standardized operations of the Company, and the report of the Group Audit Department's work summary for the first half of 2025 and work plan for the second half of 2025. The Committee has also reviewed the list of related persons of the Company.

Section IV Corporate Governance, Environment and Society

Convening date	Meeting content	Major opinions and recommendations	Other performance of duties
30 October 2025	The Third Quarterly Report of the Company in 2025, the Resolution on Provision for Impairment of Assets, the Resolution on Entering into the Securities and Financial Products Transactions and Services Framework Agreement for 2026 to 2028 between the Company and Shanghai International Group Co., Ltd., and the Resolution on Entering into the Securities and Financial Products Transactions and Services Framework Agreement for 2026 to 2028 between the Company and HuaAn Funds Management Co., Ltd. were considered and approved	The committee, in accordance with the regulatory requirements and its rules of procedure, approved the resolution and provided opinions and recommendations on the relevant matters.	The committee has received the Report on Internal Audit of Guotai Haitong Securities Co., Ltd. for the First Three Quarters of 2025 (《國泰海通證券股份有限公司 2025 年前三季度內部審計工作報告》), and received the Report on the Tax Matters Relating to the Absorption and Merger of Haitong Securities Co., Ltd. (《關於吸收合併海通證券股份有限公司相關稅收事項的報告》).

• The main functions and duties of the Audit Committee:

Supervising and evaluating external audit work; supervising and evaluating internal audit work; reviewing the Company's financial information and its disclosure; monitoring and evaluating the Company's internal control; exercising the powers of the Supervisory Committee under the Company Law; relevant rules, the Articles of Association and other matters as authorized by the Board.

In accordance with the Working Rules of the Audit Committee of the Board, the Audit Committee gave full play to its role in the work of the annual report and financial report, actively performed its responsibilities in the preparation, review and disclosure of the annual report and financial report, and improved the quality and transparency of disclosure in the annual report and financial report.

During the Reporting Period, the Audit Committee obtained an understanding of the Company's financial position by considering the Company's regular financial reports, audit work reports and proposals on related/connecting parties transactions, etc., monitored the implementation of the audit work, supervised the implementation of related/connecting parties transactions, and reviewed the effectiveness of the Company's internal control.

Section IV Corporate Governance, Environment and Society

- During the Reporting Period, the Audit Committee of the sixth session of the Board held 1 meeting, and the Audit Committee of the seventh session of the Board held 4 meetings.

The attendance of the members of the Audit Committee of the sixth session of the Board at the meeting is as follows:

Name	Number of meetings to be attended	Number of meetings actually attended
YIM, Chi Hung Henry	1	1
CHEN Hua	1	1
SUN Minghui	1	1
BAI Wei	1	1
PU Yonghao	1	1

The attendance of the members of the Audit Committee of the seventh session of the Board at the meeting is as follows:

Name	Number of meetings to be attended	Number of meetings actually attended
MAO Fugen	4	4
WU Hongwei ^{Note}	2	2
CHEN Hangbiao	4	4
WANG Guogang	4	4
PU Yonghao	4	4

Note: Mr. WU Hongwei served as a member of the Audit Committee since 3 July 2025.

Section IV Corporate Governance, Environment and Society

(V) During the Reporting Period, the Risk Control Committee held 5 meetings

Convening date	Meeting content	Major opinions and recommendations	Other performance of duties
14 March 2025	The Resolution on Proposing to Consider the Temporary Scale of Proprietary Trading Business of the Group was considered and approved.	The committee, in accordance with regulatory laws and working rules, approved the resolution and offered opinions and suggestions on related work.	No
28 March 2025	The Compliance Report of the Company for 2024, the Legal Construction Report of the Company for 2024, the Integrity Management Report of the Company for 2024, the Anti-money Laundering Report of the Company for 2024 and the Risk Management Report of the Company for 2024 were considered and approved.	The committee, in accordance with regulatory laws and working rules, approved the resolution and offered opinions and suggestions on related work.	No
3 April 2025	The Resolution on Proposing for Amendment to the Compliance Management Measures of Guotai Haitong Securities Co., Ltd. and the Resolution on Proposing for Amendment to the Management Measures of Money Laundering and Terrorist Financing Risks of Guotai Haitong Securities Co., Ltd. were considered and approved.	The committee, in accordance with regulatory laws and working rules, approved the resolution and offered opinions and suggestions on related work.	No
28 April 2025	The Resolution on the Risk Appetite of the Company for 2025 and the Resolution on the Estimated Scale of Proprietary Trading Business of the Company for 2025 were considered and approved.	The committee, in accordance with regulatory laws and working rules, approved the resolution and offered opinions and suggestions on related work.	No

Section IV Corporate Governance, Environment and Society

Convening date	Meeting content	Major opinions and recommendations	Other performance of duties
29 August 2025	The Resolution on Considering the 2025 Interim Compliance Report of the Company, the Resolution on Considering the Company's Self-Assessment Report on Institutional Money Laundering and Terrorist Financing Risks, the Resolution on Amending the Compliance Management Measures and Anti-Money Laundering and Counter-Terrorist Financing Risk Management Measures of the Company, the Resolution on Considering the 2025 Interim Risk Management Report of the Company, the Resolution on Amendment to the Comprehensive Risk Management Measures of the Company and the Resolution on Amendment to the Working Rules of the Risk Control Committee of the Board of the Company were considered and approved.	The committee, in accordance with regulatory laws and working rules, approved the resolution and offered opinions and suggestions on related work.	No

- **The main functions and duties of the Risk Control Committee:**

Reviewing and advising on the overall objectives and basic policies for compliance management and risk management; reviewing and advising on the organization design and duties of compliance management and risks management; evaluating and advising on the risks of important decisions and solutions to significant risks which require the review by the Board; reviewing and advising on the compliance reports and risk assessment reports which require the review by the Board; discussing the effectiveness of risk management and internal control systems of the Company and its subsidiaries at least annually as delegated by the Board, and reporting to Shareholders about the accomplishment of the relevant discussion, and the scopes of such discussion shall cover each and every key aspect of the control systems including the financial control system, operation control system and compliance control system; reviewing and advising on the goals and overall requirements for integrity management; and other duties as required by relevant rules, the Articles of Association and as delegated by the Board.

Section IV Corporate Governance, Environment and Society

- **During the Reporting Period, the Risk Control Committee of the sixth session of the Board held 2 meetings, and the Risk Control Committee of the seventh session of the Board convened 3 meetings.**

The attendance of members of the Risk Control Committee of the sixth session of the Board at meetings is as follows:

Name	Number of meetings to be attended	Number of meetings actually attended
LI Renjie	2	2
LI Junjie	2	2
ZHONG Maojun	2	2
WANG Tao	2	2
BAI Wei	2	2

The attendance of members of the Risk Control Committee of the seventh session of the Board at meetings is as follows:

Name	Number of meetings to be attended	Number of meetings actually attended
LI Renjie	3	3
LI Junjie	3	3
NIE Xiaogang	3	3
ZHONG Maojun	3	3
JIANG Xian	3	3

(VI) Details of any disagreements

☐ Applicable ☒ Not applicable

Section IV Corporate Governance, Environment and Society

VIII. AUDIT COMMITTEE'S COMMENTS ON IDENTIFICATION OF RISKS IN THE COMPANY

☐ Applicable ☒ Not applicable

The Audit Committee has no objection toward matters during the Reporting Period.

IX. INFORMATION OF EMPLOYEES OF PARENT COMPANY AND MAJOR SUBSIDIARIES AT THE END OF THE REPORTING PERIOD

(I) Information of employees

Number of existing employees of parent company	18,126
Number of existing employees of major subsidiaries	8,102
Total number of existing employees	26,228
Number of retired employees for whom the parent company and major subsidiaries should bear costs for	—

Professions	
Type of professions	Number of individuals
Business personnel	18,125
Business support personnel	5,920
Management personnel	2,183
Total	26,228

Educational background	
Highest level of education attained	Number of individuals
Doctors	291
Masters and postgraduates	11,645
Bachelors	12,398
Associate degree or below	1,894
Total	26,228

Section IV Corporate Governance, Environment and Society

(II) Remuneration policy

The Company has formulated a series of remuneration management systems in line with the practical conditions of the Company pursuant to the relevant PRC laws and regulations and the Articles of Association, including the Administrative Measures on Remuneration, and the Administrative Measures on Performance, and the Administrative Measures on Professional Ranking. The Company has established a market-oriented remuneration and incentive mechanism that is guided by comprehensive value creation as well as performance-based achievements, balancing incentives and constraints, and efficiency and fairness, so as to improve the efficiency of use of remuneration resources and motivate excellent employees for the purpose of attracting and retaining excellent talents. The Company has formulated and implemented the Restricted Share Incentive Scheme of A Shares to further strengthen the incentive and retention of the Company's core backbone employees in accordance with the PRC laws and regulations. The Company maintains and makes contribution to various social insurances (including the pension insurance, medical insurance, unemployment insurance, work-related injury insurance and maternity insurance), housing fund and enterprise annuity for its employees in accordance with the PRC laws and regulations.

(III) Training programs

The Company continued to build and optimize the “wide coverage and multi-layered” training system for the Group, closely adhered to the strategic orientation and cultural guidance, promoted the deepening of integration across the Group, strengthened the foundation for group-oriented talent development, and achieved training coverage across various employee groups. Based on the needs of business development and the growth path of talents, the Company systematically promoted key projects such as business empowerment, management improvement and innovation and breakthrough to promote the improvement of organizational capability and performance level. The Company focused on core talent team building, and implemented special training plans for management personnel, business backbones, young talents, internationalized talents in digital and intelligent technology and other key areas, so as to continuously strengthen the core competitiveness of the organization. The Company fully leveraged the role of the Party School as the main educational platform to continuously strengthen Party spirit and theoretical literacy, consolidate ideological foundation, and enhance the ability to perform duties. The Company actively enriched the content and forms of trainings, deepened the building of professional capabilities, and integrated diversified contents such as ESG governance and employee care, so as to comprehensively improve the comprehensive quality and organizational cohesion of employees. The Company deepened the cooperation with universities and professional institutions, promoted the innovation of teaching mode and the co-construction of resource platforms, so as to achieve the simultaneous improvement of learning experience and training effectiveness. In 2025, the Company has provided a total of 2.098 million hours of online and offline training, with an overall satisfaction rate of 96%.

Section IV Corporate Governance, Environment and Society

(IV) Labour outsourcing

Certain departments and branches of the Company's headquarters engage labour outsourcing arrangements for non-core, routine and auxiliary functions. The Company complies with the requirements of the relevant PRC laws and regulations, including the Civil Code of the PRC, by entering into service agreements with labour outsourcing service providers and implementing standardised management of service quality.

(V) Information of the brokers

Following the Group's Merger in 2025, the Company steadily advanced the integrated management of brokers. As at the end of 2025, the Group had a total of 1,610 securities brokers, representing a decrease of 434 compared with the end of last year. The Group conducts unified and standardized management over brokers by improving rules and regulations, strengthening internal control mechanisms and optimizing the system platform, in strictly compliance with the requirements under the Interim Measures on the Management of Securities Brokers (《證券經紀人管理暫行規定》). The Group has established a whole-process management system of "before, during and after the business development" of securities brokers. By continuously strengthening compliance training for brokers and enhancing supervision over their professional conduct, the Group has regulated the business management of securities brokerages to effectively control business risks. At the same time, the Group has continued to improve market-oriented mechanisms, ensuring steady and orderly business development.

Section IV Corporate Governance, Environment and Society

X. PROPOSAL FOR PROFIT DISTRIBUTION OR TRANSFER OF CAPITAL RESERVE FUND INTO CAPITAL

(I) Formulation and implementation of or adjustment to the cash dividend policy

According to the Articles of Association, the Company has explicitly formulated the profit distribution policy, including the cash dividend policy which states that “The Company adopts a positive, sustainable and stable profit distribution policy, which emphasizes a reasonable investment return for investors. The Company may distribute dividends in cash, in shares or in a combination of both cash and shares. The Company shall give priority to distribute dividends in cash provided that the conditions for cash distribution are satisfied. When implementing the cash dividend distribution, the Company shall consider the internal and external factors, Directors’ opinions and Shareholders’ expectations. Under the preconditions that Company has no material investment plan or there is no significant cash expenditure, as well as the net profits realized by the Company in current year, the accumulated undistributed profits at end of current year and the capital reserve is positive, the Board of the Company may propose annual or interim profits by cash dividend distributions as long as it does not affect the normal operation of the Company, in which case the Company shall distribute cash dividends (including interim and final dividends) in an amount equal to at least 15% of the annual distributable profits (net of gains from fair value changes and so on according to relevant requirements) in any year, as the objective of cash dividend policy. In distributing profits by means of shares, the Company shall take into account the operation position and share capital scale and adequately consider factors such as growth, dilution to net assets per share and so on.”

The Board of the Company shall take various factors into account, including its industry features, the stage of development, its own business model, profitability as well as whether it has any substantial capital expenditure arrangement, to propose a differentiated policy for distributing cash dividend. Unless otherwise stipulated in the Articles of Association, the profit distributed in cash each time shall not be less than 20% of the actual profit distributed.

If the Company decides not to declare cash dividend or decides to declare cash dividend at a ratio lower than the prescribed one in special circumstances, the Company shall implement the relevant decision-making procedures and make disclosure according to laws, administrative regulations, departmental rules and the provisions of the exchanges where the securities of the Company are listed.

Section IV Corporate Governance, Environment and Society

At the end of 2025, the distributable profit of the parent company was RMB53,687,453,118. Pursuant to the requirements of the CSRC, the portion of gains on fair value changes in the distributable profit shall not be used for cash distribution to shareholders. After deducting the impact of net gains and losses on changes in fair value at the end of 2025 on distributable profit of RMB3,285,205,603, the portion of profits available for distribution as cash dividends to investors at the end of 2025 is RMB 50,402,247,515.

The Company's profit distribution plan for the year of 2025 is as follows:

1. a cash dividend of RMB3.5 (tax inclusive) for every 10 shares will be distributed to holders of A Shares and holders of H Shares based on the total share capital of the Company as registered on the record date for the annual dividend distribution excluding the shares in the special stock account for share repurchase of the Company. On the basis of 17,513,622,829 Shares, which is calculated based on the total share capital of 17,628,925,829 Shares of the Company as of 31 December 2025, deducting 115,303,000 Shares in the special stock account for share repurchase of the Company, the total amount of cash dividends to be distributed would be RMB6,129,767,990 (tax inclusive). The aggregate annual cash dividends to be distributed by the Company, including the distributed 2025 interim cash dividends amount to RMB2,627,043,424 (tax inclusive), is RMB8,756,811,414 (tax inclusive). Meanwhile, in accordance with the relevant provisions of the Rules for Repurchase of Shares by Listed Companies (《上市公司股份回購規則》) issued by the CSRC, where a listed company repurchases its shares for cash consideration by means of tender offer or centralized bidding, such repurchases shall be deemed as cash dividends of the listed company and shall be included in the calculation the relevant cash dividend ratios. During the year, the amount of share repurchased by the Company by way of centralized bidding with the consideration in cash was RMB1,210,734,497 (excluding transaction fees). Accordingly, the aggregate annual cash dividends to be distributed and the amount of share repurchase totalled RMB9,967,545,911 (tax inclusive), representing 35.84% of the net profit attributable to equity holders of the Company in the consolidated financial statements for 2025 (representing 46.60% of the net profit attributable to equity holders of the Company after deducting non-recurring profit and loss in the consolidated financial statements for 2025). The Company's profit distribution plan for the year 2025 was considered and approved at the twelfth meeting of the seventh session of the Board and remains subject to approval by the Shareholders at the general meeting.
2. Cash dividend is denominated and declared in Renminbi and payable in Renminbi or its equivalent Hong Kong dollars to the Shareholders. The actual amount declared in Hong Kong dollars will be converted based on the average benchmark exchange rates for Renminbi to Hong Kong dollars as announced by the People's Bank of China five business days prior to the date of the 2025 annual general meeting.

Section IV Corporate Governance, Environment and Society

After the Company's profit distribution plan for 2025 is considered and approved at the general meeting, cash dividends will be distributed within two months from the date of the annual general meeting.

The aforesaid profit distribution proposal of the Company is compliant and transparent and complies with the Articles of Associations and approval procedures, which sets out definite criteria and proportions of dividends. Independent Directors have expressed their independent opinions that the decision-making procedures and mechanism are complete and the proposal fully protects minority investors' interests.

(II) Explanation on cash dividend policy

Whether the policy complies with the provisions of the Company's Articles of Association or the requirements of the resolution of the general meeting	☒ Yes ☐ No
Whether the dividend standard and ratio are specific and clear	☒ Yes ☐ No
Whether the relevant decision-making procedure and mechanism are sound	☒ Yes ☐ No
Whether the independent directors have performed their duties and played their due role	☒ Yes ☐ No
Whether minority shareholders have opportunities to fully express their opinions and requests, and whether their legitimate rights and interests have been sufficiently protected	☒ Yes ☐ No

(III) If the Company records profits and the parent company records positive profits for distribution to shareholders during the Reporting Period but there is no proposal for cash profit distribution, the Company shall disclose the reasons and the usage of the retained profits and the usage plan in detail

☐ Applicable ☒ Not applicable

Section IV Corporate Governance, Environment and Society

(IV) Proposal on profit distribution and transfer of capital reserve fund into capital during the Reporting Period

Unit: yuan Currency: RMB

Number of bonus shares for every 10 shares (share)	–
Amount of dividend for every 10 shares (RMB) (inclusive of tax)	5.00
Number of increased shares for every 10 shares (share)	–
Cash dividend amount (inclusive of tax) (note 1)	8,756,811,414
Net profit attributable to ordinary equity holders of the listed company in the consolidated financial statements	27,416,072,017
Percentage of cash dividend amount to net profit attributable to ordinary equity holders of the listed company in the consolidated financial statements (%)	31.94
Amount included in cash dividends for repurchased shares in cash	1,210,734,497
Total dividend amount (inclusive of tax)	9,967,545,911
Percentage of total dividend amount to net profit attributable to ordinary equity holders of the listed company in the consolidated financial statements (%) (note 2)	36.36

Note 1: Including interim distributed dividend RMB2,627,043,424.

Note 2: Net profit attributable to ordinary shareholders of the listed company refers to the net profit attributable to equity holders of the Company after deducting the impact of dividends on other equity instruments and dividends on restricted shares. The proportion of dividends for the year, calculated based on the net profit attributable to equity holders of the Company for the year, is 35.84%.

(V) Cash dividend distribution in the last three accounting years

Unit: yuan Currency: RMB

Accumulated cash dividend amount (inclusive of tax) in the last three accounting years (1)	18,557,677,647
Accumulated repurchase and write-off amount in the last three accounting years (2)	–
Accumulated amount of cash dividend and repurchase and write-off in the last three accounting years (3)=(1)+(2)	18,557,677,647
Average annual amount of net profit in the last three accounting years (4)	16,735,811,328
Proportion of cash dividends in the last three accounting years (%) (5)=(3)/(4)	110.89
Net profit attributable to equity holders of the Company in the consolidated statements of the latest accounting year	27,416,072,017
Retained profits at the end of the Company's statement of the latest accounting year	53,687,453,118

Section IV Corporate Governance, Environment and Society

XI. THE EQUITY INCENTIVE SCHEME, EMPLOYEE SHARE SCHEME OR OTHER EMPLOYEE INCENTIVES OF THE COMPANY AND THE IMPACT THEREOF

(I) Relevant Incentive Disclosed in Ad Hoc Announcements Without Subsequent Progress or Change

The Restricted Share Incentive Scheme of A Shares

1. Purpose of the Scheme

In order to further enhance the corporate governance structure of the Company, realize the longterm incentives and constraints for the executive Directors, senior management and other core staff, fully activate their motivation and creativity, align their interests more closely with the long-term development of the Company, prevent loss of talents and realize sustainable corporate development, the Company has formulated the Restricted Share Incentive Scheme of A Shares (“the Incentive Scheme”) in accordance with the requirements of relevant laws, administrative regulations, regulatory documents and the Articles of Association.

2. Participants of the Scheme

The Incentive Participants in the First Grant of the Incentive Scheme are executive directors, senior management and other core staff of the Company, and the reserved Incentive Participants are senior management and other core staff of the Company.

3. The total number of shares that may be issued under the Scheme and their percentage of the issued shares as at the date of the annual report

The Incentive Scheme uses Restricted Shares as incentive tools, the source of underlying shares is the ordinary A Shares of the Company repurchased from the secondary market by the Company. On 17 July 2020, the Company completed the repurchase and actually repurchased 88,999,990 A Shares of the Company.

On 17 September 2020, the Company granted 79,300,000 Restricted A Shares to the Incentive Participants (the “First Grant”). In the process of subscription upon the determination of the Grant Date of the First Grant, 79,000,000 Restricted Shares were actually subscribed by the Incentive Participants, as the Incentive Participants voluntarily gave up the subscription of part of the Restricted Shares granted for personal reason. The Restricted Shares not taken up have been reallocated to the Reserved Shares. On 2 November 2020, the Company completed the registration for 79,000,000 Restricted A Shares of the First Grant under the Incentive Scheme with China Securities Depository and Clearing Corporation Limited, Shanghai Branch.

Section IV Corporate Governance, Environment and Society

On 19 July 2021, the Company granted 9,999,990 Restricted A Shares reserved under the Incentive Scheme to the Incentive Participants (the “Reserved Grant”).

Since the First Grant of the Restricted A Shares of the Company to 8 September 2021, as the Incentive Participants under the First Grant are no longer qualified as the Incentive Participants, a total of 1,778,000 Restricted A Shares granted to such Incentive Participants but not yet unlocked have been repurchased and cancelled by the Company on 27 January 2022 with the repurchase price at RMB7.08 per share and the repurchase amount of RMB12,588,240. Upon completion of the repurchase and cancellation of the Company, there are 87,221,990 Restricted A Shares remaining.

On 29 November 2022, the Company convened the twelfth extraordinary meeting of the sixth session of the Board and the fourth extraordinary meeting of the sixth session of the Supervisory Committee, at which the Resolution on Proposing to Consider the Achievement of Releasing Selling Restrictions in the First Lock-up Period for the First Grant under the Restricted Share Incentive Scheme of A Shares and Releasing Selling Restrictions (《關於提請審議公司 A 股限制性股票激勵計劃首次授予部分第一個限售期解除限售條件成就並解除限售的議案》) was reviewed and approved, pursuant to which releasing selling restrictions in the first lock-up period for the First Grant under the Restricted Share Incentive Scheme of A shares of the Company have been achieved, the Company completed the relevant procedures for the releasing selling restrictions for the 24,900,183 Restricted Shares held by 420 Incentive Participants in total in accordance with relevant regulations, and the above shares have been released selling restrictions and traded on 21 December 2022. A total of 62,321,807 shares remain unlocked, of which there are 52,321,817 shares under the First Grant and 9,999,990 shares under the Reserved Grant.

On 20 March 2023, the Company convened the 2023 first extraordinary general meeting, the 2023 first A Shareholders’ class meeting and the 2023 first H Shareholders’ class meeting, at which the Resolution on Proposing to Consider Repurchase and Cancellation of Certain Restricted A Shares (《關於提請審議回購註銷部分 A 股限制性股票的議案》) was reviewed and approved. Since 19 of the 487 Incentive Participants under the Restricted Share Incentive Scheme of A shares of the Company have terminated their labor contracts or not fully met the performance appraisals, the Company repurchased and cancelled all or part of the Restricted Shares granted to such Incentive Participants, totalling 2,156,747 shares, on 9 June 2023, of which 1,714,037 shares of the First Grant are repurchased at RMB6.40 per share and 442,710 shares of the Reserved Grant are repurchased at RMB7.27 per share with the repurchase amount of RMB14,188,338.50. There are 60,165,060 restricted A shares remaining, of which there are 50,607,780 shares under the First Grant and 9,557,280 shares under the Reserved Grant.

Section IV Corporate Governance, Environment and Society

On 10 January 2024, the Company convened the twenty-second extraordinary meeting of the sixth session of the Board and the fifth extraordinary meeting of the sixth session of the Supervisory Committee, at which the Resolution on Proposing to Consider the Achievement of Releasing Selling Restrictions in the Second Lock-up Period for the First Grant under the Restricted Share Incentive Scheme of A Shares and Releasing Selling Restrictions (《關於提請審議公司 A 股限制性股票激勵計劃首次授予部分第二個限售期解除限售條件成就並解除限售的議案》) and the Resolution on Proposing to Consider the Achievement of Releasing Selling Restrictions in the First Lock-up Period for the Reserved Grant Under the Restricted Share Incentive Scheme of A Shares and Releasing Selling Restrictions (《關於提請審議公司 A 股限制性股票激勵計劃預留授予部分第一個限售期解除限售條件成就並解除限售的議案》) were reviewed and approved, pursuant to which releasing selling restrictions in the second lock-up period for the First Grant and the first lock-up period for the Reserved Grant under the Restricted Share Incentive Scheme of A shares of the Company have been achieved, the Company completed the relevant procedures for the releasing selling restrictions for the 27,704,280 Restricted Shares held by 468 Incentive Participants in total in accordance with relevant regulations, and the above shares have been released selling restrictions and traded on 5 February 2024.

On 20 March 2024, the Company convened the 2024 first extraordinary general meeting, the 2024 first A Shareholders' class meeting and the 2024 first H Shareholders' class meeting, at which the Resolution on Proposing to Consider Repurchase and Cancellation of Certain Restricted A Shares (《關於提請審議回購註銷部分 A 股限制性股票的議案》) was reviewed and approved. Since 12 of the 475 Incentive Participants under the Restricted Share Incentive Scheme of A shares of the Company have terminated their labor contracts or not fully met the performance appraisals, the Company repurchased and cancelled all or part of the Restricted Shares granted to such Incentive Participants on 27 May 2024, totaling 880,196 shares, of which 437,486 shares of the First Grant are repurchased at RMB5.87 per share and 442,710 shares of the Reserved Grant are repurchased at RMB6.74 per share with the repurchase amount of RMB5,551,908.22, there are 31,580,584 Restricted A Shares remaining of the Company with 25,473,820 shares under the First Grant and 6,106,764 shares under the Reserved Grant.

Section IV Corporate Governance, Environment and Society

On 14 February 2025, the Company convened the thirty-first extraordinary meeting of the sixth session of the Board and the eighth extraordinary meeting of the sixth session of the Supervisory Committee, at which the Resolution on Proposing to Consider the Achievement of Releasing Selling Restrictions in the Third Lock-up Period for the First Grant Under the Restricted Share Incentive Scheme of A Shares and Releasing Selling Restrictions (《關於提請審議公司 A 股限制性股票激勵計劃首次授予部分第三個限售期解除限售條件成就並解除限售的議案》), the Resolution on Proposing to Consider the Achievement of Releasing Selling Restrictions in the Second Lock-up Period for the Reserved Grant Under the Restricted Share Incentive Scheme of A Shares and Releasing Selling Restrictions (《關於提請審議公司 A 股限制性股票激勵計劃預留授予部分第二個限售期解除限售條件成就並解除限售的議案》), and the Resolution on Proposing to Consider Repurchase and Cancellation of Certain Restricted A Shares (《關於提請審議回購註銷部分 A 股限制性股票的議案》) were reviewed and approved, pursuant to which releasing selling restrictions in the third lock-up period for the First Grant and the second lock-up period for the Reserved Grant under the Restricted Share Incentive Scheme of A shares of the Company have been achieved, the Company will complete the relevant procedures for the releasing selling restrictions for the 27,799,107 Restricted Shares held by 456 Incentive Participants in total in accordance with relevant regulations, and the above shares have been released selling restrictions and traded on 8 May 2025.

On 29 May 2025, the Company convened the 2024 Annual General Meeting, at which the Resolution on Repurchase and Cancellation of Certain Restricted A Shares (《關於回購註銷部分 A 股限制性股票的議案》) was reviewed and approved. Since 24 of the 468 Incentive Participants under the Restricted Share Incentive Scheme of A shares of the Company have terminated their labor contracts or not fully met the performance appraisals.

On 15 August 2025, the Company repurchased and cancelled all or part of the Restricted Shares granted to such Incentive Participants, totaling 782,867 shares, of which 585,123 shares of the First Grant were repurchased at RMB5.32 per share and 197,744 shares of the Reserved Grant were repurchased at RMB6.19 per share with the repurchase amount of RMB4,336,889.72. After the completion of repurchase and cancellation, there are 2,998,610 Restricted A Shares remaining of the Company under the Incentive Scheme, all of which are shares under the Reserved Grant.

Section IV Corporate Governance, Environment and Society

On 20 January 2026, the Company convened the tenth meeting (extraordinary meeting) of the seventh session of the Board, at which the Resolution on the Achievement of Releasing Selling Restrictions in the Third Lock-up Period for the Reserved Grant Under the Restricted Share Incentive Scheme of A Shares and Releasing Selling Restrictions (《關於公司 A 股限制性股票激勵計劃預留授予部分第三個限售期解除限售條件成就並解除限售的議案》) were reviewed and approved, pursuant to which releasing selling restrictions in the third lock-up period for the Reserved Grant under the Restricted Share Incentive Scheme of A shares of the Company have been achieved, the Company will complete the relevant procedures for the releasing selling restrictions for the 2,916,898 Restricted Shares held by 49 Incentive Participants in total in accordance with relevant regulations, and the above shares have been released selling restrictions and traded on 12 February 2026.

As at the date of the Report, the total number of shares granted under the Incentive Scheme is 88,999,990 shares, representing approximately 0.508% (excluding treasury shares) of the issued shares of the Company. At the beginning and end of the Reporting Period, no Shares could be granted under the Incentive Scheme.

4. *The maximum entitlement of each participant under the Scheme*

The total number of shares to be granted to any single Incentive Participant of the Incentive Scheme under all the fully effective share incentive schemes of the Company within the effective period shall not exceed 1% of the total share capital of the Company.

5. *The period during which the grantee may exercise the option under the Scheme*

Not applicable.

Section IV Corporate Governance, Environment and Society

6. Vesting period of awards granted under the Scheme

- A The lock-up periods of the Restricted Shares granted under the Incentive Scheme are 24 months, 36 months and 48 months, respectively, from the date of completion of equity registration of the corresponding portions granted.

Time schedule for unlocking of the First Grant:

Unlocking Batches	Time Schedule for Unlocking	Unlocking Ratio
First batch of the Restricted Shares to be unlocked	Commencing from the first trading day upon the expiry of 24 months from the date of completion of registration for the grant of the corresponding portion of the Restricted Shares to the last trading day upon the expiry of 36 months from the date of completion of registration for the grant of the Restricted Shares	33%
Second batch of the Restricted Shares to be unlocked	Commencing from the first trading day upon the expiry of 36 months from the date of completion of registration for the grant of the corresponding portion of the Restricted Shares to the last trading day upon the expiry of 48 months from the date of completion of registration for the grant of the Restricted Shares	33%
Third batch of the Restricted Shares to be unlocked	Commencing from the first trading day upon the expiry of 48 months from the date of completion of registration for the grant of the corresponding portion of the Restricted Shares to the last trading day upon the expiry of 60 months from the date of completion of registration for the grant of the Restricted Shares	34%

Section IV Corporate Governance, Environment and Society

Time schedule for unlocking of the Reserved Grant:

Unlocking Batches	Time Schedule for Unlocking	Unlocking Ratio
First batch of the Restricted Shares to be unlocked	Commencing from the first trading day upon the expiry of 24 months from the date of completion of registration for the grant of the corresponding portion of the Restricted Shares to the last trading day upon the expiry of 36 months from the date of completion of registration for the grant of the Restricted Shares	33%
Second batch of the Restricted Shares to be unlocked	Commencing from the first trading day upon the expiry of 36 months from the date of completion of registration for the grant of the corresponding portion of the Restricted Shares to the last trading day upon the expiry of 48 months from the date of completion of registration for the grant of the Restricted Shares	33%
Third batch of the Restricted Shares to be unlocked	Commencing from the first trading day upon the expiry of 48 months from the date of completion of registration for the grant of the corresponding portion of the Restricted Shares to the last trading day upon the expiry of 60 months from the date of completion of registration for the grant of the Restricted Shares	34%

The Restricted Shares held by the Incentive Participants who have not fulfilled the conditions for unlocking, unless otherwise provided under the Incentive Scheme, shall be repurchased by the Company at the Grant Price.

Section IV Corporate Governance, Environment and Society

B The Conditions of Operation Results for Unlocking the Restricted Shares

The Scheme will conduct annual appraisal on the performance indicators of the Company, the performance indicators of the unit (department) and the performance indicators of the individuals during the three accounting years of 2021-2023, achievement of the appraisal target will be used as the unlocking condition of current year for Incentive Participants.

Number of the Restricted Shares to be unlocked in current year by individual = total amount granted to individual × percentage to be unlocked in current year × company performance coefficient × individual performance coefficient.

① The conditions of operation results at the company level

The Company has chosen net profit attributable to parent company, weighted average return on net assets, investment in financial technology innovation, and comprehensive risk control indicator as the company results appraisal indicators, of which, the comprehensive risk control indicator will be used as the threshold indicator. If such indicator of the Company has not reached the threshold value, the corresponding batch of the Restricted Shares shall not be unlocked.

Subject to fulfillment of the comprehensive risk control indicator, the company performance coefficient corresponding to the appraisal result at the company level is as follows:

Company performance coefficient = score of net profit attributable to parent company × appraisal weight of net profit attributable to parent company + score of weighted average return on net assets × appraisal weight of weighted average return on net assets + score of investment in financial technology innovation × appraisal weight of investment in financial technology innovation.

In this formula, the appraisal weight of net profit attributable to parent company is 50%, the appraisal weight of weighted average return on net assets is 40%, and the appraisal weight of investment in financial technology innovation is 10%.

If the appraisal indicator has achieved its target, the score of that indicator is 1, otherwise the score is 0.

Section IV Corporate Governance, Environment and Society

The targets of appraisal indicators at company level are as follows:

Appraisal Indicators	First Batch	Conditions for Unlocking	
		Second Batch	Third Batch
Net profit attributable to parent company	Not lower than No. 4 in the ranking of comparable companies in 2021	Not lower than No. 3 in the ranking of comparable companies in 2022	Not lower than No. 3 in the ranking of comparable companies in 2023
Weighted average return on net assets	Rise by one place among comparable companies in 2021 as compared to the ranking in 2019	Rise by two places among comparable companies in 2022 as compared to the ranking in 2019	Rise by two places among comparable companies in 2023 as compared to the ranking in 2019
Investment in financial technology innovation	Not less than 6.05% for 2021	Not less than 6.10% for 2022	Not less than 6.15% for 2023
Comprehensive risk control indicator	Threshold value: the rating result of securities companies is Class A Grade A or above and there is no occurrence of material non-compliance with laws and regulations		

The Company has selected CITIC Securities, Haitong Securities, HTSC, GF Securities, Shenwan Hongyuan and China Merchants Securities as comparable companies in the capital market service industry under the financial sector in the categorization of industries by CSRC for A Shares Companies.

② Performance conditions at the individual level of Incentive Participants

When the Incentive Participants are appraised on individual performance of last year according to the Measures for Performance Appraisal (《考核辦法》) of the Company, the number of Restricted Shares which may be unlocked by the Incentive Participants is linked to the appraisal results of their performance in last year.

The relationship between the performance score and the individual performance coefficient of executive directors and senior management is as follows:

Individual Performance Appraisal Score (N)	Individual Performance Coefficient
$N \geq 95$	100%
$90 \leq N < 95$	95%
$80 \leq N < 90$	90%
$60 \leq N < 80$	75%
$N < 60$	0%

Section IV Corporate Governance, Environment and Society

Individual performance coefficient of other Incentive Participants is linked to the performance of the units (departments) in which they work and their individual performance, the calculation method is as follows:

Individual performance coefficient=Performance score of unit (department) × Individual performance score

Unit (Department)/Individual Performance Grade	Unit (Department)/ Individual Performance Score
Excellence/Good/Above Average	100%
Pass	90%
Failed	0%

7. The payables for applying for or accepting the option or award, if any, and the period of payment or notice of payment or the period of repayment of the option loan applied for

No

8. Basis of determination of the purchase price of the shares granted

- (1) The grant price of restricted A shares of the First Grant shall not be lower than the higher of the following prices:
 - ① 50% of the average trading price of the Company's A shares on the trading day prior to the announcement of the Incentive Scheme;
 - ② 50% of one of the average trading prices of the Company's A Shares for 20 trading days, 60 trading days or 120 trading days prior to the announcement of the Incentive Scheme.
- (2) The grant price of the restricted A Shares under the Reserved Grant shall not be lower than the higher of the following prices:
 - ① 50% of the average trading price of the Company's A Shares on the last trading day preceding the date of the announcement of the Board meeting on the grant of reserved Restricted Shares;

Section IV Corporate Governance, Environment and Society

- ② 50% of one of the average trading prices of the Company's A Shares for the last 20 trading days, 60 trading days or 120 trading days preceding the date of the announcement of the Board meeting on the grant of reserved Restricted Shares.

During the period from the date of the announcement of the Incentive Scheme (i.e. 7 June 2020) to the completion of registration of the Restricted Shares by the Incentive Participants, the Company was engaged in conversion of capital reserves, distribution of scrip dividends and share subdivision, share reduction, share allotment, dividend distribution. The Company adjusted the price of the Restricted Shares accordingly.

9. Remaining validity period of the Scheme

The validity period of the Incentive Scheme shall commence from the date of completion of registration for the First Grant of the Restricted Shares and end on the date when all the Restricted Shares granted to the Incentive Participants are fully unlocked or repurchased and cancelled, for a maximum of six years, valid until 1 November 2026.

As of 31 December 2025, the changes in the shares under the Incentive Scheme were as follows:

Name of participants	At 1 January 2025	Granted during the year	Cancelled during the year	Lapsed during the year	Number of unlocking Shares for the year ^{Note 3}	At 31 December 2025	Date of grant ^{Note 2}	Subscription price (Currency: RMB)
Directors								
NIE Xiaogang (appointed on 3 April 2025)	107,100	-	-	-	107,100	0	17 September 2020	RMB7.64 per share
LI Junjie	401,790	-	-	-	197,896	203,894	19 July 2021	RMB7.95 per share
Subtotal	508,890	-	-	-	304,996	203,894	-	-
First grant to the five highest paid individuals ^{Note 1} (in aggregate)	-	-	-	-	-	-	-	-
Reserved grant to the five highest paid individuals ^{Note 1} (in aggregate)	-	-	-	-	-	-	-	-
Subtotal	-	-	-	-	-	-	-	-
First grant to employees	25,366,720	-	585,123	-	24,781,597	0	17 September 2020	RMB7.64 per share
Reserved grant to employees	5,704,974	-	197,744	-	2,712,514	2,794,716	19 July 2021	RMB7.95 per share
Subtotal	31,071,694	-	782,867	-	27,494,111	2,794,716	-	-
Total	31,580,584	-	782,867	-	27,799,107	2,998,610	-	-

Section IV Corporate Governance, Environment and Society

Note 1: None of the Group's directors were among the five highest paid employees.

Note 2: For the purpose of the First Grant on 17 September 2020 and the completion of registration on 2 November 2020 for the Restricted Shares, the time schedule for the first batch of the Restricted Shares to be unlocked (33%), the second batch of the Restricted Shares to be unlocked (33%) and the third batch of the Restricted Shares to be unlocked (34%) will be from 2 November 2022 to 1 November 2023, from 2 November 2023 to 1 November 2024 and from 2 November 2024 to 1 November 2025, respectively. For the purpose of the Reserved Grant on 19 July 2021 and the completion of registration on 29 September 2021 for the Restricted Shares, the time schedule for the first batch of the Restricted Shares to be unlocked (33%), the second batch of the Restricted Shares to be unlocked (33%) and the third batch of the Restricted Shares to be unlocked (34%) will be from 29 September 2023 to 28 September 2024, from 29 September 2024 to 28 September 2025 and from 29 September 2025 to 28 September 2026, respectively.

Note 3: The shares have been unlocked on 8 May 2025, and the weighted average closing price of the shares of the Company on the previous trading day was RMB17.31 per share.

(II) Incentive details not disclosed in the interim announcement or subject to further developments

Equity incentives

☐ Applicable ☒ Not applicable

Other information

☐ Applicable ☒ Not applicable

Employee Share Scheme

☐ Applicable ☒ Not applicable

Other incentive measures

☐ Applicable ☒ Not applicable

(III) Share awards granted to the Directors, senior management of the Company during the Reporting Period

☐ Applicable ☒ Not applicable

Section IV Corporate Governance, Environment and Society

(IV) The Establishment and Implementation of Appraisal and Incentives System to the Senior Management Members During the Reporting Period

During the Reporting Period, the Company-level's releasing selling restrictions in certain third lock-up period for the Reserved Grant under the Restricted Share Incentive Scheme of A Shares have been achieved. According to the Restricted Share Incentive Scheme of A Shares, the Company will release the shares of the senior management based on the achievement of the performance conditions for releasing the selling restrictions at the corporate level and the individual level, and closely linked the medium and long term incentive of the senior management with the Company's strategy and shareholder returns, to promote the high-quality development of the Company.

XII. CONSTRUCTION AND IMPLEMENTATION OF INTERNAL CONTROL SYSTEM DURING THE REPORTING PERIOD

(1) Statement from the Board

Establishing, improving, and effectively implementing internal controls is the responsibility of the Company's Board; the Audit Committee oversees the establishment and implementation of the internal control system of the Company. The management team is responsible for organizing and leading the daily operation of the Company's internal controls.

The internal control objectives of the Company are to reasonably ensure the legality and compliance of operations, asset safety, authenticity and integrity of financial reports and related information, to improve operating efficiency and to facilitate the Company to achieve its development strategies. Due to the inherent limitations of internal control and risk management, it can only provide reasonable assurance that the above objectives will be achieved.

Furthermore, since changes in circumstances may render internal controls inadequate or reduce the degree of compliance with control policies and procedures, extrapolating the future effectiveness of internal controls based on the results of internal control evaluations carries a certain degree of risk.

Section IV Corporate Governance, Environment and Society

(2) Basis for establishing internal control over financial reporting

In accordance with the Basic Standards for Enterprise Internal Control and its supporting guidelines jointly issued by five ministries and commissions including the Ministry of Finance of the PRC, the Guidelines for the Internal Control of Securities Companies issued by the CSRC, and the Guidelines No. 1 for the Application of Self-regulatory Rules of Companies Listed on the Shanghai Stock Exchange – Standard Operation issued by the Shanghai Stock Exchange and other documents, the Company has established and improved its internal control system for financial reporting.

The Company has formulated or revised and improved its financial and accounting management systems and ancillary internal control systems during the Reporting Period in strict accordance with the Company Law, the PRC Accounting Law, the Accounting Standard for Business Enterprises and the Basic Standards for Enterprise Internal Control and other relevant laws and regulations, and taking into account the characteristics of the industry and the Company's actual situation. By setting up a scientific financial and accounting organizational structure, appointing qualified financial and accounting professionals, using a well-regulated financial and accounting management system, and selecting appropriate accounting policies and reasonable accounting estimates, the Company has ensured that the prepared financial reports comply with the requirements of the accounting standards and can give a true, accurate and complete picture of the Company's financial position, operating results, cash flows and related information.

(3) Construction of internal control system

The Company attaches great importance to the development of its internal control system. In accordance with the latest requirements of relevant laws and regulations, stock exchange rules, industry norms and self-regulatory rules, the Company has updated relevant internal systems in a timely manner and has formed a relatively comprehensive internal control system.

Upon the completion of the Merger, the Company optimized and adjusted its organizational structure and operation mechanism, and systematically organized and improved various systems and operating procedures, covering business management, compliance management, risk management, financial management, capital management, human resources and administrative management. During the Reporting Period, the Board of the Company considered and approved a number of resolutions on the formulation or amendment of important measures such as the Administrative Measures on Financing Guarantees and Fund Lending of Guotai Haitong Securities Co., Ltd., the Compliance Management Measures of Guotai Haitong Securities Co., Ltd., the Comprehensive Risk Management Measures of Guotai Haitong Securities Co., Ltd. and the Administrative Measures for Internal Audit of Guotai Haitong Securities Co., Ltd.

Section IV Corporate Governance, Environment and Society

(4) Evaluation of the effectiveness of the Company's internal control

The Board of the Company has determined the identification standards for the internal control deficiencies applicable to the Company, which are consistent with those in previous years, according to the requirements on the identification of material deficiencies, significant deficiencies and ordinary deficiencies under Basic Standards for Enterprise Internal Control, Guidelines for the Evaluation of Enterprise Internal Control, Guidelines for Internal Control of Securities Companies and other normative documents and taking into account various factors including the size of the Company, industry characteristics and risk levels.

The Company has self-evaluated the effectiveness of the design and operation of its internal control up to 31 December 2025 pursuant to the requirements of the Basic Standards for Enterprise Internal Control, Guidelines for the Evaluation of Enterprise Internal Control, Guidelines for Internal Control of Securities Companies and the Guidelines No. 1 for the Application of Self-regulatory Rules of Companies Listed on the Shanghai Stock Exchange – Standard Operation and relevant laws and regulations as well as the exchange rules, and has issued the 2025 Internal Control Evaluation Report. Based on the determination of material deficiencies in terms of internal control in financial reports, there were no material deficiencies in terms of internal control over financial reports on the base date of internal control evaluation report. Based on the determination of material deficiencies in terms of the Company's non-financial internal control, there were no material deficiencies in terms of non-financial internal control reports on the base date of internal control evaluation report. The Board is of the view that the Company has maintained effective internal control over financial reports in all material aspects in accordance with systems for enterprise internal control and relevant requirements.

From the base date to the date of issuance of internal control evaluation report, there were no material changes in the internal control that may have a substantive influence on the evaluation results.

Matters relating to material deficiencies on internal control during the Reporting Period

☐ Applicable ☒ Not applicable

Section IV Corporate Governance, Environment and Society

XIII. MANAGEMENT AND CONTROL OF SUBSIDIARIES DURING THE REPORTING PERIOD

Taking “professional operation, coordinated development, intensive operation, effective management and control, classified management, and efficient service” as the goal and fundamental principle of subsidiary management, the Company has established and improved its subsidiary management system. The Company has also formulated a series of management and control measures for subsidiaries, including the Administrative Measures for Subsidiaries, the Compliance and Risk Management Measures for Subsidiaries, the Financial Management Measures for Subsidiaries, the Administrative Measures for Internal Audit of Subsidiaries and the Management Rules for the Operation of Subsidiaries, to improve the management and control of subsidiaries through various models such as centralized management, vertical management and intensive management. At the same time, the Company further promoted the comprehensive digital and intelligent transformation of the Group, strengthened the management and control of the subsidiaries effectively through digital and intelligent means, and enabled the high-quality business development of the subsidiaries.

Risk warning regarding abnormal management and control of subsidiaries

☐ Applicable ☒ Not applicable

XIV. MATTERS RELATING TO THE AUDIT REPORT ON INTERNAL CONTROL

For details regarding the contents of the Company's internal control audit report, please refer to the 2025 Internal Control Audit Report of Guotai Haitong Securities Co., Ltd. disclosed on the Shanghai Stock Exchange website on the same date as the Report.

Whether to disclose internal control audit report: Yes

Type of opinion in the internal control audit report: Standard unqualified opinion

Section IV Corporate Governance, Environment and Society

XV. RECTIFICATION OF NON-COMPLIANCE MATTERS IDENTIFIED THROUGH SELF EXAMINATION AND IN SPECIAL ACTIONS ON GOVERNANCE OF LISTED COMPANIES

During the Reporting Period, there were no self-examination and rectification matters involving the special action on corporate governance of listed companies. The Company will further improve corporate governance in accordance with the provisions of laws and regulations and continuously improve the development quality of the Company.

XVI. ENVIRONMENTAL INFORMATION OF LISTED COMPANIES AND THEIR MAJOR SUBSIDIARIES INCLUDED IN THE LIST OF ENTERPRISES THAT DISCLOSE ENVIRONMENTAL INFORMATION ACCORDING TO LAW

☐ Applicable ☒ Not applicable

Other explanations

☐ Applicable ☒ Not applicable

XVII. FULFILLMENT OF SOCIAL RESPONSIBILITIES

(I) Whether to disclose the social responsibility report, sustainable development report or ESG report separately

For details of the Company's performance of social responsibilities, please refer to the 2025 Sustainable Development Report of Guotai Haitong Securities Co., Ltd. disclosed on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and the HKEXnews website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>).

Section IV Corporate Governance, Environment and Society

(II) Fulfillment of social responsibilities

External donations, public welfare projects	Amounts/ content	Description
Total investment (RMB ten thousand)	6,879.55	
Including: funds (RMB ten thousand)	6,879.55	
Cash converted from materials (RMB ten thousand yuan)	0	
Beneficiaries (persons)	430,481	

Note: In March 2025, the Company completed the merger with Haitong Securities by way of share exchange. The data in this table represents the total investment amounts of the two companies for the year.

Description

☐ Applicable ☒ Not applicable

Section IV Corporate Governance, Environment and Society

XVIII. CONSOLIDATING AND EXPANDING POVERTY ALLEVIATION ACHIEVEMENTS, RURAL REVITALIZATION AND OTHER SPECIFIC WORK

Poverty alleviation and rural revitalization project	Amounts/ content	Description
Total investment (RMB ten thousand)	3,061.41	including rural revitalization, the “Dream and Hope (築夢希望)” educational support sector, comprehensive rural assistance in Fengxian District and Chongming District of Shanghai, and sub-projects related to rural revitalization within the Neighbourhood Protection (鄰里守護) project
Including: funds (RMB ten thousand)	3,061.41	
Cash converted from materials (RMB ten thousand)	0	
Beneficiaries (persons)	134,286	
Form of support (Such as industrial poverty alleviation, employment poverty alleviation, education poverty alleviation, etc.)	industrial poverty alleviation, education poverty alleviation	

Description

In 2025, Guotai Haitong adhered to the shared vision of “finance for good”, continuously explored the “inclusive benefit + public welfare” model, and solidly carried out work such as serving rural revitalization, deepening education and assistance, assisting people’s urban development, participating in emergency and disaster relief and other work. The Company launched a total of 97 public welfare projects and invested RMB68,795,500 in public welfare funds. The “Dream and Hope” rural education assistance project and the “Love in Haitong” public welfare project caring for the growth of young people in border areas won the Charitable Project and Charitable Trust Award at the 2nd Shanghai Charity Award. The Company’s public welfare foundation was awarded the Shanghai 5A-level Social Organization and the fourth Shanghai Advanced Social Organization, fully demonstrating its responsibility and value pursuit as a state-owned financial enterprise.

Section IV Corporate Governance, Environment and Society

(1) Actively integrate into the national strategy for paired assistance and rural revitalization

1. Establishing a “one headquarters, one branch and one county” paired assistance mechanism

Guotai Haitong held its first “818 • Helping One Another (818•幫一幫)” Public Welfare Culture Festival and Consumer Assistance Public Welfare Market, and re-signed pairing agreements with 10 counties (Lixin County, Qianshan City, and Shucheng County in Anhui Province; Ji’an County and Ningdu County in Jiangxi Province; Puge County in Sichuan Province; Yecheng County in Xinjiang; Guangnan County, Malipo County, and Xichou County in Yunnan Province) that were paired with Guotai Haitong, to ensure continuity in rural revitalization efforts following the Merger of the Company. Under the guidance of Party building, Guotai Haitong established a paired assistance mechanism featuring “one headquarters, one branch and one county”. Under the model of “headquarters and subsidiaries taking the lead, local branches participating, and executing in the paired counties”, we have collaborated with the Party committees of five branches and ten Party organizations under the direct Party committee. This innovative approach has created an organizational model where state-owned enterprises contribute to rural revitalization under the leadership of Party building.

2. Establishment of the Guotai Haitong Rural Revitalization Special Fund

Guotai Haitong Rural Revitalization Special Fund, with an initial scale of RMB10 million, was established under the Shanghai Charity Foundation to inject momentum and provide support for developing promising specialty industries in paired counties. Throughout the year, the fund supported eight projects spanning multiple sectors including silkworm farming, tea production, red education tours, and agricultural product processing.

3. Organizing Guotai Haitong Rural Revitalization Storytelling Conference

Ms. Hai Xia, the Deputy Director of the Announcer and Host Management Center of the Editorial Department of China Media Group and renowned host, delivered her blessings via video message, recounting anecdotes from her collaboration with the Company on the “Pomegranate Seed Project” (石榴籽計劃). Six beneficiaries and volunteers from the Company, paired-assistance counties, and Hope Schools shared their stories of receiving support, personal growth, and transformation.

Section IV Corporate Governance, Environment and Society

4. Organizing consumer assistance charity bazaar

The Company recommended agricultural products from paired counties to be launched on the “100 Counties, 100 Products” platform and organized consumer assistance charity bazaar at the headquarters of the Company, in order to expanding sales channels for agricultural products from the paired regions. In the year, the consumer assistance amount reached RMB3,088.4 thousand.

5. Launching the Guotai Haitong “Visiting Paired Assistance Counties” Campaigns

Fully capitalizing on the “one headquarters, one branch and one county” mechanism, we launched eight “Visiting Paired Assistance Counties” campaigns to enable the effective implementation of assistance projects in industries, intellectual development, education, finance, and public welfare and achieve substantial results. Financial literacy seminars and county-level economic research were carried out in Ningdu County, Jiangxi; Lixin County, Anhui; Yecheng County, Xinjiang; Xichou County, Yunnan; and Shucheng County, Anhui, to enhance the quality and efficiency of county-level economies development.

6. Building a sustainable mechanism for rural revitalization through industrial assistance

The Company continued to support the transformation of cultural tourism in Liulangcheng, Guangan County, Yunnan, to assist the development of a distinctive rural industry integrating wellness, leisure and entertainment, cultural industries, and tourism economy. The Company also supported various projects such as the renovation of residential facilities in Shangliangshuijing Village, Daping Town, Malipo County, Yunnan; the construction of rural industrial facilities in Longlong Village, Babu Township; and the construction of village roads in Tiechang Township, to continuously improve local livelihood through practical measures.

7. Organizing “Leading Goose Program” training course for rural revitalization

In collaboration with Zhejiang University, we have launched the rural “Leading Goose Program” training course for the third consecutive year, targeting village secretaries, village heads, and entrepreneurial leaders in assisted regions. This initiative helps participants learn from advanced experiences and focuses on cultivating a team of “leading geese” who are deeply rooted in their communities and capable of leading the development of the regions..

Section IV Corporate Governance, Environment and Society

(II) Deepening the educational support for “Dream and Hope (築夢希望)”

1. Continuing to support 6 Hope Primary Schools

The renaming process for Hope Primary Schools has been smoothly and orderly advanced. Timely communication with the 6 schools originally bearing the name as Hope Primary School to advance the completion of renaming registration within the year, while further strengthening the supportive partnership with all Hope Primary Schools. On the second working day after the Company’s listing, the Company visited Guotai Haitong Maixie Town Hope School (國泰海通麥兗鎮希望學校) to jointly hold the inaugural renaming and plaque-unveiling ceremony with faculty and students. The Company donated new school uniforms on-site and launched the “Embracing the AI Era (走進AI新時代)” public welfare course alongside the “United in Action (同心同行)” fun sports meet. At the start of the September new semester, the Company visited Guotai Haitong Dandan Hope Primary School, Wangjiatang Guotai Haitong Primary School, and Xichou Guotai Haitong Kindergarten to launch the “2025 Academic Year Charity Assistance Campaign (2025 學年開學季公益助學行).” Science experiment kits, picture books, basketballs, and other gifts purchased with employee donations were delivered to these three schools. Throughout the year, a cumulative total of 3,205 sets of four-season uniforms and 5 “Dream Cabins” were donated to the Hope Primary Schools with distribution in total of RMB181,500 in the form of teaching awards, scholarships, and financial aid, benefiting nearly 1,000 teachers and students. The Company also organized 7 volunteer service events and held 5 teacher symposiums.

2. Carrying out empowerment program for rural teachers of the “Lamp Program (燃燈計劃)”

In collaboration with Zhejiang University, the 8th empowerment program for rural teachers under the “Lamp Program (燃燈計劃)” was held, with 52 teachers from paired assistance regions and Hope Primary Schools participating in a 10-day intensive study session. “Lamp Action (燃燈行動)” was launched for the teachers trained under the program. Five featured projects, namely teacher applications and expert reviews, drone-based teaching, traditional Chinese herbal medicine cultivation courses, and student mental health interventions, were selected for support.

3. Multi-Party Collaborations

The Company collaborated with the Oriental Radio Center of Shanghai Media Group (上海廣播電視台東方廣播中心) to launch the “Eyes on the World (大眼看世界)” public welfare project for rural students. This initiative includes the “Little Scientists (小小科學家)” science exploration program, the “Heart Aid for Kids (童心援)” pediatric congenital heart disease screening campaign, and “Youth Martial Arts Theater (少兒武劇)” and “Little Readers (小小朗讀者)” public welfare activities, opening windows to the world for rural students. Partnering with Lanzhou University, the Company visited Guotai Haitong Wei yuan Hope Primary School to provide educational assistance. This included launching the “Space Exploration and AI Leadership (航天築夢、AI 領航)” public welfare program and donating supplies and drinking water to teachers and students.

Section IV Corporate Governance, Environment and Society

4. Setting up the “Dream for a Strong Country (築夢強國)” scholarships

The Company continued for the third consecutive year to set up the “Dream for a Strong Country” scholarship at Peking University, Zhejiang University and other colleges and universities to encourage outstanding graduate students to devote themselves in scientific research and innovation and embrace the mission of building a strong country. For the third consecutive year, the Company supported the development of military personnel by distributing the National Defense Student Scholarships under the “Dream for a Strong Country” to a total of 40 high school graduates from Qianshan, Anhui Province, to encourage young people to join the national defense and serve the motherland. The Company also continued to support the cultural academic calendar project of Fudan University to facilitate the development of university campus culture.

(III) Facilitating the construction of Shanghai People’s City

1. Facilitating the construction of Shanghai Science and Technology Innovation Center

The Company has supported the establishment of Shanghai Qiyuan State-owned Resources Innovation Ceyuan Foundation (上海啓源國資創新策源公益基金會) and has contributed to the construction of Shanghai’s science and technology public welfare ecosystem. In partnership with the Shanghai Science and Technology Innovation Education Steering Committee, the Company has supported the 2nd “Shanghai Stock Exchange Cup” Shanghai College Students Innovation and Entrepreneurship Competition. The event attracted over 10,000 students from home and abroad, creating a competition that deeply integrated the philosophy of “Finance for the Good + Innovation-Driven Education (金融向善+科創育人).” The Company also supported the development of Shanghai Institute of Finance for Technology Entrepreneurship, contributing to the organization of the 2025 China Science and Technology Finance Annual Conference, the editing and production of the International Science and Technology Headline (《國際科創頭條》).

2. Continuing to participate in Shanghai’s comprehensive rural assistance

The Company has supported comprehensive rural assistance in each of Fengxian District and Chongming District of Shanghai City for 13 consecutive years, helping to boost local economic development and social well-being of the two districts. For the second consecutive year, the Company has supported the project of “Edible and Appreciable ‘Vegetable Basket’, Rural Revitalization ‘New Path’ (可食可賞『菜籃子』, 鄉村振興『新路子』)” in Xidu Street, Fengxian District, and the project won the bronze award in the 2025 Shanghai Social Organization Public Welfare Innovation and Entrepreneurship Competition (2025 上海社會組織公益創新創業大賽銅獎).

Section IV Corporate Governance, Environment and Society

3. Supporting the “elderly, children and people with special needs (一老一小一特)”

For the third consecutive year, the Company carried out Spring Festival visits and condolences to elderly residents in Fenshuidun Village and Nansong Village, Fengxian District of Shanghai City. In response to the call from the Shanghai Civil Affairs Bureau, the Company supported the “Pomegranate Making Seeds and Flowers Blooming in Fertile Fields (石榴結籽沃野花開)” charity ethnic market, thereby establishing a platform for resource sharing and exchange of expertise, showcasing the active contributions of Shanghai-based public welfare foundations in rural revitalization. The Company supported the “Listening to the Sound of Flowers Blooming – Disability Employment Support Project (聽花開的聲音——殘障就業幫扶項目)” initiated by the Shanghai Civil Affairs Bureau. By providing professional coffee skills training and promoting community integration, people with disabilities were provided with diversified employment channels. The project was honored with the Silver Award in the Public Welfare Entrepreneurship Category at the 5th “Fengxian Cup (奉獻杯)” Shanghai Youth Volunteer Service Project Competition. The Company supported the “Warmth in a Cup of Coffee (一杯咖啡的溫暖)” public welfare project, launching summer growth camps to help the children of migrant contributors who have contributed to Shanghai’s urban development learn about, understand and integrate into Shanghai. The Company, together with the Shanghai Foundation for Supporting the Military and Families, supported the skills training programs for veterans and the summer camps for the children of active servicemen.

(IV) Carrying out emergency disaster relief operations

The Company immediately initiated emergency donation procedures following the tragic fire at Wang Fuk Court in Tai Po, Hong Kong. Together with Guotai Junan International, Haitong International, Haitong Unitrust and HuaAn Funds, a total of over HK\$11 million was donated to support emergency relief efforts, the resettlement of affected residents, and post-disaster reconstruction.

The Company responded swiftly to the earthquake relief efforts in Dingri County, Tibet. It immediately contacted the Sichuan Branch and the business office in Tama Middle Road, Lhasa to assess the disaster situation and the needs of the affected population. The Company donated RMB1.3 million, and urgently raised over 1,300 sleeping bags to support the emergency rescue operations and post-disaster reconstruction of the affected areas.

Section IV Corporate Governance, Environment and Society

(V) Building a new “finance for the good” ecosystem

1. Boosting sports development in higher education

In partnership with the Shanghai Sports Development Foundation, the Company supported the “China University 100-Mile Relay (高百接力賽)”, which covered over 1,000 universities nationwide, nearly 600,000 cumulative participant attendances annually. The finals alone reached a live audience and engagement of over 50,000 people.

2. Engaging clients in support for Hope Primary Schools

The Company joined forces with over ten renowned private fund managers to launch the “Ganjiang Club • Visiting Guotai Haitong Maixie Town Hope School (贛江薈•走進國泰海通麥壩鎮希望學校)” public welfare activities.

3. Supporting research projects

The Company conducted a research project titled “Mental Health Status and Resilience Enhancement Among Young Practitioners in the Securities Industry (《證券行業青年從業者心理健康現狀及心理韌性提升》)”. With the support of the Shanghai Securities Association and the SSE Research Institute, the study conducted in-depth surveys on the mental well-being of young practitioners and explored psychological empowerment solutions to foster a more supportive and compassionate talent development environment within the industry.

4. Supporting corporate cultural development

Under the theme of “finance for the good,” more than 40 featured articles were published across mainstream media outlets, including Shangguan News, China News, China Securities Journal, Broker China and Capital Shanghai, garnering over one million views. Concurrently, the Company prepared the annual report of our foundation and managed its official WeChat account to systematically review our annual charitable footprint and social impact, vividly presenting the practices driven by our shared commitment to “finance for the good.”

Section IV Corporate Governance, Environment and Society

(VI) Promoting and Practicing the Charitable Culture of “Finance for the Good”

1. Organizing charity sales activities with the participation of employees

By coordinating with various workplaces of the Company, we carried out employee charity sales activities, which attracted more than 600 employees to participate in charity donations and charity purchases, and raised a total of over RMB25,000.

2. Launching the voluntary charity campaign with the theme “Spice of Life (粒粒花椒)”

On International Volunteer Day on 5 December, the Company organised the themed volunteer charity campaign “Spice of Life, Warmth of Compassion (粒粒花椒暖暖丹心)” across six workplaces in the Shanghai region. Through sharing a communal dish, writing messages on “Finance for the Good”, promoting the charitable image of “Dan Xiao Jiao (丹小椒)”, etc., the event attracted over 2,000 employees to actively participate, with more than 800 employees joining the volunteer community on site. The promotional video, Echoes of a Seed (《一粒種子的回響》), was shot and produced after the campaign, which received widespread attention and positive feedback.

3. Conducting the “Neighbourhood Protection (鄰里守護)” project

The “Neighbourhood Protection (鄰里守護)” project has been conducted for the third consecutive year. During the year, we assisted 12 branches to carry out 18 public welfare projects in the local areas, including poverty alleviation and assistance to the weak, disaster relief and educational support. For the first time, the Company incorporated public welfare elements into new employee training by organising newly recruited staff to carry out senior citizen support volunteer activities in Fenshuidun Village and Nansong Village in Fengxian District.

Section IV Corporate Governance, Environment and Society

4. Establishing a regular volunteer service system

We continued to recruit employee volunteers and encouraged employees to make good use of their charitable leave to actively participate in volunteer services. Employees participated in more than 10,000 hours of voluntary charity services during the year. We set up 6 volunteer service communities in Shanghai region, providing volunteer service connection channels, project launch platforms and event organisation support, so as to form a volunteer service pattern of “participation for everyone everywhere”. We formulated and launched the volunteer service slogan of “Heart to Heart in Guotai Haitong” to accelerate the consolidation and integration through charity campaigns. The financial and business education team of the volunteer union conducted regular financial and business class for teenagers in Shanghai Qi Bao Ming Qiang Primary School (七寶明強小學) and Tongji University Affiliated Jiading Experimental Primary School (同濟大學附屬嘉定實驗小學), delivering more than 40 voluntary courses in total. The team organised volunteers to participate in the municipal-level special event of “Going Forward to Civilisation Hand in Hand (共赴文明之約)”; to participate in the 32nd special charity event “My Beloved Under the Blue Sky (藍天下的至愛)” of Shanghai Senior Citizens Foundation (老年基金會); and to provide volunteer service of promoting financial knowledge, so as to transform the professional ability into practical actions to serve the society.

XIX. DEVELOPMENT OF COMPLIANCE MANAGEMENT SYSTEM, AND THE INSPECTION AND AUDIT COMPLETED BY THE COMPLIANCE DEPARTMENT AND THE AUDIT DEPARTMENT DURING THE REPORTING PERIOD

(I) Development of compliance management system

The Company has established a compliance management organization system consisting of the Board, the management team, the compliance department and the compliance management personnel of each of its subordinate units, including each business line, department, branch office and subsidiaries at all levels. The Company has appointed a chief compliance officer. The chief compliance officer is the senior management and as the person in charge of the Company’s compliance and the compliance officer of the Company, reporting directly to the Board. The chief compliance officer’s responsibilities include reviewing, supervising, and inspecting the compliance of the Company’s and its employees’ business operations and professional conduct. The Company has set up a dedicated compliance management department to effectively identify, assess and prevent the Company’s compliance risks and perform compliance management duties in accordance with the Company’s regulations and under the leadership of the chief compliance officer. There are dedicated compliance management personnel at the Company’s headquarters, and front-line compliance and risk control personnel in the relevant departments of the Company’s headquarters and in branch offices, who are responsible for compliance inspection, compliance training, compliance consulting, compliance review and compliance monitoring of each unit.

Section IV Corporate Governance, Environment and Society

The Company attaches great importance to compliance management and continuously improves the Group's compliance management system. In 2025, the Company focused on integration and consolidation, and systematically revised its corporate-level policies to promote the integration and consolidation of legal compliance lines from the aspects of systems, regulations and data. The Company also revised and promulgated the basic corporate compliance management system and a series of ancillary systems to provide a clear basis for the unified compliance management of the Group. Compliance management actively supported and empowered business development throughout the process to ensure the regulated development of core business and innovative industries. The Company strengthened the construction of compliance culture, carried out diversified compliance promotion and training, organized all employees to study and signed the new version of the employee compliance manual. The Company continued to strengthen investor protection efforts, innovated synergies and explored new mechanisms for investor protection. The Company also continued to advance the rule of law in the operation of state-owned enterprises, effectively carried out various works at grassroots legislative contact points, and fostered a positive legal culture.

(II) Compliance inspections

In 2025, the Company adhered to the problem-and-risk orientation, organized and carried out compliance inspections and put forward rectification suggestions based on the situation of key business operations and processes, and strictly urged the rectification of any problems and potential risks identified during the inspections.

(III) Inspection and audit work conducted

The Company carried out various audit and supervision work in an orderly manner in accordance with the requirements of regulatory documents such as the Provisions of Audit Institutions on Internal Audit and the Guidelines for Internal Audit of Securities Companies. After the completion of the Merger and restructuring with Haitong Securities, the Company has continued to optimize the internal audit system, operating procedures and information system, increased the investment in resources for audit informatization transformation, and improved the level of analysis and utilization of digital resources. During the Reporting Period, the audit department of the Company organized and implemented more than 380 audit projects of various types according to the principle of full coverage, and the audit targets covered the departments of the Company's headquarters, branches and subsidiaries. Through the above-mentioned audits, the Company inspected and evaluated the soundness and effectiveness of the compliance management, risk management and internal control of the auditees, and disclosed the main problems and risks, so as to promote the improvement of risk prevention awareness and management level of various departments, branches, and subsidiaries.

Section IV Corporate Governance, Environment and Society

XX. OTHERS

(I) Rights of Shareholders

The general meeting is the supreme authority of the Company. The Shareholders exercise their rights through the general meeting. The Company convenes and holds the general meetings in strict compliance with the Articles of Association and the Rules of Procedure of General Meetings and other relevant requirements to ensure that all Shareholders, especially minority Shareholders, are treated equally and can fully exercise their rights. The Company maintains a healthy and steady development in an orderly way under the restraints of the Articles of Association, thereby effectively protecting the interests of the Company and its Shareholders.

Pursuant to Article 76 of the Articles of Association, a majority of independent directors, the Audit Committee, or shareholders individually or jointly holding more than 10% of the Shares of the Company are entitled to propose to the Board to convene an extraordinary general meeting. The Board shall decide whether to agree or disagree to convene the extraordinary general meeting in accordance with the provisions of the Rules of Procedure of General Meetings; if the Board disagrees, the Audit Committee or shareholders individually or jointly holding more than 10% of the Shares of the Company for more than 90 consecutive days may convene the general meeting on their own in accordance with the provisions of the Rules of Procedure of General Meetings.

In addition, pursuant to Article 79 of the Articles of Association, when a general meeting is convened by the Company, the Board, the Audit Committee or shareholders individually or jointly holding 1% or more of the shares of the Company shall be entitled to raise proposals to the Company. Shareholders individually or jointly holding 1% or more of the shares of the Company may submit ad hoc proposed resolutions in writing to the convener of the general meeting 10 days before the convening of the general meeting. The convener shall issue a supplemental notice of the general meeting within 2 days upon receipt of the proposals and announce the contents thereof. Save as specified in the preceding paragraph, the convener, after issuing the notice and announcement of the general meeting, shall neither revise the proposals stated in the notice of general meetings nor add new proposals. The shareholders' general meeting shall neither vote nor make a resolution on any proposals that are not included in the notice or are inconsistent with the Articles of Association.

(II) Amendments to the Articles of Association

The Company convened the 2025 first extraordinary general meeting on 3 April 2025, at which the Resolution on Proposing to Consider the Amendments to the Articles of Association was considered and approved, and the amendments to the Articles of Association became effective on 3 April 2025. For details of the amendments, please refer to the circular dated 17 March 2025 as disclosed by the Company on the HKEXnews website of the Hong Kong Stock Exchange.

Section IV Corporate Governance, Environment and Society

The Company convened the 2024 annual general meeting on 29 May 2025, at which the Resolution on Proposing to Consider the Amendments to the Articles of Association was considered and approved, and the amendments to the Articles of Association became effective on 29 May 2025. For details of the amendments, please refer to the annual general meeting circular dated 9 May 2025 as disclosed by the Company on the HKEXnews website of the Hong Kong Stock Exchange.

Pursuant to the resolution passed at the 2024 annual general meeting, the Company completed the market entities registration change procedures in September 2025 and obtained the renewed Business License from the Shanghai Municipal Administration for Market Regulation. The Articles of Association of the Company shall be amended accordingly in respect of registered capital and terms of share capital. For details of the amendments, please refer to the announcement entitled Completion of Registration for the Change of Registered Capital and Proposed Amendments to the Articles of Association as disclosed on the HKEX news website of the Hong Kong Stock Exchange on 11 September 2025.

(III) Investor relations

The Company has always attached great importance to the return of investors, and has always been committed to enhancing the Company's long-term investment value by building the Company's intrinsic value-creating capabilities. The Company has also adopted various methods such as regular dividend distribution, mergers and acquisitions, equity incentives and share repurchase to promote the investment value to reasonably reflect the quality of the Company. At the same time, the Company attaches great importance to the management of investor relations, and has amended the Investor Relations Management System (《投資者關係管理制度》) and other related rules and regulations. The Company has set up an investor relations management platform with various communication channels such as on-site, telephone and Internet and various communication methods such as performance explanation sessions, road shows, an investor open day, reception of investors for survey and research, company website, investor hotline and e-mails, and through actively participating in e-interactive platform of the Shanghai Stock Exchange, participating in collective reception days for investors or results briefings, and attending investment strategies meetings or investment forums of sell-side institutions, and actively enhancing the interactive communication with investors, and thus increases the Company's transparency and ensures that investors could have timely, accurate and comprehensive understanding of the Company. Shareholders may make enquiries through emails, hotlines or by directly sending their letters to the Company's office address. The Company will properly and timely handle all enquiries.

Section IV Corporate Governance, Environment and Society

During the Reporting Period, the Company continued to enhance the initiative and pertinence of investor relationship management, opened up normalized and diversified communication channels, further deepened the communication with all parties in the market, actively delivered the Company's value and responded to investors' concerns. The Company held a total of nearly 50 various events, including analyst communication meetings, domestic and overseas roadshows and participation in the sell-side institutions strategy meetings, and met with approximately 450 institutions and more than 500 people. The Company organized and convened 3 video and online performance briefings, answered and replied more than 1,000 calls from investors, answered questions on the SSE E-interactive platform in a timely manner, and listened to investors' suggestions. The Company reviewed the investor relations activities carried out during the Reporting Period and expressed satisfaction with the implementation and effectiveness.

The Company will continue to further implement the requirements of the CSRC on promoting the investment value of listed companies and relevant requirements of the Guidelines for the Supervision and Administration of Listed Companies No. 10 – Market Value Management (《上市公司監管指引第 10 號——市值管理》). On the basis of continuously improving its intrinsic value creation capability and consolidating its core competitiveness, the Company has strengthened the understanding and recognition of the Company by domestic and overseas investors through active investor relationship management, effectively protected the legitimate rights and interests of investors, and studied and considered to further enrich the means of value operation and value realization, so as to actively improve the returns for investors.

Section IV Corporate Governance, Environment and Society

The communication between the Company and investors in 2025

Date of reception	Place of reception	Way of reception	Guests	Major topics discussed and information provided
9 January 2025	Shanghai	On-site communication	Investors invited to the Strategy Conference of Eastmoney Securities	Operation and development of regulatory policies, corporate strategies and investment management
13 February 2025	Shanghai	On-site communication	Investors invited to the Exchange Meeting of Shenwan Hongyuan for Listed Companies in the Spring of 2025	Operation and development of regulatory policies, corporate strategies, wealth management, investment banking and investment management
14 February 2025	Shanghai	On-site communication	Investors invited to the Strategy Conference of Kaiyuan Securities	Operation and development of regulatory policies, corporate strategies, wealth management and investment management
18 February 2025	Shanghai	On-site communication	Investors invited to the 2025 Spring Strategy Meeting of the Company	Operation and development of regulatory policies, corporate strategies, wealth management and investment banking
27 February 2025		Telephone communication	Investors invited to the Strategy Conference of GF Securities	Operation and development of corporate strategies, wealth management, investment banking, research and institutional business, trading investment and investment management
28 February 2025		Online communication	Investors invited to the Exchange meeting of Guolian Minsheng	Operation and development of regulatory policies, corporate strategies, wealth management and investment management
14 April 2025		Online communication	Investors attending the Company's 2024 Annual Results Presentation	Operation and development of corporate strategies
15 April 2025		Online communication	ICBC Credit Suisse Asset	Operation and development of regulatory policies, corporate strategies and wealth management
8 May 2025	Shanghai	On-site communication	Investors invited to the 2025 Mid-term Strategy Conference of Western Securities	Operation and development of regulatory policies, corporate strategies, wealth management, investment banking and investment management

Section IV Corporate Governance, Environment and Society

Date of reception	Place of reception	Way of reception	Guests	Major topics discussed and information provided
9 May 2025	Shanghai	On-site communication	Investors invited to the 2025 Mid-term Strategy Conference of Soochow Securities	Operation and development of regulatory policies, corporate strategies, wealth management and investment banking
13-14 May 2025	Shanghai	On-site communication	Institutional investors invited to the Roadshow of the Company	Operation and development of regulatory policies, corporate strategies, wealth management and investment banking
19-21 May 2025	Hong Kong	On-site communication	Institutional investors invited to the Roadshow of the Company	Operation and development of regulatory policies, corporate strategies and wealth management
28 May 2025	Shanghai	On-site communication	Investors invited to the 2025 Capital Markets Forum of CITIC Securities	Operation and development of the regulatory policy, corporation strategies, wealth management, investment banking and international business
28 May 2025	Shanghai	On-site communication	Investors invited to the 2025 Mid-term Strategy Conference of Founder Securities	Operation and development of the regulatory policy, corporation strategies, wealth management and investment banking
28 May 2025	Shanghai	On-site communication	Investors invited to the 2025 Mid-term Strategy Conference of Guolian Minsheng	Operation and development of regulatory policy, corporate strategies, wealth management, investment banking, research and institutional business, trading investment and investment management
5 June 2025	Shanghai	On-site communication	Investors invited to the 2025 Mid-term Strategy Conference of the Company	Operation and development of regulatory policy, corporate strategies, wealth management and investment banking
5 June 2025	Shanghai	On-site communication	Investors invited to the 2025 Mid-term Strategy Conference of Huatai Securities	Operation and development of regulatory policy, corporate strategies and wealth management
11 June 2025	Shanghai	On-site communication	Investors invited to the 2025 Mid-term Investment Strategy Conference of CICC	Operation and development of regulatory policy, corporate strategies, wealth management, investment banking, research and institutional business and trading investment

Section IV Corporate Governance, Environment and Society

Date of reception	Place of reception	Way of reception	Guests	Major topics discussed and information provided
12-13 June 2025	Beijing	On-site communication	Institutional investors invited to the Roadshow of the Company	Operation and development of regulatory policy, corporate strategies, wealth management and investment banking
13 June 2025	Beijing	On-site communication	Investors invited to the Summer Strategy Conference of Shenwan Hongyuan	Operation and development of regulatory policy, corporate strategies, wealth management, investment banking, research and institutional business and trading investment
18 June 2025	Shanghai	On-site communication	Investors invited to the 2025 Mid-term Capital Market Investment Summit of CSC Financial	Operation and development of regulatory policy, corporate strategies and wealth management
25 June 2025	Shanghai	On-site communication	Investors invited to the Mid-term Strategy Conference of China Galaxy Securities	Operation and development of regulatory policy, corporate strategies, wealth management, investment banking, research and institutional business and trading investment
16 July 2025		Online communication	DBS and its invited investors	Operation and development of corporate strategies, wealth management, research and institutional business and trading investment
27 August 2025	Shanghai	On-site communication	Investors invited to the Third Quarter Institutional Heavy Position Stock Exchange Meeting in 2025 of Zheshang Securities	Operation and development of corporate strategies, wealth management, investment banking, trading investment and investment management
28 August 2025	Shanghai	On-site communication	Investors invited to the 2025 Autumn Capital Forum and Closed-Door Exchange Meeting for Listed Companies of GF Securities	Operation and development of corporate strategies, wealth management, investment banking, research and institutional business and trading investment
1 September 2025		Telephone communication	Analysts and investors invited to the 2025 Interim Results Analyst Meeting of the Company	Operation and development of corporate strategies, wealth management, research and institutional business and trading investment

Section IV Corporate Governance, Environment and Society

Date of reception	Place of reception	Way of reception	Guests	Major topics discussed and information provided
3 September 2025	Shanghai	On-site communication	Listed Company Exchange Conference of Shenwan Hongyuan	Operation and development of corporate strategies, wealth management, investment banking and trading investment
4 September 2025	Shanghai	On-site communication	Investors invited to the Strategy Conference of Guosen Securities	Operation and development of corporate strategies, wealth management, research and institutional business and trading investment
12 September 2025		Online communication	Investors attending the Company's 2025 Interim Results Presentation	Operation and development of corporate strategies and wealth management
16 September 2025	Shanghai	On-site communication	Investors invited to the Strategy Conference of Industrial Securities	Operation and development of corporate strategies, wealth management, investment banking, research and institutional business, trading investment and investment management
24-25 September 2025	Shanghai	On-site communication	Institutional investors invited to the Roadshow of the Company	Operation and development of corporate strategies, wealth management, investment banking, research and institutional business and trading investment
15 October 2025	Shanghai	On-site communication	Investors invited to the Strategy Conference of Guolian Minsheng	Operation and development of corporate strategies, wealth management, investment banking, research and institutional business, trading investment and investment management
3 November 2025		Online communication	Investors attending the Company's 2025 Third Quarterly Results Presentation	Operation and development of regulatory policy, corporate strategies and wealth management
4 November 2025	Beijing	On-site communication	Investors invited to the 2026 Strategy Conference of the Company	Operation and development of corporate strategies, wealth management, investment banking, research and institutional business and trading investment

Section IV Corporate Governance, Environment and Society

Date of reception	Place of reception	Way of reception	Guests	Major topics discussed and information provided
4-5 November 2025	Beijing	On-site communication	Institutional investors invited to the Roadshow of the Company	Operation and development of corporate strategies, wealth management, investment banking, research and institutional business and trading investment
6 November 2025	Shanghai	On-site communication	Investors invited to the 2026 Strategy Summit of Soochow Securities	Operation and development of corporate strategies, wealth management, investment banking, research and institutional business and trading investment
10 November 2025		Telephone communication	BofA Securities and its invited investors	Operation and development of corporate strategies, wealth management, investment banking and trading investment
11 November 2025	Shenzhen	On-site communication	Investors invited to the CITIC Capital Markets Annual Meeting	Operation and development of corporate strategies, wealth management, investment banking and trading investment
11-13 November 2025	Guangzhou and Shenzhen	On-site communication	Institutional investors invited to the Roadshow of the Company	Operation and development of corporate strategies, wealth management, investment banking, research and institutional business and trading investment
18 November 2025	Beijing	On-site communication	PICC Asset	Operation and development of corporate strategies, wealth management, investment banking and trading investment
18 November 2025	Shanghai	On-site communication	Investors invited to the 2026 Capital Markets Summit of Zheshang Securities	Operation and development of corporate strategies, wealth management, investment banking, research and institutional business and trading investment
20 November 2025	Shanghai	On-site communication	Investors invited to the Strategy Conference of Shenwan Hongyuan	Operation and development of corporate strategies, wealth management, investment banking, research and institutional business and trading investment

Section IV Corporate Governance, Environment and Society

Date of reception	Place of reception	Way of reception	Guests	Major topics discussed and information provided
25-26 November 2025	Shanghai	On-site communication	Institutional investors invited to the Roadshow of the Company	Operation and development of corporate strategies, wealth management, investment banking, research and institutional business, trading investment and investment banking
28 November 2025	Beijing	On-site communication	Institutional investors invited to the Roadshow of the Company	Operation and development of corporate strategies, wealth management, investment banking, research and institutional business, trading investment and investment banking
2 December 2025	Shanghai	On-site communication	Zhonghui Life	Operation and development of corporate strategies, wealth management, investment banking, research and institutional business and trading investment
3 December 2025	Shanghai	On-site communication	Strategy Conference of Sinolink Securities	Operation and development of corporate strategies, wealth management, investment banking, research and institutional business and trading investment
4-5 December 2025	Shanghai	On-site communication	Institutional investors invited to the Roadshow of the Company	Operation and development of corporate strategies, wealth management, investment banking, research and institutional business, trading investment and investment banking
23 December 2025	Shanghai	On-site communication	Strategy Conference of Western Securities	Operation and development of corporate strategies, wealth management, investment banking, research and institutional business and trading investment

Section IV Corporate Governance, Environment and Society

(IV) Compliance with code on securities transactions by Directors and relevant employees

The Company has established the Measures for the Administration of the Holding and Changes in the Holding of the Shares by the Directors and Senior Management (《董事和高級管理人員持有本公司股份及其變動管理辦法》) (the “Administration Measures”), and has been constantly amending it in accordance with the latest regulatory requirements to regulate the holding and dealing of the Shares by the Directors and senior management of the Company. Compared with the mandatory requirements under the Model Code, the Administration Measures have adopted the standards prescribed in the Model Code as the code of conduct for securities transactions by Directors and relevant employees of the Company, and impose more stringent requirements. After making enquiries, all Directors, Supervisors (during their term of office) and senior management of the Company have confirmed that they had been in strict compliance with the Administration Measures and the Model Code throughout the Reporting Period. In May 2025, as considered and approved at the 2024 annual general meeting of the Company, the Company no longer has the Supervisory Committee or supervisors.

(V) Directors’ and auditors’ responsibilities for the financial statements

The Board has acknowledged its responsibility for preparing the annual report of the Group for the year ended 31 December 2025.

The Board is responsible for presenting a clear and fair assessment of the annual reports, interim reports, price-sensitive information and other disclosures as required by the Hong Kong Listing Rules and other regulatory rules. The management has provided the Board with all necessary explanations and information for the Board to make an informed assessment of the Group’s financial data and position for the Board’s consideration and approval.

The Company has not encountered any significant uncertainties or situations that might cause material doubt to the ability of continuous operations of the Company. In addition, the Company has arranged appropriate insurance coverage for potential legal actions and liabilities against the Directors and the senior management.

Section IV Corporate Governance, Environment and Society

(VI) Duty of the management

The management of the Company is engaged by the Board and is accountable to the Board. The management is mainly responsible for decision-making of the Board, daily operation management of the Company, the selection, hiring and management of internal staff and determination of staff remuneration. According to the Articles of Association, the duties of the Chief Executive Officer include directing the production and operation management of the Company, organizing to implement the resolution of the Board, and reporting to the Board; organizing and implementing the annual plan and investment plan; drafting the establishment plan of the internal management division; drafting the basic management system of the Company; formulating the specific rules of the Company; proposing the engagement or the dismissal of Vice President, Chief Financial Officer, Chief Information Officer and other senior management personnel (other than secretary to the Board, Chief Risk Officer, Chief Compliance Officer, General Legal Counsel and Chief Auditor); determining the engagement or dismissal of management personnel other than those who should be engaged or dismissed by the Board; implementing the requirements of the Board's cultural construction work and carrying out the Company's cultural construction work; other duties authorized by the Articles of Association or the Board.

(VII) Company secretaries

The joint Company secretaries of the Company are Mr. NIE Xiaogang and Ms. TSANG Wing Man. Mr. NIE Xiaogang also acts as the executive Director, vice president, the chief risk officer, the secretary to the Board of the Company and primary internal contact person of the Company. Ms. TSANG Wing Man is the manager of SWCS Corporate Services Group (Hong Kong) Limited. During the Reporting Period, Mr. NIE Xiaogang and Ms. TSANG Wing Man have both received more than 15 hours of relevant professional training.

(VIII) Compliance with relevant laws and regulations

As a public company listed on both Mainland China and Hong Kong, the Company operates in strict compliance with laws regulations and normative documents in the domestic and foreign places where the Shares of the Company are listed, including the Company Law, the Securities Law, the Regulations on Supervision and Administration of Securities Companies, the Rules for Governance of Securities Companies, the Code of Corporate Governance for Listed Companies in China, the Corporate Governance Code as set out in Appendix C1 to the Hong Kong Listing Rules and the Articles of Association. The Company established and perfected its rules and regulations to standardize the operation and was committed to maintaining and improving its good market image. Please see "X. Suspected Non-compliance with Laws and Regulations by and Penalties Imposed on the Company, its Directors, Senior Management, Controlling Shareholder and De facto Controller as well as Relevant Rectifications" in "Section V Significant Events" of the Report for punishment and public condemnation the Company has suffered during the Reporting Period.

Section IV Corporate Governance, Environment and Society

(IX) Administration of insider registration

In strict compliance with the Securities Law, the Guidelines for the Supervision and Administration of Listed Companies No. 5 – Registration Management System for Insiders of Listed Companies’ Inside Information (上市公司監管指引第 5 號 – 上市公司內幕信息知情人登記管理制度) issued by the CSRC, the Guidelines of Shanghai Stock Exchange No. 2 for the Application of Self-Regulation Rules for Listed Companies – Information Disclosure Management (《上海證券交易所上市公司自律監管指引第 2 號 – 信息披露事務管理》) issued by the Shanghai Stock Exchange and the Articles of Association, the Registration Management System for Insiders of Inside Information (《內幕信息知情人登記管理制度》) and other relevant laws and regulations, the Company has completed the registration and reporting of insiders who have access to inside information during the process of major events such as the repurchase of A-shares and the preparation of periodic reports, and there has been no abnormal fluctuation of the Company’s stock price arising from the leakage of inside information. The Registration Management System for Insiders of Inside Information regulates the confidentiality and registration of inside information and strengthens the confidentiality of inside information and the management of insiders; the Management System for Information Disclosure (《信息披露事務管理制度》) and the Management System for Investor Relations (《投資者關係管理制度》) maintains the principle of fairness for information disclosure; this mechanism covers all key control processes such as the generation, collection, transmission, review, confidentiality and fair disclosure of inside information and ensures the implementation of various systems by strengthening system training, standardizing work requirements, improving accountability and strengthening awareness of information disclosure.

Section V Significant Events

I. PERFORMANCE OF UNDERTAKINGS

(I) The undertakings made by the Company's de facto controller, Shareholders, related parties, acquirers and the Company and other related undertakers during the Reporting Period or subsisting during the Reporting Period

Backgrounds of undertakings	Types of undertakings	Undertaking parties	Contents of undertakings	Time of undertaking	Whether there is a performance period	Duration of undertakings	Whether undertakings were performed timely and strictly	Detailed reasons for not performing timely, if applicable	Next steps if undertakings were not performed timely
Undertakings related to initial public offering	Other	The Company	The undertaking of repurchasing shares and indemnifying investors' losses in the case of false disclosure	June 2015	Yes	Permanent	Yes	-	-
	Other	Directors and senior management of the Company	The undertaking of indemnifying investors' losses in the case of false disclosure	June 2015	Yes	Permanent	Yes	-	-
	Other	Shanghai SA	The undertaking of avoiding the competition with Guotai Junan in the same industry	June 2015	Yes	From the date of the initial public offering of the A Shares of Guotai Junan to the date on which it ceases to be the Company's controlling shareholder ^{Note 1}	Yes	-	-
	Other		The undertaking of indemnifying investors' losses in the case of false disclosure	June 2015	Yes	Permanent	Yes	-	-
	Other	International Group	The undertaking of avoiding the competition with Guotai Junan in the same industry	June 2015	Yes	From the date of the initial public offering of the A Shares of Guotai Junan to the date on which it ceases to be the Company's de facto controller ^{Note 1}	Yes	-	-

Section V Significant Events

Backgrounds of undertakings	Types of undertakings	Undertaking parties	Contents of undertakings	Time of undertaking	Whether there is a performance period	Duration of undertakings	Whether undertakings were performed timely and strictly	Detailed reasons for not performing timely, if applicable	Next steps if undertakings were not performed timely
	Other		The undertaking of avoiding the competition with Guotai Junan in the same industry (Non-Competition Arrangement)	April 2017	Yes	From the listing date of the H Shares of Guotai Junan to the date on which it ceases to be the Guotai Junan's controlling shareholder ^{Note 2}	Yes	-	-
	Other		The undertaking of indemnifying investors' losses in the case of false disclosure	June 2015	Yes	Permanent	Yes	-	-
Undertakings related to material asset restructuring	Other	The Company	The undertaking of providing true, accurate and complete information	October 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-
	Other		The undertaking that there will be no circumstances under which it is prohibited to issue shares to specific parties	October 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-
	Other		Explanation on compliance with laws and major litigations and arbitrations	October 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-
	Other		Explanation on the absence of any prohibition from participating in any material asset restructuring of listed companies	October 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-

Section V Significant Events

Backgrounds of undertakings	Types of undertakings	Undertaking parties	Contents of undertakings	Time of undertaking	Whether there is a performance period	Duration of undertakings	Whether undertakings were performed timely and strictly	Detailed reasons for not performing timely, if applicable	Next steps if undertakings were not performed timely
	Other		The Company issued a non-competition undertaking letter to Guotai Junan International, undertaking that it shall, within five years from the Closing, resolve any competition issues between the Company's relevant subsidiaries and Guotai Junan International and its subsidiaries ("CJ International Group") through methods in compliance with the applicable laws and regulations and permitted by relevant listing rules and relevant regulatory authorities (including but not limited to asset restructuring and business consolidation). The Company further undertook that, following the Completion, it shall not operate the Overlapping Businesses in a manner that would be less favourable to CJ International Group than under the current conditions	October 2024	Yes	From the date of signing and automatically terminate upon occurrence of any of the followings: (1) the shares of Guotai Junan International are no longer listed on the Hong Kong Stock Exchange; or (2) the Company (and its associates ^{Note 1}) is no longer a controlling shareholder of Guotai Junan International ^{Note 2}	Yes	-	-
	Other	Directors and senior management of the Company	The undertaking of providing true, accurate and complete information	October 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-
	Other		The undertaking of the shareholding reduction plan during the transaction	October 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-
	Other		Explanation on compliance with laws and major litigations and arbitrations	October 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-

Section V Significant Events

Backgrounds of undertakings	Types of undertakings	Undertaking parties	Contents of undertakings	Time of undertaking	Whether there is a performance period	Duration of undertakings	Whether undertakings were performed timely and strictly	Detailed reasons for not performing timely, if applicable	Next steps if undertakings were not performed timely
	Other		Explanation on the absence of any prohibition from participating in any material asset restructuring of listed companies	October 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-
	Other		The undertakings under dilution of current returns, remedial measure	November 2024	No	Permanent	Yes	-	-
	Other	Shanghai SA	The undertaking of providing true, accurate and complete information	October 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-
	Other		The undertaking of share lock-up	October 2024	Yes	Within 60 months from the date of the end of the issuance of the subscribed shares issued to raise ancillary funds	Yes	-	-
	Other		The undertaking of subscribing for shares issued to raise ancillary funds	October 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-
	Other		The undertaking of maintaining the independence of the listed company	October 2024	Yes	To the date on which it ceases to be the Company's controlling shareholder ^{Note 1}	Yes	-	-
	Other		Letter of undertaking on regulating matters with respect to related party transactions	October 2024	Yes	To the date on which it ceases to be the Company's controlling shareholder ^{Note 1}	Yes	-	-
	Other		The undertaking of avoiding the competition in the same industry	November 2024	Yes	To the date on which it ceases to be the Company's controlling shareholder ^{Note 1}	Yes	-	-
	Other		The undertaking of Guotai Juman's remedial measures in response to the dilution of current returns	November 2024	No	Permanent	Yes	-	-
	Other	Directors, supervisors and senior management of Shanghai SA	The undertaking of providing true, accurate and complete information	October 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-

Section V Significant Events

Backgrounds of undertakings	Types of undertakings	Undertaking parties	Contents of undertakings	Time of undertaking	Whether there is a performance period	Duration of undertakings	Whether undertakings were performed timely and strictly	Detailed reasons for not performing timely, if applicable	Next steps if undertakings were not performed timely
	Other		Explanation on compliance with laws and integrity	October 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-
	Other		Explanation on the absence of any prohibition from participating in any material asset restructuring of listed companies	October 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-
	Other	International Group	The undertaking of providing true, accurate and complete information	October 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-
	Other		The undertaking of maintaining the independence of the listed company	October 2024	Yes	To the date on which it ceases to be the Company's de facto controller ^{Note 1}	Yes	-	-
	Other		The undertaking of regulating related party transactions	October 2024	Yes	To the date on which it ceases to be the Company's de facto controller ^{Note 1}	Yes	-	-
	Other		The undertaking of avoiding the competition in the same industry	November 2024	Yes	To the date on which it ceases to be the Company's de facto controller ^{Note 1}	Yes	-	-
	Other		The undertaking of Guotai Junan's remedial measures in response to dilution of current returns	November 2024	No	Permanent	Yes	-	-
	Other		The undertaking of providing Guotai Junan Dissenting Shareholders with the right to have the shares acquired (Put Option, "收購請求權")	November 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-
	Other		Explanation on compliance with laws and integrity	November 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-
	Other	Directors, supervisors and senior management of International Group	The undertaking of providing true, accurate and complete information	October 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-

Section V Significant Events

Backgrounds of undertakings	Types of undertakings	Undertaking parties	Contents of undertakings	Time of undertaking	Whether there is a performance period	Duration of undertakings	Whether undertakings were performed timely and strictly	Detailed reasons for not performing timely, if applicable	Next steps if undertakings were not performed timely
	Other	International Group and its directors, supervisors and senior management	Explanation on the absence of any prohibition from participating in any material asset restructuring of listed companies	October 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-
	Other	International Group, Shanghai SA, Shanghai International Group Investment Co., Ltd. ^(Note 5) Shanghai International Group Asset Management Co., Ltd., Shanghai International Group Asset Operation Co., Ltd.	The undertaking of the principle opinions on the transaction and the share reduction plan	October 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-
	Other	Shanghai International Group (Hong Kong) Co., Ltd.	The undertaking of providing Guotai Junan Dissenting Shareholders with the Put Option	November 2024	Yes	As of the completion date of the material asset restructuring transaction ^{Note 3}	Yes	-	-

Note 1: The controlling shareholder and the de facto controller as referred to herein are as defined under the SSE Listing Rules.

Note 2: The controlling shareholder as referred to herein is as defined under the Hong Kong Listing Rules. Given that the Company completed the matters in relation to the Merger with Haitong Securities by way of absorption and share exchange and the raising of ancillary funds on 14 March 2025, International Group ceased to be the controlling shareholder of the Company under the Hong Kong Listing Rules, therefore, the letter of undertaking issued by International Group as the controlling shareholder was no longer effective.

Note 3: Material asset restructuring transaction is defined under the rules of the CSRC. The completion date of the material asset restructuring transaction was 14 March 2025.

Note 4: The associate as referred to herein is as defined under the Hong Kong Listing Rules.

Note 5: Formerly known as Shanghai SITICO Asset Management Co., Ltd. (上海上國投資資產管理有限公司) and renamed as Shanghai International Group Investment Co., Ltd. (上海國際集團投資有限公司).

Section V Significant Events

(II) If the Company makes any profit estimate on its assets or projects and the Reporting Period is in the profit estimate period, the Company's explanation on whether such profit estimate on assets or projects has been satisfied and reasons

☐ Satisfied ☐ Not Satisfied ☒ Not applicable

(III) Performance commitments

☐ Applicable ☒ Not applicable

Change of performance commitments

☐ Applicable ☒ Not applicable

Other explanations

☐ Applicable ☒ Not applicable

Section V Significant Events

II. APPROPRIATION OF FUNDS FOR NON-OPERATING PURPOSES BY CONTROLLING SHAREHOLDERS OR OTHER RELATED PARTIES DURING THE REPORTING PERIOD

☐ Applicable ☒ Not applicable

III. NON-COMPLIANT GUARANTEES

☐ Applicable ☒ Not applicable

IV. EXPLANATIONS OF THE BOARD ON “NON-STANDARD AUDIT OPINION REPORT” OF THE ACCOUNTING FIRM

☐ Applicable ☒ Not applicable

V. ANALYSIS AND EXPLANATION OF THE COMPANY ON CAUSES AND EFFECTS OF CHANGES IN ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES OR CORRECTIONS OF SIGNIFICANT ACCOUNTING ERRORS

(I) Analysis and explanation of the Company on causes and effects of changes in accounting policies and accounting estimates

For details, please refer to “Section VIII Financial Report Note 5. Changes in Accounting Policies.”

(II) Analysis and explanation of the Company on causes and effects of corrections of significant accounting errors

☐ Applicable ☒ Not applicable

(III) Communications with former accounting firm

☐ Applicable ☒ Not applicable

(IV) Approval procedures and other explanations

☐ Applicable ☒ Not applicable

Section V Significant Events

VI. APPOINTMENT AND DISMISSAL OF ACCOUNTING FIRMS

Unit: ten thousand yuan Currency: RMB

	Currently engaged accounting firm
Name of the domestic accounting firm	KPMG Huazhen LLP
Remuneration of the domestic accounting firm	410
Term of audit services provided by the domestic accounting firm	6
Name of certified public accountant of the domestic accounting firm	ZHANG Nan, YU Jingjing
Accumulated term of audit services provided by certified public accountants of the domestic accounting firms	ZHANG Nan (1 year), YU Jingjing (5 years)
Name of the overseas accounting firm	KPMG
Remuneration of the overseas accounting firm	320
Term of audit services provided by the overseas accounting firm	6

	Name	Remuneration
Accounting firm engaged for internal control audit	KPMG Huazhen LLP	60

Explanations on appointment and dismissal of accounting firms

The 2024 annual general meeting held by the Company considered and approved the resolution on renewal of engagement of auditing firms, approving the re-appointment of KPMG Huazhen LLP as the Company's external auditor to be responsible for the PRC GAAP statutory audit and internal control audit for 2025 and the re-appointed KPMG as the external auditor of the Company for 2025 to be responsible for IFRS relevant audit and review. The total amount of fees paid to the above accounting firms in respect of the provision of audit, review and other assurance services to the Group (including subsidiaries) in 2025 is RMB16.49 million.

There has been no change in the appointment of the external auditor of the Company for the three years ended 31 December 2025.

Explanation on change of accounting firm during the audit period

☐ Applicable ☒ Not applicable

Explanation on a decrease of more than 20% (inclusive) in audit fees as compared with the previous year

☐ Applicable ☒ Not applicable

Section V Significant Events

Service and fee of exterior auditor

Unit: million yuan Currency: RMB

	2025
Audit service	16.5
Non-audit service	5.6
Taxation consultation and compliance	1.0
Others	4.6
Total	22.1

VII. RISK OF DELISTING

(I) Reasons for delisting warning

☐ Applicable ☒ Not applicable

(II) Corresponding measures to be taken by the Company

☐ Applicable ☒ Not applicable

(III) Circumstances for delisting and reasons thereof

☐ Applicable ☒ Not applicable

VIII. BANKRUPTCY AND RESTRUCTURING RELATED MATTERS

☐ Applicable ☒ Not applicable

IX. MATERIAL LITIGATION AND ARBITRATION

☐ The Company was involved in material litigations and arbitrations during the year

☒ The Company was not involved in any material litigation and arbitration during the year

Section V Significant Events

X. SUSPECTED NON-COMPLIANCE WITH LAWS AND REGULATIONS BY AND PENALTIES IMPOSED ON THE COMPANY, ITS DIRECTORS, SENIOR MANAGEMENT, CONTROLLING SHAREHOLDER^{NOTE} AND DE FACTO CONTROLLER^{NOTE} AS WELL AS RELEVANT RECTIFICATIONS

1. In January 2025, the Company received the warning letter as an administrative regulatory measures against the Company issued by the CSRC Shanghai Bureau, due to improper trading activities, involving short selling shares of a listed company through securities lending while subscribing for the shares of such listed company under private issuance, as well as facilitating improper trading activities for customers during OTC derivative transactions and related business operations.

In response to the above issues, the Company has adopted the following rectification measures, including further improving its internal audit and control mechanisms; clarifying baseline requirements for business operations; enhancing proactive audit measures for customers assessed with higher compliance risks, enhancing proactive due diligence prior to engage in relevant OTC derivative businesses, and requiring such customers to provide compliance statements.

2. In May 2025, the Company received a disciplinary sanction of a notice of criticism imposed by the Shenzhen Stock Exchange due, to its failure to pay sufficient attention to the internal control deficiencies of the issuer, its inadequate audit on relevant conditions of the issuer, its failure to supervise the timely disclosure of special rights clauses in the valuation adjustment mechanism by the issuer, and other issues during its sponsorship for the initial public offering and listing on the ChiNext market of Zhongding Hengsheng Gas Equipment (Wuhu) Co., Ltd.

In response to the above issues, the Company has adopted the following rectification measures, including carrying out targeted training through typical case studies, project experience sharing, and business rule training, so as to continuously enhance the professional competence and risk awareness of its business personnel; strictly implementing the system for timely reporting of major project issues, strengthening project execution tracking, and improving its capabilities in managing project risks and quality; and raising the requirements for electronic working papers in project execution to strengthen the full cycle project management.

3. In July 2025, Haitong Futures Dalian Branch received an administrative regulatory measure of an order for rectification imposed by the CSRC Dalian Bureau, due to its failure to implement effective controls over the process of conference-related activities.

In response to the above issues, Haitong Futures promptly implemented rectifications, including suspending conference activities organised by the branch in cooperation with third-party institutions; further improving the relevant conference management mechanisms, and holding the responsible personnel strictly accountable.

Section V Significant Events

4. In August 2025, the Shanghai Putuo District Daduhe Road Securities Business Department of the Company received an administrative regulatory measure of the issuance of a warning letter by the Shanghai Bureau of the CSRC, due to its failure to strictly regulate the practice of its staff. In the course of conducting margin financing and securities lending business, the branch was found to have facilitated improper trading activities by clients involving the circumvention of underlying securities requirements in margin financing and securities lending transactions.

In response to the above issues, the Company implemented rectification measures, including strengthening ex-ante restrictions, in-process monitoring and ex-post risk handling regarding circumvention-related cash-out activities; strictly controlling margin financing and securities lending transactions involving such circumvention and further improved the management mechanism for credit granting and lending businesses; holding the responsible employees strictly accountable; carrying out staff education and communication to enhance the professionalism and compliance awareness of employees' practice and strengthening internal supervision and inspections.

5. In August 2025, HFT Investment received an administrative regulatory measure of the issuance of a warning letter by the Shanghai Bureau of the CSRC due to irregularities in the investment management of its private asset management business, insufficient active management in certain private asset management plans and inadequate implementation of the investment authority management system for its private asset management business.

In response to the above issues, HFT Investment has promptly carried out rectifications, including conducting serious internal accountability, strengthening compliance training, emphasising active management and improving the internal control measures for its private asset management business.

6. In November 2025, HuaAn Funds was found to have deficiencies in internal control management, investment management and sales management, and was therefore subject to administrative regulatory measures imposed by the Shanghai Bureau of the CSRC, including an order for rectification and the suspension of the acceptance of applications for the registration of fixed-income mutual fund products.

In response to the above issues, HuaAn Funds has promptly carried out rectifications, including holding the relevant responsible personnel accountable, improved the relevant internal control systems, strengthening the enforcement of such systems and further enhancing the management and compliance assessment of its practitioners.

Section V Significant Events

7. In December 2025, the Heilongjiang Branch of the Company was subject to an administrative regulatory measure of the issuance of a warning letter by the Heilongjiang Bureau of the CSRC due to inadequate employee management and other related issues.

In response to the above issues, the Company has promptly carried out the following rectifications, including conducting a comprehensive risk inspection across the area under its jurisdiction; further strengthening compliance controls; enhancing accountability and warning education to reinforce compliance management responsibilities at all levels.

Note: The controlling shareholder and the de facto controller used herein have the meanings ascribed to them under the SSE Listing Rules.

XI. THE CREDIT STATUS OF THE COMPANY, ITS CONTROLLING SHAREHOLDERS^{NOTE} AND DE FACTO CONTROLLER^{NOTE} DURING THE REPORTING PERIOD

During the Reporting Period, there was no failure to comply with any effective court judgement or to settle any material debts that have fallen due by the Company, Shanghai SA (controlling shareholder of the Company) or International Group (de facto controller of the Company).

Note: The controlling shareholder and the de facto controller used herein have the meanings ascribed to them under the SSE Listing Rules.

XII. MATERIAL RELATED PARTY TRANSACTIONS

(I) Related party transactions relating to daily operations

1. Matters disclosed in ad hoc announcements without subsequent progress or change

☐ Applicable ☒ Not applicable

Section V Significant Events

2. Matters disclosed in ad hoc announcements with subsequent progress or change

(1) Continuing connected transactions under the Hong Kong Listing Rules

The Group conducts connected transactions based on the principles of equity, openness and fairness in strict accordance with the Hong Kong Listing Rules, the Policy on Information Disclosure Management and the Policy on Management of Related Party Transactions. The continuing connected transaction agreements are entered into at market prices based on the principles of equality, voluntariness, equivalence and compensation.

The Group conducts continuing connected transactions primarily with International Group and its associates, HuaAn Funds and its subsidiaries:

- a) As at the date of this annual report, International Group directly and indirectly holds an aggregate of 20.40% interest in the Company. Accordingly, International Group is a substantial shareholder of the Company. Therefore, International Group and/or its associates constitute connected persons of the Company under the Hong Kong Listing Rules.

Based on an analysis of the types and basic contents of the continuing connected transactions that may currently and in the future occur between the Group and International Group and/or its associates in the ordinary course of their respective daily businesses, the Company has classified such connected transactions into two categories according to their nature, namely securities and financial products transactions, and financial services. On 29 December 2022, the 14th extraordinary meeting of the sixth session of the Board approved the Company to enter into the “Securities and Financial Products Transactions and Services Framework Agreement for 2023 to 2025” with International Group, pursuant to which the parties agreed on the contents of the continuing connected transactions for the period from 2023 to 2025 and set annual caps for the transaction amount. For further details, please refer to the announcement of the Company dated 29 December 2022 published by the Company on the HKEXnews website of the Hong Kong Stock Exchange.

Section V Significant Events

During the Reporting Period, the Group carried out continuing connected transactions pursuant to the relevant framework agreement entered into by the Company and International Group, and strictly complied with the applicable pricing basis for relevant transactions. The transaction amounts and transaction scope did not exceed those contemplated under the framework agreement. The proposed annual cap and the actual transaction amount for 2025 are set out below:

Unit: million yuan Currency: RMB

	Proposed annual cap for 2025	Actual transaction amount for 2025
Securities and financial products transactions		
Inflow	1,785.04	339.04
Outflow	1,687.16	1,327.29
Financial services		
Revenue generated by the Group	261.62	13.85
Fees paid by the Group	44.21	2.33

The original framework agreement has expired on 31 December 2025. The Company and the International Group renegotiated the annual caps for the continuing connected transactions in respect of securities and financial products transactions and services for the years 2026 to 2028, and clarified matters including the scope of continuing connected transactions and related services, pricing basis and control procedures, and formulated the “Securities and Financial Products Transactions and Services Framework Agreement for 2026 to 2028” (the “New International Group Framework Agreement”). The seventh meeting of the seventh session of the Board of the Company considered and approved the New International Group Framework Agreement on 30 October 2025. The connected Directors, ZHOU Jie, GUAN Wei, ZHONG Maojun, CHEN Hangbiao and LV Chunfang, abstained from voting in accordance with the relevant laws and regulations and the Company’s internal rules. The independent non-executive Directors of the Company issued their independent opinions. As at the date of the Report, the New International Group Framework Agreement has been duly executed and has become effective. For further details, please refer to the announcement of the Company dated 30 October 2025 published by the Company on the HKEXnews website of the Hong Kong Stock Exchange.

Section V Significant Events

- b) 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 Guotai Junan Investment Management Co., Ltd. (“GTJA Investment”) and 100% equity interests in Shanghai International Group Investment Co., Ltd. (“International Investment”). Accordingly, each of GTJA Investment and International Investment is an associate of International Group as defined under the Hong Kong 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.

Based on an analysis of the types and basic contents of the continuing connected transactions that may currently and in the future occur between the HuaAn Funds and its subsidiaries (“HuaAn Funds Group”) and the Group in the ordinary course of their respective daily businesses, the Company has classified such connected transactions into two categories according to their nature, namely securities and financial products transactions, and financial services. On 29 December 2022, the 14th extraordinary meeting of the sixth session of the Board approved the Company to enter into the “Securities and Financial Products Transactions and Services Framework Agreement for 2023” with HuaAn Funds, pursuant to which the parties agreed on the contents of the continuing connected transactions for 2023 and set the annual cap for the transaction amount. On 30 November 2023, at the 2023 second extraordinary general meeting of the Company, the Shareholders approved the Company to enter into the “Securities and Financial Products Transactions and Services Framework Agreement for 2023-2025” with HuaAn Funds, pursuant to which the annual caps for the continuing connected transactions for 2023 were adjusted, and the scope and annual caps of the continuing connected transactions for the years 2024 and 2025 were set up. For further details, please refer to the announcements of the Company dated 29 December 2022 and 20 October 2023 and the circular of the Company dated 13 November 2023 published by the Company on the HKEXnews website of the Hong Kong Stock Exchange.

Section V Significant Events

During the Reporting Period, the Group carried out continuing connected transactions pursuant to the relevant framework agreement entered into by the Company and HuaAn Funds and strictly complied with the applicable pricing principles basis for relevant transactions.

The transaction amounts and transaction scope did not exceed those contemplated under the framework agreement. The proposed annual cap and the actual transaction amount for 2025 are set out below:

Unit: million yuan Currency: RMB

	Proposed annual cap for 2025	Actual transaction amount for 2025
Securities and financial products transactions		
Inflow	17,088.34	3,315.70
Outflow	23,956.51	5,446.61
Financial services		
Revenue generated by the Group	272.47	77.50
Fees paid by the Group	58.52	5.15

The original framework agreement expired on 31 December 2025. The Company renegotiated with HuaAn Funds the annual caps for the continuing connected transactions in respect of securities and financial products transactions and services for the years 2026 to 2028, and clarified matters including the scope of continuing connected transactions and related services, pricing basis and control procedures, and formulated the “Securities and Financial Products Transactions and Services Framework Agreement for 2026 to 2028” (the “New HuaAn Funds Framework Agreement”). The seventh meeting of the seventh session of the Board of the Company considered and approved the New HuaAn Funds Framework Agreement on 30 October 2025. The connected Directors, ZHOU Jie, GUAN Wei, ZHONG Maojun, CHEN Hangbiao and LV Chunfang, abstained from voting in accordance with the relevant laws and regulations and the Company’s internal rules. The independent non-executive Directors of the Company issued their independent opinions. On 29 December 2025, as approved at the 2025 second extraordinary meeting of the Company, the Company has entered into the “Securities and Financial Products Transactions and Services Framework Agreement for 2026 to 2028” with HuaAn Funds.

For further details, please refer to the announcements of the Company dated 30 October 2025 and the circular dated 5 December 2025 published by the Company on the HKEXnews website of the Hong Kong Stock Exchange.

Section V Significant Events

According to the Rule 14A.55 of the Hong Kong Listing Rules, the independent non-executive Directors of the Company have reviewed the abovementioned continuing connected transactions and confirmed that such transactions have been entered into:

- 1) in the ordinary and usual course of business of the Group;
- 2) on normal commercial terms or better; and
- 3) conducted in accordance with the relevant transaction agreements, the terms of which are fair and reasonable and in the interests of the Shareholders of the Company as a whole.

The auditor of the Company has been engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised), *Assurance Engagements Other than Audits or Reviews of Historical Financial Information*, issued by the Hong Kong Institute of Certified Public Accountants, with reference to Practice Note 740, *Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules*. According to Rule 14A.56 of the Hong Kong Listing Rules, the auditor of the Company has issued an unqualified letter on the results of its review of the Group's continuing connected transactions disclosed in this annual report and the conclusions thereon, the details of which are as follows:

- 1) nothing has come to their attention that may cause them to believe that the disclosed continuing connected transactions have not been approved by the Board of the Company;
- 2) in respect of the continuing connected transactions which involve the products and services by the Company, nothing has come to their attention that may cause them to believe that these transactions are not, in all material respects, in accordance with the pricing policy of the Group;
- 3) nothing has come to their attention that may cause them to believe that these transactions are not entered into, in all material respects, in accordance with the relevant agreements governing these transactions;
- 4) with respect to the total amounts for such continuing connected transactions, nothing has come to their attention that may cause them to believe the disclosed continuing connected transactions have exceeded the annual caps set by the Company.

Section V Significant Events

The related party transactions set out in Note 75 to the consolidated financial statements in the Report do not constitute non-exempt connected transactions under Chapter 14A of the Hong Kong Listing Rules, except that the related party transactions between the Group and the International Group and its associates, and HuaAn Funds and its subsidiaries constituted connected transactions and/or continuing connected transactions under Chapter 14A of the Hong Kong Listing Rules, and the Company has complied with all applicable requirements under Chapter 14A of the Hong Kong Listing Rules in this regard. Save as disclosed in this annual report, during the Reporting Period, the Company did not have any connected transaction which was disclosable in accordance with the requirements under Chapter 14A of the Hong Kong Listing Rules.

(2) Routine related party transactions under the SSE Listing Rules

The Company conducts related party transactions in strict compliance with the SSE Listing Rules, the Policy on Information Disclosure Management and the Policy on Management of Related Party Transactions. The Group's related party transactions are conducted based on the principles of equity, openness and fairness, and the related party transactions agreements are entered into at market prices based on the principles of equality, voluntariness, equivalence and compensation.

During the Reporting Period, the Group carried out routine related party transactions according to the Resolution Relating to the Estimation of Routine Related Party Transactions of the Company in 2025, which was considered and approved at the 2024 annual general meeting of the Company.

The disclosure of related-party transactions set forth in this section is based on the SSE Listing Rules, and may differ from the amounts of related party transactions in the notes to the financial statements (prepared in accordance with the Accounting Standards for Business Enterprise).

Section V Significant Events

1) Major related party transactions relating to routine operations

① Interest received from related parties

Unit: yuan Currency: RMB

Names of related parties	Contents of related party transactions	Amount for the current period	Amount for the last period
SPD Bank	Interest income from deposits in financial institutions, reverse repo and bonds	297,929,796	224,469,520

② Interest paid to related parties

Unit: yuan Currency: RMB

Names of related parties	Contents of related party transactions	Amount for the current period	Amount for the last period
Shanghai Rural Commercial Bank	Interest expense on bank loans, financial assets sold under repurchase agreements, bonds, placements from other financial institutions and client margin	59,628,160	8,316,580
SPD Bank	Interest expense on bank loans, bonds, income certificate, financial assets sold under repurchase agreements, placements from other financial institutions and client margin	275,670,534	51,606,160

③ Operation and management fees paid to related parties

Unit: yuan Currency: RMB

Names of related parties	Contents of related party transactions	Amount for the current period	Amount for the last period
SPD Bank	Service fees for third-party fund depository, sales of products and custody and financing	25,609,613	18,296,313
China Pacific Insurance (Group) Co., Ltd.	Fees for leasing, insurance	20,772,894	–

Section V Significant Events

④ Gains from holding and disposal of derivatives transactions with related parties

Unit: yuan Currency: RMB

Investment gains

Names of related parties	Contents of related party transactions	Amount for the current period	Amount for the last period
SPD Bank	Interest rate swaps, precious metal forwards, precious metal swaps, precious metal options, foreign exchange swaps, foreign exchange options	957,727,224	-25,449,980
Shanghai Guosheng (Group) Co., Ltd.	Income swaps	-36,655,660	-

Gains/Losses on fair value changes

Names of related parties	Contents of related party transactions	Amount for the current period	Amount for the last period
SPD Bank	Interest rate swaps, precious metal forwards, precious metal swaps, precious metal options, foreign exchange swaps, foreign exchange options	67,425,560	-237,347,041
Shanghai Guosheng (Group) Co., Ltd.	Income swaps	15,320,000	-

2) Balances with related parties

① Balances of deposits with related parties

Unit: yuan Currency: RMB

Names of related parties	Balances at the end of the period	Balances at the beginning of the period
SPD Bank	24,438,273,661	9,798,411,057
Shanghai Rural Commercial Bank	384,194,271	4,258

Section V Significant Events

② Balances of financial assets held under resale agreements

Unit: yuan Currency: RMB

Names of related parties	Balances at the end of the period	Balances at the beginning of the period
SPD Bank	283,057,463	49,002,819

③ Balances of the bonds issued by related parties held by the Company

Unit: yuan Currency: RMB

Names of related parties	Balances at the end of the period	Balances at the beginning of the period
SPD Bank	1,902,676,022	3,393,060,930
Shanghai Securities	101,890,599	30,865,977
Shanghai Rural Commercial Bank	149,137,010	–

④ Balances of financial assets sold under repurchase agreements

Unit: yuan Currency: RMB

Names of related parties	Balances at the end of the period	Balances at the beginning of the period
SPD Bank	377,052,431	616,728,698
Shanghai Rural Commercial Bank	–	100,006,301

Section V Significant Events

⑤ Balances of accounts payable

Unit: yuan Currency: RMB

Names of related parties	Balances at the end of the period	Balances at the beginning of the period
Shanghai Guosheng (Group) Co., Ltd.	139,600,000	–

⑥ Balances of holding income certificates issued by the Group

Unit: yuan Currency: RMB

Names of related parties	Balances at the end of the period	Balances at the beginning of the period
SPD Bank	10,832,739,726	–

⑦ Balances of placements from other financial institutions and borrowings

Unit: yuan Currency: RMB

Names of related parties	Balances at the end of the period	Balances at the beginning of the period
SPD Bank	6,178,471,672	1,708,898,609
Shanghai Rural Commercial Bank	2,100,555,378	–

⑧ Balance of derivative transactions with related parties

Unit: yuan Currency: RMB

Names of related parties	Balances at the end of the period	Balances at the beginning of the period
Derivative financial assets		
SPD Bank	608,629,482	6,950,579
Derivative financial liabilities		
SPD Bank	919,416,137	3,975,131
Shanghai Guosheng (Group) Co., Ltd.	54,633,425	–

Section V Significant Events

- ⑨ Accounts payable to brokerage customers with related parties

Unit: yuan Currency: RMB

Names of related parties	Balances at the end of the period	Balances at the beginning of the period
Shanghai State-owned Assets Management Co., Ltd.	8,160,418	143,316,691
Shanghai Securities	105,203,807	121,280,389

3. Matters not disclosed in ad hoc announcements

☐ Applicable ☒ Not applicable

(II) Related party transactions relating to acquisition or disposal of asset or equity interests

1. Matters disclosed in ad hoc announcements without subsequent progress or change

☐ Applicable ☒ Not applicable

2. Matters disclosed in ad hoc announcements with subsequent progress or changes

☐ Applicable ☒ Not applicable

3. Matters not disclosed in ad hoc announcements

☐ Applicable ☒ Not applicable

4. If performance covenant is involved, the fulfilment of the business performance undertaking during the Reporting Period shall be disclosed

☐ Applicable ☒ Not applicable

Section V Significant Events

(III) Significant related party transactions relating to joint external investments

1. Matters disclosed in ad hoc announcements without subsequent progress or change

☐ Applicable ☒ Not applicable

2. Matters disclosed in ad hoc announcements with subsequent progress or changes

☐ Applicable ☒ Not applicable

3. Matters not disclosed in ad hoc announcements

☐ Applicable ☒ Not applicable

(IV) Creditor's rights and debts pertaining to related party transactions

1. Matters disclosed in ad hoc announcements without subsequent progress or change

☐ Applicable ☒ Not applicable

2. Matters disclosed in ad hoc announcements with subsequent progress or change

☐ Applicable ☒ Not applicable

3. Matters not disclosed in ad hoc announcements

☐ Applicable ☒ Not applicable

(V) Financial transactions between the Company and affiliated financial companies, Company controlled financial companies and the related parties

☐ Applicable ☒ Not applicable

Section V Significant Events

(VI) Other matters

1. In March 2025, the Company merged with Haitong Securities by way of share exchange and absorption through the issuance of 5,985,871,332 A Shares to all A share-exchange shareholders of Haitong Securities (treasury shares were also involved in the exchange) and the issuance of 2,113,932,668 H Shares to all H share-exchange shareholders of Haitong Securities. The share exchange ratio was that every one Haitong A Share shall be exchanged for 0.62 A Shares of the Company or every one Haitong H Share shall be exchanged for 0.62 H Shares of the Company, and the Company issued 626,174,076 A Shares to Shanghai SA to raise ancillary funds of RMB10 billion (the “Placement”). Shanghai SA is the controlling shareholder^{Note} of the Company. According to relevant requirements of laws and regulations as well as normative documents such as Article 21 of the Measures for the Administration of Material Asset Restructurings of Listed Companies and Rule 6.3.3 of the SSE Listing Rules, the Placement constituted related party transactions of the Company. According to the Hong Kong Listing Rules, Shanghai SA is a wholly-owned subsidiary of International Group, a substantial shareholder of the Company, therefore, the Placement constituted a connected transaction of the Company under Chapter 14A of the Hong Kong Listing Rules.

On 13 March 2025, the Company had completed the Placement. The issue price per Placement A Share under the Placement was RMB15.97. The net price per Placement A Share was approximately RMB15.95. The date of the subscription agreement was 9 October 2024, a trading day on which the A Shares were suspended from trading and had not been resumed, therefore the closing price of A Shares on the last trading day (i.e. 5 September 2024) before suspension was RMB14.70 per share. The gross proceeds from the Placement were approximately RMB10 billion, and the net proceeds were approximately RMB9,984,811,320.75. For details of the use of the net proceeds, please refer to “XIV. Explanation on Progress of Use of the Proceeds” under this section. The Placement enabled the Company to proactively capture strategic opportunities in the capital market, further consolidate the capital strength and risk resistance capacity, so as to improve its comprehensive competitive strength and better meet the requirements for the development of securities companies industry under the current circumstances. For details, please refer to the announcements dated 9 October 2024 and 13 March 2025, respectively, and the circular dated 22 November 2024 published by the Company on the HKEXnews website of the Hong Kong Stock Exchange.

Note: The controlling shareholder as referred to herein is as defined under the SSE Listing Rules.

Section V Significant Events

2. On 13 March 2025, during the Merger with Haitong Securities through share exchange and absorption, the Company issued 7,797,923 A Shares to HuaAn Funds in exchange for its total holding of 12,577,295 A shares of Haitong Securities, based on the exchange ratio of 0.62 A Shares of the Company for each A share of Haitong Securities. The Company holds 51% of the equity interest in HuaAn Funds, making it a subsidiary of the Company. As International Group, the Company's substantial shareholder, owns in aggregate more than 10% of the equity interest in HuaAn Funds through its associates, HuaAn Funds is considered a connected subsidiary of the Company under the Hong Kong Listing Rules. The issuance of shares by the Company to HuaAn Funds (as a shareholder of Haitong Securities) constitutes a connected transaction. The Company has been granted by the Hong Kong Stock Exchange a waiver from strict compliance with the requirements under Rules 14A.36 and 14A.39 of the Hong Kong Listing Rules regarding shareholders' approval, the establishment of an independent board committee, and the appointment of an independent financial adviser. For further details, please refer to the announcement dated 13 March 2025 and the circular dated 22 November 2024 published by the Company on the HKEXnews website of the Hong Kong Stock Exchange.
3. In accordance with the relevant requirements of the Administrative Measures for the Overseas Establishment, Acquisition and Equity Participation of Securities Companies and Securities Investment Fund Management Companies issued by the CSRC, the transactions between the Company and its overseas subsidiaries are hereby disclosed as follows: At the end of 2025, the Company's assets accounted for internal transactions amounted to RMB32,666 million, involving monetary funds, receivables, financial assets held under resale agreements, derivative financial assets, refundable deposits, held-for-trading financial assets and other assets. The Company's liabilities accounted for internal transactions amounted to RMB32,666 million, involving agency fees for trading of securities, held-for-trading financial liabilities, long-term borrowings, derivative financial liabilities and payables.

XIII. MATERIAL CONTRACTS AND THE PERFORMANCE THEREOF

(I) Custody, contracting and leasing

1. Custody

☐ Applicable ☒ Not applicable

2. Contracting

☐ Applicable ☒ Not applicable

3. Leasing

☐ Applicable ☒ Not applicable

Section V Significant Events

(II) Guarantees

Unit: yuan Currency: RMB

External guarantees provided by the Company (excluding guarantees for subsidiaries)	
Total amount of the guarantees during the Reporting Period (excluding guarantees for subsidiaries)	–
Total balance of guarantees at the end of the Reporting Period (A) (excluding guarantees for subsidiaries)	–
Guarantees provided by the Company and its subsidiaries for subsidiaries	
Total amount of the guarantees for subsidiaries during the Reporting Period	12,943,229,042
Total balance of guarantees for subsidiaries at the end of the Reporting Period (B)	37,238,963,142
Total amount of guarantees provided by the Company (including guarantees provided for subsidiaries)	
Total amount of guarantees (A+B)	37,238,963,142
Total amount of guarantees as a percentage of the net assets attributable to equity holders of the Company (%)	11.27
Including:	
The amount of guarantees offered to the Shareholders, de facto controller and their related parties (C)	–
The amount of debt guarantees directly or indirectly offered to the guaranteed with a gearing ratio exceeding 70% (D)	37,238,963,142
The total amount of guarantees exceeding of 50% of net assets (E)	–
The sum of the three items above (C+D+E)	37,238,963,142
Remark on the joint settlement responsibilities in relation to premature guarantees	–

Section V Significant Events

Remark on the guarantees

1. On 12 April 2021, Guotai Junan Holdings Limited, an overseas wholly-owned subsidiary of the Company, established the offshore medium-term note scheme. The Company, as the guarantor, provided an unconditional and irrevocable guarantee for all repayment obligations of each medium-term note issued under the offshore medium-term note scheme. As at the end of the Reporting Period, the aggregate balance of guarantees for the remaining medium-term notes under the aforesaid offshore medium-term note scheme was USD2.455 billion.
2. On 31 May 2022, Haitong Bank, S.A., an overseas wholly-owned subsidiary of the Company, issued USD150 million bonds with a maturity of 5 years and an interest rate of 4%. At that time, Haitong Securities, as the guarantor, entered into a guarantee agreement, providing an unconditional and irrevocable guarantee for all repayment obligations of Haitong Bank under this bond issuance. The Company assumed the aforementioned guarantee obligations due to its Merger with Haitong Securities. As at the end of the Reporting Period, the balance of the guarantee of the above-mentioned bonds amounted to USD162 million.
3. On 20 April 2023, Haitong International Finance Holdings Limited, an overseas wholly-owned subsidiary of the Company, issued RMB4.0 billion bonds with a maturity of 3 years and an interest rate of 3.4%. At that time, Haitong Securities, as the guarantor, entered into a guarantee agreement, providing an unconditional and irrevocable guarantee for all repayment obligations of Haitong International Finance Holdings Limited under this bond issuance. The Company assumed the aforementioned guarantee obligations due to its Merger with Haitong Securities. As at the end of the Reporting Period, the balance of the guarantee of the above-mentioned bonds amounted to RMB4.204 billion.

Section V Significant Events

4. On 26 April 2023, Haitong International Finance Holdings Limited, an overseas wholly-owned subsidiary of the Company, established the offshore medium-term note scheme. At that time, Haitong Securities, as the guarantor, provided an unconditional and irrevocable guarantee for all repayment obligations of each medium-term note issued under the offshore medium-term note scheme. The Company assumed the aforementioned guarantee obligations due to its Merger with Haitong Securities. As at the end of the Reporting Period, the aggregate balance of guarantees for the remaining medium-term notes under the aforesaid offshore medium-term note scheme was RMB6.621 billion.
5. On 23 July 2025, Haitong Bank, S.A., an overseas wholly-owned subsidiary of the Company, entered into a syndicated loan agreement of USD450 million with a term of 5 years and floating interest rates. The Company, as the guarantor, entered into the Syndicated Loan Agreement, providing an unconditional and irrevocable guarantee in respect of all the repayment obligations of Haitong Bank under the Syndicated Loan. As at the end of the Reporting Period, the balance of the guarantee for the aforesaid Syndicated Loan amounted to USD262 million.
6. On 17 May 2021, Haitong UT Brilliant Limited, an overseas wholly-owned subsidiary of Haitong UT, established the offshore medium-term note scheme. Haitong UT, as the guarantor, provided an unconditional and irrevocable guarantee for all repayment obligations of each medium-term note issued under the offshore medium-term note scheme. As at the end of the Reporting Period, the aggregate balance of guarantees for the remaining medium-term notes under the aforesaid offshore medium-term note scheme was RMB2.163 billion.

Section V Significant Events

7. On 10 November 2025, Guotai Junan Holdings Limited, an overseas wholly-owned subsidiary of the Company, issued HK\$3.88 billion exchangeable bonds with a maturity of 7 years and zero interest rate. Guotai Haitong Financial Holdings, as the guarantor, provided an unconditional and irrevocable guarantee for all repayment obligations of Guotai Junan Holdings Limited under this bond issuance. As at the end of the Reporting Period, the balance of the guarantee for the aforesaid bonds amounted to HK\$3.88 billion.
8. On 11 December 2025, Guotai Junan Holdings Limited, an overseas wholly-owned subsidiary of the Company, issued RMB500 million bonds with a maturity of 364 days and an interest rate of 1.8%. Guotai Haitong Financial Holdings, as the guarantor, provided an unconditional and irrevocable guarantee for all repayment obligations of Guotai Junan Holdings Limited under this bond issuance. As at the end of the Reporting Period, the balance of the guarantee for the aforesaid bonds amounted to RMB513 million.

Note: During the Reporting Period, in accordance with the trading practices in the international market, the Company's overseas subsidiaries, namely Guotai Haitong Financial Holdings, Guotai Junan International, Haitong International and their subsidiaries, provided guarantees to their wholly-owned subsidiaries, mainly including:

Section V Significant Events

1. Guotai Junan International provided guarantees to banks for the business operations of its wholly-owned subsidiary, with limits of guarantees of HK\$4.25 billion and RMB55 million, respectively. As at the end of the Reporting Period, the balance of the above guarantees was nil.
2. Haitong International provided guarantees to banks for the commencement of business operations of its wholly-owned subsidiary, with limits of guarantees of HK\$50 million. As at the end of the Reporting Period, the balance of the above guarantees was nil.
3. Guotai Haitong Financial Holdings, Guotai Junan International, Haitong International and their subsidiaries signed a number of International Derivatives Framework Agreements (ISDAs), Global Master Repurchase Agreements (GMRAs), Precious Metal Leasing Agreements (gold loan agreement), Global Master Securities Lending Agreements (GMSLA) and other agreements to provide guarantees, some of which are unlimited. The above guarantees were given in accordance with the international banking industry and capital market practices and required for the normal operation of the business. The risk attribute of the guarantees is different from the debt financing guarantees. The Company implements strict risk control over the business exposure limits. Since the guarantors are limited liability companies, the ultimate substantive repayment risk of such guarantees will also be limited to the net assets of each guarantor.

(III) Other material contracts

☐ Applicable ☒ Not applicable

XIV. EXPLANATION ON PROGRESS OF USE OF THE PROCEEDS

(1) Overall use of proceeds

☒ Applicable
 ☐ Not applicable

Unit: RMB

Source of proceeds	Time of receipt of proceeds	Gross proceeds	Net proceeds (1)	Total committed investment of proceeds in the prospectus or the offering circular (2)	Total excess proceeds (3)=(1)-(2)	Total amount of the aggregate proceeds invested as at the end of the Reporting Period (4)	Including: Total aggregate excess proceeds invested as at the end of the Reporting Period (%) (5)	The progress of the aggregate excess proceeds invested during the Reporting Period (%) (6)=(4)/(1)	The progress of the aggregate excess proceeds invested during the Reporting Period (%) (7)=(5)/(3)	The proceeds invested during the Year (8)	The proportion of the proceeds invested during the Year (%) (9)=(8)/(1)	Total amount of proceeds with change of use
Placing of A Shares	28 February 2025	10,000,000,000.00	9,984,811,320.75	Not more than RMB10 billion	-	6,200,263,934.44	-	N/A	-	6,200,263,934.44	N/A	-
Total	/	10,000,000,000.00	9,984,811,320.75	Not more than RMB10 billion	-	6,200,263,934.44	-	/	/	6,200,263,934.44	/	-

Other explanations

☐ Applicable
 ☒ Not applicable

Section V Significant Events

Section V Significant Events

(II) Details of proceeds raised and investment projects

1. Detailed use of proceeds

Unit: RMB

Source of proceeds	Project name	Project nature	Whether it is a committed investment project in the prospectus or the offering circular	Whether it involves a change in investment direction	Total Amount of the aggregate proceeds invested as at the end of the Reporting Period (2)	The progress of the Total aggregate proceeds utilised as of the end of the Reporting Period (%)	Whether the progress is in line with the investment planned progress	Specific reasons for the failure of investment progress as planned	Whether there has been a significant change in the realized benefits or research and feasibility of the project, if so, please specify	Balance
Placing of A Shares	The Company absorbed and merged Haitong Securities by way of share swap and raised ancillary funds	International business: the proceeds will be used for the development of the surviving company's international business, continue to cultivate cross-border financial advantages, enhance international competitiveness, and have advantages in participating in global competition, cooperation and resource allocation	Yes	No	10,000,000.00	3,011,801,446.15 ^{50%}	No	Expected timeline for use of unutilized proceeds	Benefit achieved during the year	N/A
			No more than RMB3 billion		10,000,000.00	N/A	Expected to be fully utilised no later than March 2030	N/A	N/A	N/A

Section V Significant Events

Source of proceeds	Project name	Project nature	Whether it is a committed investment project in the prospectus or the offering circular	Whether it involves a change in investment direction	Total amount of the aggregate proceeds invested as at the end of the Reporting Period (2)	The progress of the Total aggregate unutilised proceeds invested as at the end of the Reporting Period (3) = (2)/(1)	Whether the investment progress is in line with the planned progress	Specific investment reasons for the progress	Whether there has been a significant change in the realized benefits or feasibility of the project, if so, please specify	Balance
Placing of A Shares	The Company absorbed and merged Haitong Securities by way of share swap and raised ancillary funds	Trading and investment business including but not limited to the development of equity business, fixed-income securities, currency and commodity business, increasing efforts in the development of over-the-counter derivatives and other customer business, investment in market making business, and enhancement of comprehensive customer service capabilities and product innovation capabilities.	Yes	No	3,013,633,750.01 ^{100e}	0.00	N/A	Yes	N/A	N/A
				Not more than RMB3 billion	3,013,633,750.00 ^{100e}	N/A	Yes	N/A	N/A	N/A
Placing of A Shares	The Company absorbed and merged Haitong Securities by way of share swap and raised ancillary funds	Digital transformation and construction including but not limited to strengthening the construction of information system, promoting the comprehensive digital transformation of investment banks, improving the level of digital and intelligent wealth management and enhancing digital operation capabilities, promoting the construction of digital service platforms, improving the development of mobile application terminals, optimizing the Robo-Advisor system and increasing investment in FinTech applications.	Yes	No	176,630,104.43 ^{100e}	837,988,474.51 ^{100e}	N/A	Expected to be fully utilised no later than March 2030	Yes	N/A
				Not more than RMB1 billion	176,630,104.43 ^{100e}	N/A	No	N/A	N/A	N/A

[illegible]

2. Details of the use of excess proceeds

☐	Applicable	✓	Not applicable

Section V Significant Events

(III) Changes or termination of fundraising and investment activities during the reporting period

☐ Applicable ☒ Not applicable

(IV) Other uses of proceeds during the Reporting Period

1. Use of proceeds for initial investment and replacement of investment projects

☐ Applicable ☒ Not applicable

2. Use of idle proceeds for temporary replenishment of liquidity

☐ Applicable ☒ Not applicable

3. Cash management and investment in related products of idle proceeds

☐ Applicable ☒ Not applicable

4. Others

☐ Applicable ☒ Not applicable

(V) Concluding opinions of intermediary institutions on special inspection and assurance on the deposit and use of proceeds

Upon verification, the independent financial adviser is of the view that: the deposit and use of the proceeds raised by the Company in 2025 shall comply with the Regulatory Rules for Raised Funds of Listed Companies, the Guidelines No. 1 for the Application of Self-regulatory Rules of Companies Listed on the Shanghai Stock Exchange – Standard Operation, the Measures for the Administration of the Use of Proceeds of Guotai Haitong Securities Co., Ltd. and other relevant regulations. The Company has deposited and used the proceeds in a special account, and performed the relevant information disclosure obligations in a timely manner. There was no change or disguised change of the use of the proceeds and damage to the interests of the shareholders, and there was no other illegal use of the proceeds.

KPMG Huazhen LLP considers the Special Report on the Depository, Management and Actual Use of Proceeds of the Company is prepared in compliance with the requirements under the Regulatory Rules for Raised Funds of Listed Companies (CSRC Announcement [2025] No.10) issued by the CSRC and the Guidelines No. 1 for the Application of Self-regulatory Rules of Companies Listed on the Shanghai Stock Exchange – Standard Operation issued by the Shanghai Stock Exchange and relevant specifications in all material aspects. It also factually reflects the depository, management and actual use of proceeds of the Company for 2025 in all material aspects.

Section V Significant Events

Explanation on the abnormal situation of verification

☐ Applicable ☒ Not applicable

(VI) Subsequent rectification of unauthorized change of use of proceeds and illegal misappropriation of proceeds

☐ Applicable ☒ Not applicable

XV. OTHER SIGNIFICANT EVENTS THAT HAVE A SIGNIFICANT IMPACT ON THE VALUE JUDGMENTS AND INVESTMENT DECISIONS MADE BY INVESTORS

1. Changes in qualifications for each individual business during the Reporting Period

During the Reporting Period, the Company obtained the qualification for central bond lending and inherited qualification of member of fund rating agency of Asset Management Association of China. Please refer to “Business Qualifications for Each Individual Business of the Company” in “I – Company Information” in “Section II – Company Profile” of the Report for details.

2. Issuance and payment of bonds

(1) Payment of bonds by the Company

In January 2023, the Company issued the corporate bonds “Guotai Junan Securities 2023 Corporate Bonds (First Tranche) (Type II)” of RMB3 billion, with a term of 3 years. In January 2026, the bonds matured and the Company repaid all the bonds.

In February 2023, the Company issued the corporate bonds “Haitong Securities 2023 Corporate Bonds (First Tranche) (Type II)” of RMB3 billion, with a term of 3 years. In February 2026, the bonds matured and the Company repaid all the bonds.

In February 2023, the Company issued the corporate bonds “Guotai Junan Securities 2023 Corporate Bonds (Second Tranche) (Type II)” of RMB4.5 billion, with a term of 3 years. In February 2026, the bonds matured and the Company repaid all the bonds.

In March 2023, the Company issued the corporate bonds “Haitong Securities 2023 Corporate Bonds (Second Tranche) (Type II)” of RMB1.7 billion, with a term of 3 years. In March 2026, the bonds matured and the Company repaid all the bonds.

Section V Significant Events

In March 2025, the Company issued the corporate bonds “Guotai Junan Securities 2025 Short-term Corporate Bonds (First Tranche) (Type II)” of RMB3.5 billion, with a term of 1 year. In March 2026, the bonds matured and the Company repaid all the bonds.

In February 2025, the Company issued the corporate bonds “Guotai Junan Securities 2025 Subordinated Bonds (Second Tranche) (Type I)” of RMB0.7 billion, with a term of 393 days. In March 2026, the bonds matured and the Company repaid all the bonds.

In March 2023, the Company issued the corporate bonds “Haitong Securities 2023 Corporate Bonds (Third Tranche) (Type II)” of RMB2.7 billion, with a term of 3 years. In March 2026, the bonds matured and the Company repaid all the bonds.

In October 2024, the Company issued the corporate bonds “Guotai Junan Securities 2024 Subordinated Bonds (Second Tranche) (Type I)” of RMB1 billion, with a term of 516 days. In March 2026, the bonds matured and the Company repaid all the bonds.

3. Material contracts

During the Reporting Period, except for the related party transactions disclosed, the Company or its subsidiaries did not have any material contract with its controlling shareholder or its subsidiaries nor was there any material contract for the provision of services to the Company or any of its subsidiaries by its controlling shareholder or any of its subsidiaries (which would be required to be disclosed under Appendix D2 to the Hong Kong Listing Rules).

4. Management contracts

During the Reporting Period, no contracts were entered into and subsisted pursuant to which, the management and administration of the whole or substantial parts of the business of the Company were undertaken by individuals or entities (other than the service contracts with Directors or the fulltime employees of the Company).

5. Permitted indemnity provision

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force during the Reporting Period. The Company has arranged appropriate insurance coverage for potential legal actions and liabilities against the Directors and the Senior Management.

Section V Significant Events

6. Tax reduction and exemption

(1) Holders of A Shares

In accordance with the Notice on Issues Regarding the Implementation of Differentiated Individual Income Tax Policies on Dividends and Bonuses of Listed Companies (《關於實施上市公司股息紅利差別化個人所得稅政策有關問題的通知》) (Cai Shui〔2012〕No. 85) and the Notice on Issues Regarding the Differentiated Individual Income Tax Policies on Dividends and Bonuses of Listed Companies (《關於上市公司股息紅利差別化個人所得稅政策有關問題的通知》) (Cai Shui〔2015〕No. 101) issued jointly by the Ministry of Finance, the State Administration of Taxation and CSRC, for dividends obtained from a listed company by an individual investor, if the duration of the shareholding starting from the date when the individual investor obtained the company's share and ending on the record date is more than one year, the personal income tax on the dividends thus obtained shall be exempted for the time being. If the duration of the shareholding starts from the date when the individual investor obtained the company's share and ending on the record date is less than one year (inclusive), the listed company shall, in respect of the individual income tax thereof, refrain from withholding and paying such tax for the time being, subject to adjustments to be made in accordance with the Notice at the time when the individual investor transfers his/her respective shares.

Individual that are shareholders of resident companies shall pay income tax on their cash dividends by themselves.

For QFII, listed companies are required to withhold and pay enterprise income tax at the rate of 10% pursuant to the requirements of the Notice Concerning the Relevant Issues on the Withholding and Payment of Enterprise Income Tax Relating to the Payment of Dividends, Bonuses and Interests by PRC Resident Enterprises to QFII (《國家稅務總局關於中國居民企業向 QFII 支付股息、紅利、利息代扣代繳企業所得稅有關問題的通知》) (Guo Shui Han〔2009〕No. 47) issued by the State Administration of Taxation. QFII shareholders expecting tax concessions should apply to the competent tax authority for tax rebates according to the relevant rules and regulations after receiving the dividends.

Section V Significant Events

In accordance with the Notice on Tax Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (《財政部國家稅務總局證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》) (Cai Shui [2014] No. 81), for dividend and bonus incomes obtained by investors (including enterprises and individuals) in the Hong Kong market from investment in A shares listed on the SSE, the implementation of differentiated taxation based on the term of shareholding is suspended before Hong Kong Securities Clearing Company Limited meets the conditions of providing identification, term of shareholding and other specific data of investors to the CSDC. The income taxes thereof are withheld and paid by the listed company at the rate of 10%, which should be duly declared to the governing tax authority. For Hong Kong investors who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises or individuals may apply to the competent tax authorities for the entitlement of the rate under such tax treaty or entrust a withholding to do so. Upon approval by the tax authorities, the amount paid in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

(2) Holders of H Shares

In accordance with the Notice of the PRC State Administration of Taxation on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045 (《國家稅務總局關於國稅發[1993] 045 號文件廢止後有關個人所得稅徵管問題的通知》) (Guo Shui Han [2011] No. 348), dividends received by overseas residents for their personal holding of shares issued by domestic non-foreign invested enterprises in Hong Kong shall be subject to the payment of individual income tax under the “interest, dividend and bonus income” item, which shall be withheld by the withholding agents according to relevant laws. Such overseas residents that are individual owners of shares issued by domestic non-foreign invested enterprises in Hong Kong shall be entitled to the relevant preferential tax treatment pursuant to the provisions in the tax treaties signed between the countries where they reside and China, or the tax arrangements between Mainland and Hong Kong (Macau) SAR. The tax rate for dividends under the relevant tax agreements and tax agreements is 10% in general. For the purpose of simplifying tax administration, domestic non-foreign-invested enterprises issuing shares in Hong Kong may, upon payment of dividends, generally withhold individual income tax at the rate of 10%, without the need to file an application. If the tax rate for dividends is not equal to 10%, the following provisions shall apply: (1) for residents of countries that have signed lower than 10% tax rate treaties, the withholding agents may file applications on their behalf for the relevant agreed preferential tax treatments, under which circumstances the over-withheld tax amounts will be refunded upon approval by the tax authorities; (2) for residents of countries that have signed higher than 10% but lower than 20% tax rate treaties, the withholding agents shall withhold individual income tax at the agreed tax rate effective at the time of dividends payment, without the need to file an application; and (3) for residents of countries without tax agreements or under other situations, the withholding agents shall withhold individual income tax at 20% upon payment of dividends.

Section V Significant Events

In accordance with the Notice of the State Administration of Taxation on the Issues Concerning Withholding Enterprise Income Tax on Dividends Paid by Chinese Resident Enterprises to H Shareholders that are Nonresident Overseas Enterprises (《關於中國居民企業向境外 H 股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) (Guo Shui Han [2008] No. 897), a PRC resident enterprise, when paying dividends to H shareholders that are non-resident overseas enterprises for 2008 and subsequent years, shall withhold enterprise income tax at a uniform rate of 10%.

In accordance with the Notice on Tax Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets 《財政部國家稅務總局證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》 (Cai Shui [2014] No. 81) issued by the Ministry of Finance, the State Administration of Taxation and the SFC, for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the individual income tax shall be paid in accordance with the aforementioned regulations. For dividends received by domestic enterprise investors from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall not withhold and pay the income tax for such dividends and those domestic enterprise investors shall report and pay the relevant tax on their own. Meanwhile, for the dividends obtained by domestic resident enterprises from holding relevant H shares for a consecutive 12-month period, the corporate income tax shall be exempted according to laws.

Under the current practice of the Hong Kong Inland Revenue Department, no tax is payable in Hong Kong in respect of dividends paid by the Company.

Shareholders of the Company are taxed and/or enjoy tax exemption in accordance with the aforementioned regulations.

Section V Significant Events

7. Completion of the Merger with Haitong Securities through share exchange and absorption and the Placement

During the Reporting Period, pursuant to the approval of the CSRC regarding the consent for the registration of Guotai Junan Securities Co., Ltd. merging with Haitong Securities Co., Ltd. by way of absorption and the raising of ancillary funds, the approval for Guotai Junan Securities Co., Ltd. merging with Haitong Securities Co., Ltd. by way of absorption, the change of major shareholder and de facto controller of HFT Investment Management Co., Ltd., the change of major shareholder of Fullgoal Fund Management Co., Ltd., and the change of major shareholder and de facto controller of Haitong Futures Co., Ltd. (CSRC Approval [2025] No. 96), approval is granted for Guotai Junan Securities merging with Haitong Securities by way of absorption involving the issuance of shares (the “Merger”) and raising ancillary funds (the “Placement”).

On 14 March 2025, Guotai Junan and Haitong Securities entered into the closing agreement for share exchange and merger by absorption which sets forth, from the Closing date of the Merger (i.e., 14 March 2025), the post-merger company shall succeed and will assume all assets, liabilities, businesses, employees, contracts, qualifications and all other rights and obligations of Haitong Securities (“Closing”). On 14 March 2025, the Company completed the closing of the Share Exchange pursuant to the Merger.

8. Events subsequent to the Reporting Period

Save as disclosed in note 79 to the Financial Report in the Report, the Company had no material events subsequent to the end of the financial year and up to the date of the Report.

Section V Significant Events

XVI.IMPLEMENTATION OF THE ACTION PLAN OF “ENHANCING QUALITY, INCREASING EFFICIENCY AND EMPHASIZING RETURNS” IN 2025

In 2025, the Company has earnestly advanced the implementation of the action plan of “Enhancing Quality, Increasing Efficiency and Emphasizing Returns”, achieving notable progress and commendable results. The notable achievements realised are as follows:

(I) Adeptly balancing functionality and profitability, and continuously enhancing the quality and efficiency of services in support of economic and social development

Focusing on “Five Major Areas”. In the realm of technology finance, the Company strengthened the synergy of “investment, investment banking and investment research”, cumulatively establishing a matrix of a science & technology innovation themed fund amounting to nearly RMB70 billion. The Company was among the first batch of securities firms to issue sci-tech innovation bonds, with new investment in hard technology exceeding RMB6 billion. The Company facilitated equity financing of RMB43.5 billion for 36 science and innovation enterprises, ranking among the top three in the industry for both the number and value of sci-tech innovation bond underwritings. It has developed a systematic research service capability through the establishment a “one institute, one academy (一所一院)” system, undertaking more than 60 government research projects. In the realm of green finance, the Company has systematically enhanced its green finance service capabilities across financing, investment, trading, cross-border, and risk management functions. Its cumulative carbon finance transaction volume reached nearly 100 million tonnes, maintaining an industry-leading position, while the number and value of green bond underwritings both rank second in the industry. The Company’s MSCI ESG and WIND ESG ratings have consistently remained at the highest levels globally and within the industry. For inclusive finance, the Company accelerated the transformation of wealth management. The combined average monthly active users on the retail customer service platform are 15.70 million, ranking first in the industry. The holdings of products and asset allocation as a buyer increased by 27% and 148% as compared to the end of last year, respectively. The first 818 Wealth Management Festival following the Merger was successfully held, establishing a benchmark industry practice for “AI + inclusive finance”. The underwriting scale of inclusive-themed bonds, such as bonds for small and micro enterprises and rural revitalization bonds, ranked among the top three in the industry. In respect of pension finance, the pension business management scale of Fullgoal Fund and HFT Investment has exceeded RMB800 billion in total, with 27 products included in the “Private Pension Fund Directory”. The Company remained industry-leading in terms of the number of partner banks for individual pension-linked accounts and the launch rate of agency sales of individual pension fund products. In respect of digital finance, the Company promoted the joint venture in establishing Shanghai Guozhi Technology Co.,Ltd. (上海國智技術有限公司) to promote the creation a first class new asset management service platform with Chinese characteristics; further advanced the development of “digitalization, data-driven operations and intelligentization”, with positive progress achieved in the development of 14 key platforms and 16 shared capability centres.

Section V Significant Events

Actively contributing to Shanghai's "Five Centers" initiatives. The Company supported Shanghai in strengthening its "four core functions" by participating in the development of an integrated "equity-bond-loan-insurance-investment" product system for municipal financial enterprises. It launched the "Guozhi Science Financing (國智科融)" product package 1.0, providing comprehensive financial services across the entire business chain for technology and innovation enterprises. The Company also jointly launched cross-border financial solutions in collaboration with SPD Bank and China Pacific Insurance and initiated the establishment of an "M&A Alliance". Together with Bank of China and China Pacific Insurance, it released the cross-border financial services solution G-FIRST 2.0, supporting the global expansion of industrial and supply chains. The Company maintained a leading industry position in market share for commodity futures and financial futures transactions, contributing to enhancing the influence of the "Shanghai Pricing". It actively supported the sustained and healthy development of Shanghai's economy by providing equity and bond financing services to 130 Shanghai-based enterprises, with an underwriting scale exceeding RMB370 billion, ranking first in the industry.

Thoroughly implementing the "investor-centric" philosophy. The Company has established a sound investor rights protection system and promoted the deepening and strengthening of investor education initiatives, with investor education bases and branches serving as the front-line of service delivery. A series of online and offline activities have been organised, including key thematic campaigns such as the "3.15 Investor Protection Education and Publicity Month" and the "5.15 National Investor Protection Publicity Day", thereby enhancing investors' sense of gain and satisfaction through tangible outcomes. The Company has received an A rating in the "Securities Companies' Investor Education Work Assessment" for four consecutive years.

Supporting the Enhancement of the quality of listed companies. The Company earnestly performed its duties as a gatekeeper to strictly control the IPO entry, focused on strengthening its industrial service capacities, consistently improved sponsorship expertise and due diligence standards, consolidated the construction of a quality control compliance system, and strengthened accountability across the entire chain, so as to comprehensively improve the quality of investment banking practice. Simultaneously, the Company actively expanded its comprehensive services, such as share buy-back and shareholding increase, merger, acquisition and restructuring, financial advisory, equity incentives and enterprise wealth management. It launched 73 new equity incentive projects, supported a broad range of enterprises in enhancing their ESG ratings, thus driving listed companies to consistently strengthen market value management and increase investment value.

Making solid progress in advancing the high-quality development of three major customer service systems for retail, institutional and corporate customers. Adhering to the client-first philosophy, the Company continued to improve its one-stop comprehensive financial services, built a synergistic service model and integrated value measure system tailored to three types of customers, continuously released the synergistic effect of platforms such as the industrial alliance, institutional sales alliance and ETF ecosystem. The efforts of "expanding customer base, broadening coverage, improving quality, and increasing efficiency" have driven the expansion of client operations. The number of retail clients surged to first in the industry, with coverage effectively extending to all key institution clients. Both the coverage and outreach capabilities for corporate clients were significantly improved.

Section V Significant Events

(II) Accelerating the advancement of “online, data-driven and intelligent” development, continuously strengthening the leading edge in digital and intelligent technology

Comprehensively enhancing digital and intelligent capabilities. Guided by the vision of fully transforming into a “SMART Investment Bank”, the Company has leveraged platform advantages to continuously promoting the intelligent upgrade of its three customer service systems. For retail clients, the Jun Hong (君弘) APP was upgraded, shifting the service model from standard offerings to intelligent and customised solutions, with registered users surpassing 45 million. For institution clients, the Company accelerated the construction of a one-stop professional investor service platform. Monthly active users on the Daohe (道合) platform and the Smart Investment Research (智慧投研) platform increased significantly, while transaction volume of quantitative trading, QFII transactions and domestic bond swaps increased substantially. For corporate clients, the Company expanded the investment banking whole process digital and intelligence applications based on large models, launched the unified investment banking AI platform “Zhijian” (智鑑), which significantly enhanced the level of intelligent applications and digital intelligence in investment banking. Platform-based strategies underpinned the international expansion of the Company, with new technologies such as blockchain deployed across all business lines, and a notable increase in monthly active users of Jun Hong Global (君弘全球通). Digital technologies have greatly improved operational and management efficiency of the Company, noticeably reduced account opening times, and substantially improved processing efficiency across multiple scenarios, including real-time clearing, investment banking compliance review and risk warning. The Company’s digital intelligence capability maturity assessment ranks first in the industry.

Deepening the exploration and application of the value of data elements. The Company has established an enterprise-level database to achieve comprehensive data aggregation and full-scale data classification and grading. The real-time management cockpit indicators have been strengthened, promoting scientific and precise operational decision-making, and enabling seamless integration of revenue and other key data from underlying accounting to performance assessment and allocation. The Group’s integrated digital business development service platform, OneLink, has been comprehensively upgraded to provide frontline staff with a unified platform that supports the entire business development cycle and full-spectrum client management. This digital closed-loop management approach has markedly enhanced the organizational and collaborative efficiency of branches. Adhering to data governance-driven standardized operations, the Company has realised risk management with greater transparency, fortified the protection of personal information, and was successfully approved as the first entity in Shanghai to apply for a facial recognition technology.

Section V Significant Events

Pioneering large-scale and full-scenario application of AI large models. Firmly implementing the “All in AI” strategy, the Company launched the industry’s first 100-billion parameter multi-modal and securities-focused large model – Junhong Lingxi (君弘靈犀). Through the innovative private deployment “1+N” application architecture, the Company has established an industry-unique, full-chain systematic framework characterised by model controllability, content reliability, output dependability and professional service. It leads the comprehensive in-depth application of large models, and achieved full-scenario, large-scale deployment across multiple business and management domains. Practical results are outstanding: it became the first in the industry to introduce customer service powered by large models, launched the industry’s first next-generation fully AI-powered intelligent APP Lingxi (靈犀) and completed its 2.0 upgrade, marking Lingxi’s transformative leap from mere investment tool to an intelligent companion.

Consistently adhering to a technology-driven approach to support business innovation and transformation. During the year, the Company newly received eight provincial and ministerial-level science and technology awards, and ahead of schedule completed the full unification of the core trading systems, business rules and client services following the Merger. Leveraging the largest low-latency trading system in the industry, with internationally leading technical indicators, the Company provides clients with a millisecond-level trading experience. By steadfastly reinforced its security bottom line, the Company achieved a 100% uptime rate for both the retail client systems and core trading systems. Through a high-level technological self-reliance and strength, the Company has steadfastly safeguarded its high-quality development.

Section V Significant Events

(III) Comprehensively deepening “intensification, cost reduction, quality improvement and efficiency enhancement” to effectively empower high-quality business development

A sound strategic management mechanism. The Company has revised its strategic planning management measures and formed a closed-loop management process covering research and evaluation, formulation and release, publicity and implementation, and assessment and adjustment. It has established a strategic planning framework comprising “overall plan + two thematic plans + 16 business management unit sub-plans + 30 branch sub-plans,” strengthened a linkage with annual operational management, and given full play to its leading role in enhancing the Company’s core competitiveness and achieving high-quality development.

Enhanced level of refined management. The Company has improved its management accounting system to further improve the standardization and refinement of expense management and control, and continued to strengthen expense budget management. Oriented to enable high-quality balance sheet expansion, the Company optimized the Group’s capital asset allocation, focused on key areas to strengthen resource assurance, improved the efficiency of capital use, and reduced ineffective expenditures. The Company consolidated the Group’s reserves of credit and financing facilities, managed liquidity well, continued to optimize the interest rate policy for internal funds, and refined and enabled the development of various businesses.

Strengthening group-based and intensive management. The Company has undertaken the shared finance work of all outlets through the finance shared centre to improve the efficiency of intensive operation; effectively improved the standardization and efficiency of procurement management, with the centralized procurement amount accounting for more than 80%. The Company continued to improve the management mechanism of its branches, improved the service efficiency of centralized operation, and solidly promoted the standardization of branches and the systematic reform of investment consulting. The Company also revised the measures for the management of subsidiaries, improved the corporate governance structure, and strengthened the vertical management or overall management of major functional departments.

Firmly establishing the three lines of defence for business units, compliance and risk control and internal audit. The Company continuously optimized and improved its compliance and risk control management mechanism, strengthened control over key areas, and improved the indicator system and early warning and prediction. The Company has been awarded the Class A and Grade AA by the CSRC for 18 consecutive years, the highest rating in the practical assessment of cultural development in the industry for 5 consecutive years, and maintains the highest international credit rating of a PRC-funded securities company.

Section V Significant Events

(IV) Improving the corporate governance system and laying a solid foundation for high-quality development

With the core objectives of “Enhancing Quality, Increasing Efficiency and Emphasizing Returns”, the Company continuously optimised its governance structure, reinforced its governance foundation and elevated its governance capabilities. These efforts laid a solid foundation for high-quality development of the Company and created long-term sustainable value for shareholders. In 2025, the Company completed the re-election of the seventh session of the Board in accordance with laws and regulations. The composition of the members of the new session of the Board was conducive to further optimizing the professional background and industry experience coverage, and adjusting the members of the Strategy and ESG committee, Audit Committee, Remuneration, Appraisal and Nomination Committee and Risk Control Committee under the Board to strengthen the allocation of professional fields and enhance the forward-looking capability of the Board on major strategic and risk-related matters of the Company. Pursuant to the requirements the Company Law, the Company has amended the Articles of Association to abolish the Supervisory Committee and include the functions and powers of the Supervisory Committee in the Audit Committee of the Board, which is headed by independent directors, and has employee director as a member of the Audit Committee. The Company has refined the functions and composition of the Audit Committee, streamlined governance levels, and improved supervisory efficiency. The Company has coordinated internal and external resources to provide comprehensive induction training for new Directors and continuous training for Directors to improve their ability to perform their duties. The Company also strengthened the advisory function of each special committee of the Board, and continued to improve the Board’s strategic decision-making and strategy management ability. In 2025, the Company convened a total of 6 meetings for the Strategy and ESG committee, 7 meetings for the Remuneration, Appraisal and Nomination Committee, 5 meetings for the Audit Committee and 5 meetings for the Risk Control Committee. The Company thoroughly implemented the requirements of the Administrative Measures for Independent Directors of Listed Companies, and further improved the mechanism for special meetings of independent Directors and the workflow for duty performance of independent Directors. A total of 4 special meetings of independent Directors were convened, giving full play to the functions of independent directors. The Company adhered to the in-depth integration of Party leadership and corporate governance, and firmly fulfilled to the responsibilities and mission of the Board of “setting strategies, guiding directions and preventing risks”. The Company coordinated and balanced support for the effective management and control by major shareholders with the protection of interests of minority shareholders, and promoted the comprehensive implementation of corporate strategies, quality and efficiency improvement and continuous enhancement in value creation through high-level corporate governance, thus laying a solid foundation for the Company’s steady and long-term high-quality development.

Section V Significant Events

(V) Strengthening communication and paying attention to the demands of shareholders and the voices of investors

The Company has always adhered to the “investor-oriented” philosophy, continuously improved the investor relationship management system, improved the quality of information disclosure at home and abroad, and actively delivered the corporate value. The Company continued to deepen its communication with stakeholders such as shareholders, investors and analysts through domestic and overseas roadshows, attending sell-side institutional investment strategy meetings or investment forums, and receiving analysts’ surveys, so as to enhance the initiative and effectiveness of investor relationship management. The Company actively participated in the online results briefings, carefully answered calls from investors, maintained smooth and diversified communication channels, expanded the coverage of investor services, increased the transparency of the Company, and ensured that investors can understand the Company’s situation in a timely, accurate and comprehensive manner, while continuously implementing and improving the protection mechanism for minority investors.

(VI) Prioritizing shareholder returns and enhancing investor satisfaction

The Company has always attached great importance to the return of investors, and is committed to enhancing the long-term investment value of the Company by building the Company’s intrinsic value creation capability. The Company comprehensively uses various methods such as normalized dividend distribution, merger and acquisition and restructuring, equity incentives and share repurchases to promote the Company’s investment value to reasonably reflect the Company’s quality, and to create a “long-term, stable and sustainable” return mechanism for shareholders’ value. In order to protect the Company’s value and shareholders’ rights and interests, the Company repurchased its A Shares through centralized bidding transactions from April to July 2025, with a total of 67,516,831 A Shares repurchased, and a total payment of approximately RMB1,211 million. The Company has conducted interim dividend distribution for the second consecutive year and has completed the interim dividend distribution in October 2025, with a cash dividend per share of RMB0.15 (tax inclusive). The dividend distribution plan for 2025 is a cash dividend per share of RMB0.35 (tax inclusive), and the aggregate annual cash dividend per share is RMB0.50 (tax inclusive), representing a significant increase as compared with that of last year.

Section V Significant Events

(VII) Strengthening the duty performance of the “key personnel” and pooling the synergy of value creation

In 2025, the Company closely adhered to the development orientation of “Enhancing Quality, Increasing Efficiency and Emphasizing Returns”, strengthened the “key personnel” such as Directors and senior management in performing their duties, and improved diversified and market-oriented incentive mechanism and scientific assessment system. The assessment and remuneration of Directors and senior management will be submitted to the general meeting of shareholders for review, so as to fully protect the shareholders’ rights of information and supervision. Through these measures, the Company aims to build a community of responsibility featuring “risk sharing, benefit sharing and common development”. The Company regularly organized Directors and senior management to participate in trainings held by regulatory authorities such as the CSRC and stock exchanges to ensure timely access to the latest regulatory requirements, regulatory developments and industry information in the capital market. The Company continuously strengthened the capacity of the “key personnel” to understand and apply the relevant laws and regulations and professional knowledge of the capital market, thereby enhancing their self-discipline awareness and professional competence. The standardised operations and efficient performance of duties by the “key personnel” have led the improvement of the Company’s overall governance level, guaranteed the Company’s stable operation in compliance with laws and regulations, and effectively promoted the achievement of its objectives of “Enhancing Quality, Increasing Efficiency and Emphasizing Returns”.

Looking ahead, the Company will remain committed to the “client-first” philosophy, accelerate the release of consolidation and integration, and continue to improve core capabilities. The Company will strive to earnestly fulfil its responsibilities and obligations as a listed company through robust performance, sound corporate governance and stable returns to investors, thereby honouring the trust of investors, safeguarding its market reputation, and jointly promote the steady operation of the capital market. The Company will implement the following key measures:

Firstly, the Company will unite its efforts and strive for excellence, so as to stimulate the strong efficiency of integrated development. The Company will systematically promote its new culture and strategy, embedding the corporate culture concept system centred on “Serving the Country with Finance and Finance for Good” as a shared conviction guiding every employee’s actions. The strategic plan with the goal of “comprehensive domestic leadership and outstanding international characteristics” will serve as a blueprint for building a first-class investment bank. The Company will fully leverage the benefits of merger and consolidation, enhance capital efficiency through refined capital utilization, improve cost-effectiveness through unified operation and management, while steadily advance the comprehensive integration and development of subsidiaries specialising in various business lines.

Section V Significant Events

Secondly, the Company will improve its capabilities and exerted its functions to integrate into the overall development of Shanghai. The Company will drive new breakthroughs in the construction of three major customer service systems, refine multi-tiered services for retail customers, and develop core capabilities in asset allocation and trading services. The Company will strengthen coordinated services for institutional customers to promote the mutual empowerment and interaction enhancement of capital business and intermediary services. The Company will improve the comprehensive services for corporate customers and continuously elevate its ability to provide services built on “full-life-cycle support+ industrial chain penetration + strategic resource integration”. The Company will advance its international development to new heights by optimizing the target management and control model of international business, improving the international operation level of all divisions, and deepening the cross-border integrated development of the Group. Overall, the Company will elevate the overall service effectiveness to a new level, diligently advance the “Five Major Areas”, and spare no effort in serving the construction of Shanghai’s “Five Centers”.

Thirdly, the Company will deepen reform, improve quality and efficiency, and strengthen its motivation to build a first-class investment bank. The Company will comprehensively deepen its digital intelligence transformation, deeply implement the “ALL in AI” strategy, vigorously promote the Group’s No. 1 AI application project and the Group’s No. 2 data governance and application project, and further advance the platform construction and international expansion to empower high-quality development and integrated operation. The Company will pursue a “talent-driven” strategy by refining the framework for selection, training, management and utilization, and improving incentive and restraint mechanisms to comprehensively stimulate entrepreneurial vitality across the organization. It will further strengthen refined management with a focus on ROE, implement more flexible and effective asset-liability management, and increase strategic resource allocation to high-efficiency and functional priority areas. Enhanced communication with investors will be maintained to continuously improve market capitalization management and value-creation capabilities. In addition, the Company will further refine its systematic internal control by strengthening management and control and reinforcing its security bottom line to empower business development in a more precise and effective manner.

Section VI Changes in Shares and Particulars of Shareholders

I. CHANGES IN SHARE CAPITAL

(I) Table of changes in Shares

1. Table of changes in Shares

Unit: share

Before change				Change (+/-)				After change		
		Percentage	Issue of	Bonus	Capitalization					
	Number	(%)	new shares	issue	of surplus	Others	Sub-total	Number	Percentage	
					reserve				(%)	
I.	Shares subject to selling restrictions	31,580,584	0.35	+626,174,076	-	-	-28,581,974	+597,592,102	629,172,686	3.57
1.	Shareholdings of state-owned legal person	0	0	+626,174,076	-	-	-	+626,174,076	626,174,076	3.55
2.	Other domestic shareholdings	31,580,584	0.35	0	-	-	-28,581,974	-28,581,974	2,998,610	0.02
	Shareholdings of domestic natural person	31,580,584	0.35	0	-	-	-28,581,974	-28,581,974	2,998,610	0.02
II.	Tradable shares not subject to selling restrictions	8,872,150,036	99.65	+8,099,804,000	-	-	+27,799,107	+8,127,603,107	16,999,753,143	96.43
1.	RMB-denominated ordinary shares	7,480,322,856	84.01	+5,985,871,332	-	-	+27,799,107	+6,013,670,439	13,493,993,295	76.54
2.	Overseas listed foreign invested shares	1,391,827,180	15.63	+2,113,932,668	-	-	-	+2,113,932,668	3,505,759,848	19.89
III.	Total number of ordinary shares	8,903,730,620	100.00	+8,725,978,076	-	-	-782,867	+8,725,195,209	17,628,925,829	100.00

Note: Any discrepancies in the above table between the figures shown as totals and the sum of the breakdown figures are due to rounding.

2. Changes in Shares

In March 2025, the Company completed the Merger with Haitong Securities by way of share exchange and absorption, and issued 5,985,871,332 A shares to all A share-exchange shareholders of Haitong Securities and issued 2,113,932,668 H shares to all H share-exchange shareholders of Haitong Securities, all of which were tradable shares not subject to selling restrictions; at the same time, the Company newly issued 626,174,076 A Shares to raise ancillary funds, all of which were tradable shares subject to selling restrictions.

Section VI Changes in Shares and Particulars of Shareholders

On 8 May 2025, due to the expiration of the third lock-up period for the First Grant and the second lock-up period for the Reserved Grant under the Company's Restricted Share Incentive Scheme of A Shares, selling restrictions in respect of a total of 27,799,107 Restricted A Shares were unlocked and became tradable.

On 15 August 2025, the Company repurchased and cancelled 782,867 Restricted A Shares. The number of Shares subject to selling restrictions of the Company changed to 629,172,686 Shares.

During the Reporting Period, the total share capital of the Company changed to 17,628,925,829 Shares, comprising of 14,123,165,981 A Shares and 3,505,759,848 H Shares.

3. Impact of changes in Shares on earnings per share, net asset value per share or other financial indicators for the latest year and latest period (if any)

In 2025, the basic earnings per share of the Group were RMB1.74 (calculated using the weighted average number after the Merger with Haitong Securities by way of absorption and a share-for-share exchange and the issuance of additional shares to raise ancillary funds). After considering the impact of Restricted A Shares, diluted earnings per share were RMB1.74. The net asset per share attributable to equity holders of the Company at the end of 2025 was RMB18.87. The above net assets per share attributable to equity holders of the Company include perpetual bonds issued by the Company. After deducting the effect, the net asset per share attributable to ordinary shareholders of the parent company at the end of 2025 was RMB18.30.

4. Other information considered necessary by the Company or required by securities regulators to be disclosed

☐ Applicable ☒ Not applicable

Section VI Changes in Shares and Particulars of Shareholders

(II) Changes in Shares subject to selling restrictions

Unit: share

Name of shareholders	Number of Shares subject to selling restrictions as at the beginning of the year	Number of unlocking Shares for the year	Increase in number of Shares subject to selling restrictions for the year	Number of Shares subject to selling restrictions at the end of the year ^{Note 1}	Reasons	Unlocking date
Shanghai State-owned Assets Management Co., Ltd.	0	0	626,174,076	626,174,076	Placing of A Shares	14 March 2030
Incentive Participants of restricted A Shares	31,580,584	27,799,107	0	2,998,610	Restricted Share Incentive Scheme of A Shares	See Note 2, Note 3 for details
Total	31,580,584	27,799,107	626,174,076	629,172,686	/	/

Note 1: On 13 March 2025, the Company newly issued 626,174,076 tradable A Shares subject to selling restrictions for the purpose of raising ancillary funds, all of which were subscribed by Shanghai State-owned Assets Management Co., Ltd. in cash and shall be subject to a lock-up period for 60 months from the completion date of the issuance of the Placement A Shares. On 8 May 2025, due to the expiration of the third lock-up period for the First Grant and the second lock-up period for the Reserved Grant under the Company's Restricted Share Incentive Scheme of A Shares, selling restrictions in respect of a total of 27,799,107 Restricted A Shares were unlocked and became tradable. In August 2025, the Company repurchased and cancelled a total of 782,867 restricted A Shares that had been granted but not yet unlocked as some Incentive Participants have terminated their labor contracts or not fully met the performance appraisals.

Note 2: The lock-up periods of the restricted A Shares held by the Incentive Participants are 24 months, 36 months and 48 months, respectively, from the date of completing registration for the grant of the corresponding portions of shares.

Note 3: On 12 February 2026, due to the expiration of the third lock-up period for the reserved part of Company's Restricted Share Incentive Scheme of A Shares, a total of 2,916,898 restricted A Shares were processed for lifting of restrictions and admission to trading.

Section VI Changes in Shares and Particulars of Shareholders

II. ISSUE AND LISTING OF SECURITIES

(I) Issue of securities during the Reporting Period

Unit: yuan Currency: RMB

Types of Shares and other derivative instruments	Date of issue	Issue Price (or interest rate)	Issue amount	Listing date	Transaction	Transaction termination date
					amount approved to be listed	
Bonds (including enterprise bonds, corporate bonds and debt financing instruments for non-financial businesses)						
Guotai Junan Securities 2025 Corporate Bonds (First Tranche) (Type I)	January 2025	1.73%	3,500,000,000	January 2025	3,500,000,000	January 2028
Guotai Junan Securities 2025 Corporate Bonds (First Tranche) (Type II)	January 2025	1.81%	3,500,000,000	January 2025	3,500,000,000	January 2030
Guotai Junan Securities 2025 Subordinated Bonds (First Tranche) (Type I)	January 2025	1.88%	500,000,000	January 2025	500,000,000	January 2027
Guotai Junan Securities 2025 Subordinated Bonds (First Tranche) (Type II)	January 2025	1.93%	1,500,000,000	January 2025	1,500,000,000	January 2028
Guotai Junan Securities 2025 Subordinated Bonds (Second Tranche) (Type I)	February 2025	1.85%	700,000,000	February 2025	700,000,000	March 2026
Guotai Junan Securities 2025 Subordinated Bonds (Second Tranche) (Type II)	February 2025	1.96%	1,600,000,000	February 2025	1,600,000,000	February 2028
Guotai Junan Securities 2025 Corporate Bonds (Second Tranche) (Type I)	March 2025	2.04%	2,000,000,000	March 2025	2,000,000,000	March 2028
Guotai Junan Securities 2025 Corporate Bonds (Second Tranche) (Type II)	March 2025	2.10%	1,000,000,000	March 2025	1,000,000,000	March 2030
Guotai Junan Securities 2025 Short-term Corporate Bonds (First Tranche) (Type I)	March 2025	2.07%	2,500,000,000	March 2025	2,500,000,000	December 2025
Guotai Junan Securities 2025 Short-term Corporate Bonds (First Tranche) (Type II)	March 2025	2.08%	3,500,000,000	March 2025	3,500,000,000	March 2026
Guotai Haitong Securities 2025 Corporate Bonds (First Tranche) (Type I)	May 2025	1.88%	7,000,000,000	May 2025	7,000,000,000	May 2028
Guotai Haitong Securities 2025 Corporate Bonds (First Tranche) (Type II)	May 2025	1.95%	1,200,000,000	May 2025	1,200,000,000	May 2030
Guotai Haitong Securities 2025 Science and Technology Innovation Corporate Bonds (First Tranche) (Type I)	May 2025	1.70%	6,600,000,000	May 2025	6,600,000,000	May 2028
Guotai Haitong Securities 2025 Science and Technology Innovation Corporate Bonds (First Tranche) (Type II)	May 2025	2.10%	1,400,000,000	May 2025	1,400,000,000	May 2035

Section VI Changes in Shares and Particulars of Shareholders

Types of Shares and other derivative instruments	Date of issue	Issue Price (or interest rate)	Issue amount	Listing date	Transaction amount approved to be listed	Transaction termination date
Guotai Haitong Securities 2025 First Tranche Short-term Financing Bills	June 2025	1.63%	3,000,000,000	June 2025	3,000,000,000	October 2025
Guotai Haitong Securities 2025 Second Tranche Short-term Financing Bills	July 2025	1.59%	3,000,000,000	July 2025	3,000,000,000	January 2026
Guotai Haitong Securities 2025 Corporate Bonds (Second Tranche) (Type I)	July 2025	1.73%	2,000,000,000	July 2025	2,000,000,000	June 2027
Guotai Haitong Securities 2025 Corporate Bonds (Second Tranche) (Type II)	July 2025	1.75%	5,200,000,000	July 2025	5,200,000,000	July 2028
Guotai Haitong Securities 2025 Third Tranche Short-term Financing Bills	July 2025	1.63%	3,000,000,000	July 2025	3,000,000,000	June 2026
Guotai Haitong Securities 2025 Science and Technology Innovation Bonds (First Tranche)	July 2025	1.72%	1,900,000,000	July 2025	1,900,000,000	July 2030
Guotai Haitong Securities 2025 Fourth Tranche Short-term Financing Bills	July 2025	1.62%	3,000,000,000	July 2025	3,000,000,000	November 2025
Guotai Haitong Securities 2025 Fifth Tranche Short-term Financing Bills	August 2025	1.66%	3,000,000,000	August 2025	3,000,000,000	May 2026
Guotai Haitong Securities 2025 Corporate Bonds (Third Tranche) (Type I)	August 2025	1.73%	2,000,000,000	August 2025	2,000,000,000	August 2027
Guotai Haitong Securities 2025 Corporate Bonds (Third Tranche) (Type II)	August 2025	1.77%	2,500,000,000	August 2025	2,500,000,000	August 2028
Guotai Haitong Securities 2025 Corporate Bonds (Fourth Tranche) (Type I)	August 2025	1.85%	3,800,000,000	August 2025	3,800,000,000	August 2027
Guotai Haitong Securities 2025 Corporate Bonds (Fourth Tranche) (Type II)	August 2025	1.90%	2,500,000,000	August 2025	2,500,000,000	August 2028
Guotai Haitong Securities 2025 Sixth Tranche Short-term Financing Bills	August 2025	1.64%	3,000,000,000	August 2025	3,000,000,000	December 2025
Guotai Haitong Securities 2025 Seventh Tranche Short-term Financing Bills	September 2025	1.68%	4,000,000,000	September 2025	4,000,000,000	February 2026
Guotai Haitong Securities 2025 Corporate Bonds (Fifth Tranche) (Type I)	September 2025	1.75%	4,400,000,000	September 2025	4,400,000,000	November 2026
Guotai Haitong Securities 2025 Corporate Bonds (Fifth Tranche) (Type II)	September 2025	1.90%	3,200,000,000	September 2025	3,200,000,000	September 2028
Guotai Haitong Securities 2025 Science and Technology Innovation Corporate Bonds (Second Tranche)	September 2025	1.80%	2,000,000,000	September 2025	2,000,000,000	April 2027
Guotai Haitong Securities 2025 Corporate Bonds (Sixth Tranche) (Type I)	September 2025	1.83%	4,700,000,000	September 2025	4,700,000,000	November 2026
Guotai Haitong Securities 2025 Corporate Bonds (Sixth Tranche) (Type II)	September 2025	1.95%	2,500,000,000	September 2025	2,500,000,000	September 2028

Section VI Changes in Shares and Particulars of Shareholders

Types of Shares and other derivative instruments	Date of issue	Issue Price (or interest rate)	Issue amount	Listing date	Transaction	Transaction termination date
					amount approved to be listed	
Guotai Haitong Securities 2025 Eighth Tranche Short-term Financing Bills	September 2025	1.72%	4,000,000,000	September 2025	4,000,000,000	March 2026
Guotai Haitong Securities 2025 Corporate Bonds (Seventh Tranche) (Type I)	October 2025	1.80%	4,500,000,000	October 2025	4,500,000,000	January 2027
Guotai Haitong Securities 2025 Corporate Bonds (Seventh Tranche) (Type II)	October 2025	2.02%	5,500,000,000	October 2025	5,500,000,000	October 2028
Guotai Haitong Securities 2025 Corporate Bonds (Eighth Tranche) (Type I)	October 2025	1.80%	4,000,000,000	October 2025	4,000,000,000	February 2027
Guotai Haitong Securities 2025 Corporate Bonds (Eighth Tranche) (Type II)	October 2025	1.97%	3,000,000,000	October 2025	3,000,000,000	October 2028
Guotai Haitong Securities 2025 Ninth Tranche Short-term Financing Bills	November 2025	1.63%	2,000,000,000	November 2025	2,000,000,000	February 2026
Guotai Haitong Securities 2025 Tenth Tranche Short-term Financing Bills	November 2025	1.66%	2,000,000,000	November 2025	2,000,000,000	June 2026
Guotai Haitong Securities 2025 Eleventh Tranche Short-term Financing Bills	November 2025	1.67%	3,000,000,000	November 2025	3,000,000,000	May 2026
Guotai Haitong Securities 2025 Science and Technology Innovation Bonds (Second Tranche)	November 2025	1.85%	1,100,000,000	November 2025	1,100,000,000	November 2030
Guotai Haitong Securities 2025 Twelfth Tranche Short-term Financing Bills	November 2025	1.67%	3,000,000,000	November 2025	3,000,000,000	April 2026
Guotai Haitong Securities 2025 Thirteenth Tranche Short-term Financing Bills	December 2025	1.72%	4,000,000,000	December 2025	4,000,000,000	November 2026
Guotai Haitong Securities 2025 Fourteenth Tranche Short-term Financing Bills	December 2025	1.69%	2,000,000,000	December 2025	2,000,000,000	April 2026
Guotai Haitong Securities 2025 Fifteenth Tranche Short-term Financing Bills	December 2025	1.74%	2,000,000,000	December 2025	2,000,000,000	October 2026
Guotai Haitong Securities 2025 Science and Technology Innovation Corporate Bonds (Third Tranche) (Type I)	December 2025	1.84%	3,000,000,000	December 2025	3,000,000,000	December 2027
Guotai Haitong Securities 2025 Science and Technology Innovation Corporate Bonds (Third Tranche) (Type II)	December 2025	1.90%	2,000,000,000	December 2025	2,000,000,000	December 2028
Guotai Haitong Securities 2025 Sixteenth Tranche Short-term Financing Bills	December 2025	1.72%	2,000,000,000	December 2025	2,000,000,000	August 2026
Guotai Haitong Securities 2025 Seventeenth Tranche Short-term Financing Bills	December 2025	1.68%	2,000,000,000	December 2025	2,000,000,000	June 2026

Note: The issuance volume and approved listing volume of Guotai Haitong Securities 2025 Corporate Bonds (First Tranche) (Type I), Guotai Haitong Securities 2025 Science and Technology Innovation Corporate Bonds (First Tranche) (Type I) and Guotai Haitong Securities 2025 Corporate Bonds (Second Tranche) (Type II) include the extended issuance portion during the Reporting Period.

Section VI Changes in Shares and Particulars of Shareholders

Issue of securities during the Reporting Period (Please specify separately, if the bonds have different interest rates during the duration):

☐ Applicable ☒ Not applicable

(II) Changes in the Company's total number of Shares and structure of Shareholder and changes in structure of asset and liability of the Company

For changes in the Company's total number of Shares and structure of Shareholder, please refer to "1. Table of changes in Shares" and "2. Changes in Shares under "I. CHANGES IN SHARE CAPITAL" in this section".

For changes in structure of asset and liability of the Company, please refer to "(I) Analysis of financial statements" in "V. PRINCIPAL OPERATION CONDITION DURING THE REPORTING PERIOD" in "Section III Management Discussion and Analysis" in the Report.

(III) Existing internal employee shares

☐ Applicable ☒ Not applicable

III. PARTICULARS OF SHAREHOLDERS

(I) Total number of Shareholders

Total number of holders of ordinary shares at the end of the Reporting Period	287,615
Total number of holders of ordinary shares at the end of the month immediately before the date of disclosure of the annual report	305,817
Total number of holders of preferred shares with voting rights restored at the end of the Reporting Period	N/A
Total number of holders of preferred shares with voting rights restored at the end of the month immediately before the date of disclosure of the annual report	N/A

Note: The total number of Shareholders includes holders of ordinary A Shares and registered holders of H Shares. As at the end of the Reporting Period, there were 287,342 holders of A Shares and 273 registered holders of H Shares. The total number of Shareholders at the end of the month immediately before the date of this annual report included 305,548 holders of A Shares and 269 registered holders of H Shares.

Section VI Changes in Shares and Particulars of Shareholders

(II) Shareholdings of the top ten Shareholders and the top ten holders of tradable Shares (or Shareholders without selling restrictions) as at the end of the Reporting Period

Unit: share

Shareholdings of the top ten Shareholders (excluding shares lent under margin financing business)							
Name of shareholders (full name)	Increase or decrease during the Reporting Period	Number of shares held as at the end of the period	Percentage (%)	Number of shares subject to selling restrictions held	Pledged, marked or frozen		Nature of Shareholders
					Status	Number	
HKSCC Nominees Limited ^{Note 1}	+2,113,756,237	3,505,366,807	19.88	0	Unknown	-	Overseas legal person
Shanghai State-owned Assets Management Co., Ltd. ^{Note 2}	+626,174,076	2,527,137,824	14.34	626,174,076	Not	0	State-owned legal person
Shanghai International Group Co., Ltd. ^{Note 3}	0	682,215,791	3.87	0	Not	0	State-owned legal person
Shenzhen Investment Holdings Co., Ltd.	0	609,428,357	3.46	0	Not	0	State-owned legal person
Shanghai Guosheng (Group) Co., Ltd. ^{Note 4}	+534,743,216	534,743,216	3.03	0	Not	0	State-owned legal person
China Securities Finance Corporation Limited	+160,024,495	420,571,811	2.39	0	Not	0	Others
Shanghai Haiyan Investment Management Company Limited	+393,752,466	393,752,466	2.23	0	Not	0	State-owned legal person
China Construction Bank Corporation — Guotai CSI All Share Securities Company Trading Index Securities Investment Open-ended Fund (中國建設銀行股份有限公司—國泰中證全指證券公司交易型開放式指數證券投資基金)	+244,973,005	310,645,816	1.76	0	Not	0	Others
Bright Food (Group) Co., Ltd.	+295,875,200	295,875,200	1.68	0	Not	0	State-owned legal person
Hong Kong Securities Clearing Company Limited ^{Note 5}	+35,903,418	285,109,243	1.62	0	Not	0	Overseas legal person

Section VI Changes in Shares and Particulars of Shareholders

Shareholdings of the top ten Shareholders without selling restriction (excluding shares lent under margin financing business)			
Name of shareholders	Number of tradable shares		Class and number of shares
	without selling restriction	Class	Number
HKSCC Nominees Limited	3,505,366,807	Overseas Listed foreign-invested shares	3,505,366,807
Shanghai State-owned Assets Management Co., Ltd.	1,900,963,748	RMB – denominated ordinary shares	1,900,963,748
Shanghai International Group Co., Ltd.	682,215,791	RMB – denominated ordinary shares	682,215,791
Shenzhen Investment Holdings Co., Ltd.	609,428,357	RMB – denominated ordinary shares	609,428,357
Shanghai Guosheng (Group) Co., Ltd.	534,743,216	RMB – denominated ordinary shares	534,743,216
China Securities Finance Corporation Limited	420,571,811	RMB – denominated ordinary shares	420,571,811
Shanghai Haiyan Investment Management Company Limited	393,752,466	RMB – denominated ordinary shares	393,752,466
China Construction Bank Corporation — Guotai	310,645,816	RMB – denominated ordinary shares	310,645,816
CSI All Share Securities Company Trading Index Securities Investment Open-ended Fund (中國建設銀行股份有限公司－國泰中證全指證券公司交易型開放式指數證券投資基金)			
Bright Food (Group) Co., Ltd.	295,875,200	RMB – denominated ordinary shares	295,875,200
Hong Kong Securities Clearing Company Limited	285,109,243	RMB – denominated ordinary shares	285,109,243
Description on the special repurchase accounts under the top ten Shareholders	N/A		
Description on the voting rights entrusted by or to, or waived by the above shareholders	The Company is not aware of any such arrangements about shareholders		
Description on the relations or acting-in-concert arrangements among the shareholders above	Shanghai State-owned Assets Management Co., Ltd. is a wholly owned subsidiary of Shanghai International Group Co., Ltd. HKSCC Nominees Limited and Hong Kong Securities Clearing Company Limited are both wholly owned subsidiaries of The Stock Exchange of Hong Kong Limited, holding H Shares and A Shares of the Company for H Shares investors and Shanghai Connect investors. Save as disclosed herein, the Company is not aware of any other relations or acting-in-concert arrangements.		
Description on the holders of preferred shares with voting rights restored and their shareholdings	N/A		

Section VI Changes in Shares and Particulars of Shareholders

Note 1: HKSCC Nominees Limited is a nominee holder of the Shares owned by the non-registered holders of the H Shares.

Note 2: In the above table of top ten shareholders, the number of Shares held by Shanghai State-owned Assets Management Co., Ltd. as at the end of the period merely represents the number of A Shares held by it. Another 152,000,000 H Shares were held by Shanghai State-owned Assets Management Co., Ltd. through HKSCC Nominees Limited as the nominee.

Note 3: In the above table of top ten shareholders, the number of Shares held by Shanghai International Group Co., Ltd. as at the end of the period merely represents the number of A Shares held by it. Another 124,000,000 H Shares were held by Shanghai International Group Co., Ltd. through HKSCC Nominees Limited as the nominee.

Note 4: In the above table of top ten shareholders, the number of Shares held by Shanghai Guosheng (Group) Co., Ltd. as at the end of the period merely represents the number of A Shares held by it. Another 158,382,968 H Shares were held by Shanghai Guosheng (Group) Co., Ltd. through HKSCC Nominees Limited as the nominee.

Note 5: Hong Kong Securities Clearing Company Limited is the nominee holder of Shanghai Connect investors holding A Shares of the Company.

Shares lent by the shareholders holding more than 5% of the shares, the top ten shareholders and the top ten holders of tradable shares not subject to selling restrictions under margin financing business

☐ Applicable ☒ Not applicable

Period-to-period change of top ten shareholders and the top ten holders of tradable shares not subject to selling restrictions due to lending/returning shares under margin financing

☐ Applicable ☒ Not applicable

Section VI Changes in Shares and Particulars of Shareholders

Number of shares held by top ten shareholders with selling restrictions and their selling restrictions

Unit: share

No.	Names of shareholders holding shares subject to selling restrictions	Number of shares subject to selling restrictions held	Listing and trading of shares subject to selling restrictions		Selling restrictions
			The date on which shares becoming tradable	Increase in the number of tradable shares	
1	Shanghai State-owned Assets Management Co., Ltd.	626,174,076	2030/3/14	–	Shall not be transferred within 60 months from the completion date of issuance
2	LI Junjie	203,894	See note for details	–	See note for details
3	LIU Yiwei	107,515	See note for details	–	See note for details
4	LI Yafei	107,515	See note for details	–	See note for details
5	SHANG Lihui	107,515	See note for details	–	See note for details
6	YAO Rongqin	91,473	See note for details	–	See note for details
7	LIU Xuefeng	91,473	See note for details	–	See note for details
8	ZHU Dongchen	71,676	See note for details	–	See note for details
9	NI Ting	71,676	See note for details	–	See note for details
10	LEI Lei	71,676	See note for details	–	See note for details

Description on the relations or acting-in-concert arrangements among the shareholders above
The Company is not aware of any other relations or acting-in-concert arrangements among the shareholders above

Note: Shares subject to selling restrictions held by LI Junjie, LIU Yiwei, LI Yafei, SHANG Lihui, YAO Rongqin, LIU Xuefeng, ZHU Dongchen, NI Ting and LEI Lei in the above table represent the Shares granted by the Company to the Incentive Participants due to the implementation of the Restricted Share Incentive Scheme of A Shares. The quantities reflect the status as of 31 December 2025. Details on the listing and trading of the shares subject to selling restrictions and such selling restrictions are available in the relevant announcements issued by the Company on 13 August 2020, 30 September 2021, 30 November 2022, 30 January 2024, 30 April 2025 and 7 February 2026 on the SSE website.

Section VI Changes in Shares and Particulars of Shareholders

(III) Strategic investors or general legal persons becoming the top ten Shareholders by placing of new Shares

☐ Applicable ☒ Not applicable

IV. INFORMATION ON CONTROLLING SHAREHOLDERS

(I) Information on Controlling Shareholders

1. Legal persons

Name	Shanghai International Group Co., Ltd.
Person in charge or legal representative	ZHOU Jie
Date of establishment	20 April 2000
Principal operations	Principally engaged in the activities of investment, capital operation and asset management in the financial sector and supplemented with non-financial sectors
Equity interests in other domestic and overseas listed controlling and invested companies during the Reporting Period	As at the end of the Reporting Period, the Company held, in aggregate, 29.60% of Shanghai Pudong Development Bank Co., Ltd. (600000.SH); in aggregate, 9.97% of China Pacific Insurance (Group) Co., Ltd. (601601.SH and 2601.HK); in aggregate, 9.99% of Shanghai Rural Commercial Bank Co., Ltd. (601825.SH); and in aggregate, 5.00% of Shanghai Mechanical & Electrical Industry Co., Ltd. (600835.SH).
Other matters	Nil

2. Natural persons

☐ Applicable ☒ Not applicable

3. Explanation on changes in controlling shareholders during the Reporting Period

The controlling shareholder as referred to herein is as defined under the Hong Kong Listing Rules. Given that the Company completed the Merger with Haitong Securities by way of absorption and share exchange and the raising of ancillary funds on 14 March 2025, following the completion of the Merger, the International Group no longer constitutes the controlling shareholder of the Company under the Hong Kong Listing Rules.

Section VI Changes in Shares and Particulars of Shareholders

(II) Other Information on the Controlling Shareholders

☐ Applicable ☒ Not applicable

V. THE NUMBER OF SHARES PLEDGED BY THE COMPANY' S CONTROLLING SHAREHOLDERS OR THE LARGEST SHAREHOLDER AND PERSONS ACTING IN CONCERT IN AGGREGATE ACCOUNTS FOR MORE THAN 80% OF THE SHARES HELD BY THEM IN THE COMPANY

☐ Applicable ☒ Not applicable

VI. OTHER CORPORATE SHAREHOLDERS HOLDING MORE THAN 10% OF SHARES

☐ Applicable ☒ Not applicable

VII. MATTERS REGARDING THE RESTRICTION OF REDUCING SHARES

☐ Applicable ☒ Not applicable

VIII. SPECIFIC IMPLEMENTATION OF SHARE REPURCHASE DURING THE REPORTING PERIOD

From 1 January 2025 to the date of the Report, the Company has implemented one share repurchase of A Shares. On 9 April 2025, the Company convened the second extraordinary meeting of the seventh session of the Board, at which the Resolution on the Plan of Repurchase of A Shares of the Company through Centralized Price Bidding was considered and approved. Such repurchase was completed on 9 July 2025. Shares repurchased by the Company will be disposed of through centralized bidding after 12 months from the date of the announcement on the repurchase results and change in shares, which will be completed in 3 years after such announcement on the repurchase results and change in shares. If the Company fails to complete the disposal within the aforesaid period, shares not disposed of will be cancelled according to relevant procedures.

During the Reporting Period, the Company had repurchased a total of 67,516,831 A Shares through centralized bidding on the SSE and paid a total of RMB1,210,734,496.98 (exclusive of transaction costs), to safeguard the Company's value and protect Shareholder interests. After the completion of the repurchase, the Company held a total of 115,303,000 A Shares as treasury shares (including 47,786,169 A Shares treasury shares transferred from Haitong Securities to the Company due to the Merger with Haitong Securities).

Section VI Changes in Shares and Particulars of Shareholders

Monthly report on A Shares repurchased by the Company is as follows:

Month	Shares repurchased	Highest trading price (RMB/share)	Lowest trading price (RMB/share)	Total amount (RMB, exclusive of transaction costs)
April 2025	16,923,800	17.15	16.49	284,128,746.12
May 2025	15,564,640	17.97	17.23	272,838,037.62
June 2025	26,735,984	19.18	18.11	494,136,433.01
July 2025	8,292,407	19.57	19.09	159,631,280.23
Total	67,516,831	–	–	1,210,734,496.98

IX. INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN SHARES AND UNDERLYING SHARES

As of 31 December 2025, to the best knowledge of the Company, the following persons have interests or short positions in the shares or underlying shares of the Company which are required to be disclosed to the Company and the Hong Kong Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO, or are required to be recorded, in the register that is required to be kept by the Company under Section 336 of the SFO or own directly or indirectly 5% or more of the nominal value of any class of the share capital of the Company:

Substantial Shareholders	Nature of Interest	Class	Number ^{Note 1} / Nature of Shares Directly or Indirectly Held	Approximate Percentage of Shareholding in the Relevant Class of Shares (%)	Approximate Percentage of Shareholding in the Total Issued Share Capital (%)
Shanghai International Group Co., Ltd.	Beneficial owner	A Shares	682,215,791/ Long positions	4.83	3.87
	Beneficial owner	H Shares	124,000,000/ Long positions	3.54	0.70
	Interest held by controlled corporations	A Shares	2,638,283,742/ Long positions ^{Note 2}	18.68	14.97
	Interest held by controlled corporations	H Shares	152,000,000/ Long positions ^{Note 3}	4.34	0.86
Shanghai State-owned Assets Management Co., Ltd.	Beneficial owner	A Shares	2,527,137,824/ Long positions	17.89	14.34
	Beneficial owner	H Shares	152,000,000/ Long positions	4.34	0.86

Section VI Changes in Shares and Particulars of Shareholders

Substantial Shareholders	Nature of Interest	Class	Number ^{Note 1 /} Nature of Shares Directly or Indirectly Held	Approximate Percentage of Shareholding in the Relevant Class of Shares (%)	Approximate Percentage of Shareholding in the Total Issued Share Capital (%)
New China Asset Management (Hong Kong) Limited	Beneficial owner	H Shares	462,501,200/ Long positions	13.19	2.62
New China Asset Management Company Limited	Beneficial owner	H Shares	93,822,120/ Long positions	2.68	0.53
	Interest held by controlled corporations	H Shares	462,501,200/ Long positions ^{Note 4}	13.19	2.62
New China Life Insurance Company Ltd.	Interest held by controlled corporations	H Shares	556,323,320/ Long positions ^{Note 4}	15.87	3.16
Shanghai Electric Holding Group Co., Ltd.	Beneficial owner	H Shares	187,650,688/ Long positions	5.35	1.06
	Interest held by controlled corporations	H Shares	2,943,016/ Long positions ^{Note 5}	0.08	0.02
E Fund Management Co., Ltd.	Investment manager	H Shares	251,501,749/ Long positions	7.17	1.43

Note 1: Pursuant to Section 336 of the SFO, Shareholders shall submit forms to disclose their interests when certain conditions are met. As Shareholders are not required to inform the Company and the Hong Kong Stock Exchange of any changes in their shareholdings in the Company unless certain conditions are met, the latest shareholdings of substantial Shareholders may be inconsistent with the shareholdings reported to the Hong Kong Stock Exchange.

Note 2: As at 31 December 2025, Shanghai SA, Shanghai International Group Asset Management Co., Ltd. and Shanghai International Group Investment Co., Ltd. were interested in 2,527,137,824, 35,663,657 and 75,482,261 A Shares respectively. Shanghai SA, Shanghai International Group Asset Management Co., Ltd. and Shanghai International Group Investment Co., Ltd. are wholly-owned subsidiaries of International Group. Therefore, International Group is deemed to be interested in the 2,638,283,742 A Shares held by Shanghai SA, Shanghai International Group Asset Management Co., Ltd. and Shanghai International Group Investment Co., Ltd. for the purpose of the SFO.

Note 3: Shanghai SA is a wholly-owned subsidiary of International Group. Therefore, International Group is deemed to be interested in the 152,000,000 H Shares held by Shanghai SA for the purpose of the SFO.

Note 4: New China Asset Management Company Limited holds 60% equity interest in New China Asset Management (Hong Kong) Limited, and New China Life Insurance Company Ltd. owns 99.4% equity interest in New China Asset Management Company Limited. Therefore, New China Life Insurance Company Ltd. and New China Asset Management Company Limited are deemed to be interested in the 462,501,200 H Shares held by New China Asset Management (Hong Kong) Limited for the purpose of the SFO and New China Life Insurance Company Ltd. is deemed to be interested in the 93,822,120 H Shares held by New China Asset Management Company Limited for the purpose of the SFO.

Note 5: Shanghai Electric Group Hong Kong Limited is a wholly-owned subsidiary of Shanghai Electric Holding Group Co., Ltd. Therefore, Shanghai Electric Holding Group Co., Ltd. is deemed to be interested in the 2,943,016 H Shares held by Shanghai Electric Group Hong Kong Limited for the purpose of the SFO.

Section VI Changes in Shares and Particulars of Shareholders

Save as disclosed above, as of 31 December 2025, the Company was not aware of any other person (other than the directors and chief executive of the Company) having any interests or short positions in the shares or underlying shares of the Company which are required to be recorded in the register under Section 336 of the SFO.

X. INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVES IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As of 31 December 2025, details on restricted shares granted to some Directors of the Company due to the Company's implementation of the Restricted Share Incentive Scheme of A Shares are as follows:

Name	Positions	Nature of Interest	Class	Number/ Nature of Shares Directly or Indirectly Held	Approximate Percentage of Shareholding in the Relevant Class of Shares (%)	Approximate Percentage of Shareholding in the Total Issued Share Capital (%)
LI Junjie	Executive Director, president	Beneficial owner	A Shares	599,686/ Long positions	0.0042	0.0034
NIE Xiaogang	Executive Director, vice president, chief risk officer, secretary to the Board	Beneficial owner	A Shares	315,000/ Long position	0.0022	0.0018

Save as disclosed above, the Company was not aware of any Directors and the chief executive of the Company who had any interests or short positions in the Shares, underlying shares or debentures of the Company or its associated corporations which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Hong Kong Stock Exchange.

Section VI Changes in Shares and Particulars of Shareholders

XI. REPURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY AND ITS SUBSIDIARIES

1. Repurchase and Cancellation of Certain Restricted A Shares

For details, please see “XI. The Equity Incentive Scheme, Employee Share Scheme or Other Employee Incentives of the Company and the Impact Thereof” in “Section IV Corporate Governance, Environment and Society”.

2. Repurchase of A Shares by the Company

For details, please see “VIII. Specific Implementation of Share Repurchase During the Reporting Period”.

3. Share repurchased by Guotai Junan International

Pursuant to the general mandate granted by the general meeting of Guotai Junan International to repurchase shares, as of the year ended 31 December 2025, Guotai Junan International repurchased 20,055,000 shares on the Hong Kong Stock Exchange with a total amount of HK\$21,988,689 (inclusive of transaction costs). Monthly report on shares repurchased by Guotai Junan International is as follows:

Month	Shares repurchased	Highest trading price (HK\$/share)	Lowest trading price (HK\$/share)	Total amount (HK\$, inclusive of transaction costs)
January 2025	500,000	1.06	1.04	543,823
March 2025	1,000,000	1.11	1.05	1,079,749
April 2025	4,500,000	1.08	0.86	4,403,012
May 2025	8,640,000	1.16	1.02	9,519,281
June 2025	5,415,000	1.22	1.11	6,442,824
Total	20,055,000	–	–	21,988,689

During the Reporting Period, a total of 23,009,000 shares (including 2,954,000 shares being repurchased but not cancelled as of 31 December 2024) were fully cancelled.

4. Redemption option of perpetual subordinated bonds

For details, please refer to “2. The triggering and implementation of the Company or investor option terms and the investor protection terms” in “(I) Corporate bonds” in “I. Corporate Bonds (Including Enterprise Bonds), and Debt Financing Instruments for Non-Financial Businesses” in “Section VII Corporate Bonds”.

Section VI Changes in Shares and Particulars of Shareholders

Save as disclosed in the Report, neither the Company nor any of its subsidiaries repurchase, sale or redeem any listed securities of the Company and its subsidiaries (including sale of treasury shares). As of the end of the Reporting Period, the Company held 115,303,000 treasury shares of A Shares, intended for use in safeguarding the Company's value and protecting Shareholders' interests.

XII. PUBLIC FLOAT

As at the date of the Report, based on the information available to the public and the knowledge of the Directors, the public float of the Company is in compliance with the requirements for minimum public float as set out in the Hong Kong Listing Rules. Since 1 January 2026, the Company's H shares listed on the Hong Kong Stock Exchange and held by the public represent not less than 5% of the total number of issued shares of the Company (excluding treasury shares).

XIII. EQUITY-LINKED AGREEMENTS

Not applicable.

XIV. PRE-EMPTIVE RIGHT ARRANGEMENT

Pursuant to PRC laws, the Shareholders do not have any pre-emptive rights.

XV. PREFERRED SHARES

☐ Applicable ☒ Not applicable

I. CORPORATE BONDS (INCLUDING ENTERPRISE BONDS), AND DEBT FINANCING INSTRUMENTS FOR NON-FINANCIAL BUSINESSES

(I) Corporate bonds

1. Basic information of corporate bonds

Unit: 100 million yuan Currency: RMB

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and payment of interests	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
2017 Corporate Bonds (Tranche 2) of Haitong Securities publicly issued to qualified investors	17 Haitong 03	143301	2017/9/19	2017/9/22	-	2027/9/22	55	4.99	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	CITIC Securities	CITIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Insurance 2021 Corporate Bonds (First Tranche) (Type II) of Guotai Junan Securities	21 GUOTIUN G2	175988	2021/4/13	2021/4/15	-	2026/4/15	20	3.75	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, CSC, China Merchants Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and interest	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
Public Issuance 2021 Corporate Bonds (Second Tranche) (Type II) of Guotai Junan Securities	21 GUOTJUN G4	188128	2021/5/19	2021/5/21	-	2026/5/21	50	3.67	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, CSC, China Merchants Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance 2021 Corporate Bonds (Fourth Tranche) (Type II) of Guotai Junan Securities	21 GUOTJUN G8	188432	2021/7/19	2021/7/21	-	2026/7/21	61	3.48	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, CSC, China Merchants Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance 2021 Corporate Bonds (Fifth Tranche) (Type II) of Guotai Junan Securities	21 GUOTJUN 10	188497	2021/8/2	2021/8/4	-	2026/8/4	42	3.35	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, CSC, China Merchants Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance 2021 Corporate Bonds (Sixth Tranche) of Guotai Junan Securities	21 GUOTJUN 11	188557	2021/8/10	2021/8/12	-	2031/8/12	30	3.77	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, CSC, China Merchants Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and payment of interests	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
2021 Corporate Bonds (Eighth Tranche) (Type II) of Haitong Securities publicly issued to professional investors	21 Haitong 09	188664	2021/8/26	2021/8/30	-	2026/8/30	20	3.43	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	CITIC Securities, CSC Financial, Shenwan Hongyuan Securities, Guosen Securities	CITIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance 2021 Corporate Bonds (Seventh Tranche) (Type II) of Guotai Junan Securities	21 GUOTJUN 13	188737	2021/9/9	2021/9/13	-	2031/9/13	34	3.80	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, CSC, China Merchants Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance Corporate Bonds for professional investor in 2021 (Eighth Tranche) (Type II) of Guotai Junan Securities	21 GUOTJUN 15	188860	2021/10/12	2021/10/14	-	2031/10/14	34	3.99	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, CSC, China Merchants Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance Corporate Bonds for professional investor in 2022 (First Tranche) (Type II) of Guotai Junan Securities	22 GUOTJUN 02	185554	2022/3/14	2022/3/16	-	2032/3/16	14	3.74	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, CSC, Guosen Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and interest	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
Public Issuance Corporate Bonds for professional investor in 2022 (Second Tranche) (Type II) of Guotai Junan Securities	22 GUOTJUN G4	185712	2022/4/20	2022/4/22	-	2032/4/22	25	3.70	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, CSC, Guosen Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance Corporate Bonds for professional investor in 2022 (Third Tranche) (Type II) of Guotai Junan Securities	22 GUOTJUN G6	183815	2022/5/23	2022/5/25	-	2032/5/25	24	3.58	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, CSC, Guosen Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance Corporate Bonds for professional investor in 2022 (Fourth Tranche) (Type II) of Guotai Junan Securities	22 GUOTJUN G8	185974	2022/7/4	2022/7/6	-	2027/7/6	25	3.27	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, CSC, Guosen Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Perpetual Subordinated Bonds for professional investor in 2022 (First Tranche) of Guotai Junan Securities	22 GUOTJUN V1	137521	2022/7/11	2022/7/13	-	-	50	3.59	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	Shenwan Hongyuan Securities, CSC	Shenwan Hongyuan Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and interest	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
Public Issuance Corporate Bonds for professional investor in 2022 (Fifth Tranche) (Type II) of Guotai Junan Securities	22 GUOTUN 10	137856	2023/9/20	2023/9/22	-	2027/9/22	30	2.90	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongquan Securities, CSC, Guosen Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
2023 Corporate Bonds (Tranche 4) (Type II) of Haitong Securities publicly issued to professional institutional investors	23 Haitong 08	115273	2023/4/20	2023/4/24	-	2026/4/24	40	3.05	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	CTITC Securities, Shenwan Hongquan Securities	CTITC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance Corporate Bonds for professional investor in 2023 (Third Tranche) (Type II) of Guotai Junan Securities	23 GUOTUN 06	115345	2023/5/9	2023/5/11	-	2026/4/29	34	2.92	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongquan Securities, CSC, Guosen Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
2023 Corporate Bonds (Tranche 5) (Type I) of Haitong Securities publicly issued to professional institutional investors	23 Haitong 09	115362	2023/5/16	2023/5/18	-	2026/5/18	36	2.94	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	CTITC Securities, Shenwan Hongquan Securities	CTITC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and interest	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
2023 Corporate Bonds (Tranche 5) (Type II) of Haitong Securities publicly issued to professional institutional investors	23 Haitong 10	115363	2023/5/16	2023/5/18	-	2028/5/18	14	3.10	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	CTIC Securities, Shenwan Hongyuan Securities	CTIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Perpetual Subordinated Bonds for professional investor in 2023 (First Tranche) of Guotai Junan Securities	23 GUOTAI JUNAN Y1	115483	2023/6/8	2023/6/12	-	-	50	3.53	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	Shenwan Hongyuan Securities, CSC Securities	Shenwan Hongyuan Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
2023 Corporate Bonds (Tranche 6) (Type I) of Haitong Securities publicly issued to professional institutional investors	23 Haitong 11	115487	2023/6/13	2023/6/15	-	2026/6/15	30	2.73	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	CTIC Securities, Shenwan Hongyuan Securities	CTIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
2023 Corporate Bonds (Tranche 6) (Type II) of Haitong Securities publicly issued to professional institutional investors	23 Haitong 12	115488	2023/6/13	2023/6/15	-	2028/6/15	20	3.07	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	CTIC Securities, Shenwan Hongyuan Securities	CTIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and payment of interests	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
2023 Corporate Bonds (Tranche 7) (Type I) of Haitong Securities publicly issued to professional institutional investors	23 Haitong 13	115618	2023/7/21	2023/7/25	-	2026/7/25	20	2.72	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	CITIC Securities Shenwan Honguan Securities	CITIC Securities	For professional investors click transaction, inquiry transaction, bidding transaction and negotiation transaction	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
2023 Corporate Bonds (Tranche 7) (Type II) of Haitong Securities publicly issued to professional institutional investors	23 Haitong 14	115619	2023/7/21	2023/7/25	-	2028/7/25	27	3.05	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	CITIC Securities Shenwan Honguan Securities	CITIC Securities	For professional investors click transaction, inquiry transaction, bidding transaction and negotiation transaction	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance Corporate Bonds for professional investor in 2023 (Fourth Tranche) (Type II) of Guotai Junan Securities	23 GUOTJUN 08	115804	2023/8/14	2023/8/16	-	2026/8/16	20	2.70	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities Shenwan Honguan Securities, CSC, Guosen Securities	SDIC Securities	For professional investors click transaction, inquiry transaction, bidding transaction and negotiation transaction	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
2023 Corporate Bonds (Tranche 8) of Haitong Securities publicly issued to professional institutional investors	23 Haitong 15	115828	2023/8/16	2023/8/18	-	2026/8/18	32	2.67	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	CITIC Securities Shenwan Honguan Securities	CITIC Securities	For professional investors click transaction, inquiry transaction, bidding transaction and negotiation transaction	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and interest	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
Public Issuance Corporate Bonds for professional investor in 2023 (Fifth Tranche) (Type II) of Guotai Junan Securities	23 GUOTJUN 10	240007	2023/9/19	2023/9/21	-	2026/9/21	35	2.89	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, CSC, Guosen Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance Corporate Bonds for professional investor in 2023 (Sixth Tranche) (Type II) of Guotai Junan Securities	23 GUOTJUN 12	240066	2023/10/17	2023/10/19	-	2028/10/19	25	3.12	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, CSC, Guosen Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance Corporate Bonds for professional investor in 2023 (Seventh Tranche) (Type III) of Guotai Junan Securities	23 GUOTJUN 15	240261	2023/11/14	2023/11/16	-	2028/11/16	17	3.08	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, CSC, Guosen Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
2023 Corporate Bonds (Tranche 9) of Haitong Securities publicly issued to professional institutional investors	23 Haitong 16	240306	2023/11/22	2023/11/24	-	2026/11/24	18	2.95	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	CTITC Securities, GF Securities, Guosen Securities	CTITC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and payment of interests	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
2024 Corporate Bonds (Tranche 1) (Type I) of Haitong Securities publicly issued to professional institutional investors	24 Haitong01	240454	2024/2/20	2024/2/22	-	2027/2/22	10	2.58	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	CTIC Securities, GF Securities, Huatai United Securities	CTIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
2024 Corporate Bonds (Tranche 1) (Type II) of Haitong Securities publicly issued to professional institutional investors	24 Haitong02	240587	2024/2/20	2024/2/22	-	2029/2/22	50	2.75	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	CTIC Securities, GF Securities, Huatai United Securities	CTIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
2024 Corporate Bonds (Tranche 2) (Type I) of Haitong Securities publicly issued to professional institutional investors	24 Haitong03	240643	2024/3/1	2024/3/5	-	2027/3/5	17	2.50	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	CTIC Securities, GF Securities	CTIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
2024 Corporate Bonds (Tranche 2) (Type II) of Haitong Securities publicly issued to professional institutional investors	24 Haitong04	240644	2024/3/1	2024/3/5	-	2029/3/5	33	2.70	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	CTIC Securities, GF Securities	CTIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and interest	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
2024 Corporate Bonds (Tranche 3) (Type I) of Haitong Securities publicly issued to professional institutional investors	24 Haitong 05	240748	2024/3/18	2024/3/20	-	2027/3/20	41	2.55	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	CITIC Securities, Everbright Securities, Guosen Securities	CITIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
2024 Corporate Bonds (Tranche 3) (Type II) of Haitong Securities publicly issued to professional institutional investors	24 Haitong 06	240749	2024/3/18	2024/3/20	-	2029/3/20	30	2.69	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	CITIC Securities, Everbright Securities, Guosen Securities	CITIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance Corporate Bonds for professional investor in 2024 (First Tranche) of Guotai Junan Securities	24 GUOJUN C1	240988	2024/5/16	2024/5/20	-	2027/5/20	50	2.30	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Honguan Securities, CSC, Guosen Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Subordinated Bonds for professional investor in 2024 (First Tranche) of Guotai Junan Securities	24 GUOJUN C1	241004	2024/6/6	2024/6/11	-	2027/8/11	30	2.28	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Honguan Securities, Guosen Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and payment of interests	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
Public Issuance Corporate Bonds for professional investor in 2024 (Second Tranche) of Guotai Junan Securities	24GUJUN C2	241260	2024/7/9	2024/7/11	-	2026/8/11	20	2.07	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Honguan Securities, CSC, Guosen Securities	SDC Securities	For professional investors click transaction, inquiry transaction, bidding transaction and negotiation transaction	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance Subordinated Bonds for professional investor in 2024 (Second Tranche) (Type II) of Guotai Junan Securities	24GUJUN C3	241804	2024/10/21	2024/10/23	-	2026/10/23	20	2.24	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Honguan Securities, Guosen Securities	SDC Securities	For professional investors click transaction, inquiry transaction, bidding transaction and negotiation transaction	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance Subordinated Bonds for professional investor in 2024 (Third Tranche) (Type I) of Guotai Junan Securities	24GUJUN C4	242017	2024/12/3	2024/12/5	-	2026/12/5	30	2.05	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Honguan Securities	SDC Securities	For professional investors click transaction, inquiry transaction, bidding transaction and negotiation transaction	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance Subordinated Bonds for professional investor in 2024 (Third Tranche) (Type II) of Guotai Junan Securities	24GUJUN C5	242018	2024/12/3	2024/12/5	-	2027/12/5	30	2.10	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Honguan Securities	SDC Securities	For professional investors click transaction, inquiry transaction, bidding transaction and negotiation transaction	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and interest	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
Public Issuance Corporate Bonds for professional investor in 2025 (First Tranche) (Type I) of Guotai Junan Securities	25 GUOTJUN G1	24241	2025/1/6	2025/1/8	-	2028/1/8	35	1.73	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, CSC	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance Corporate Bonds for professional investor in 2025 (First Tranche) (Type II) of Guotai Junan Securities	25 GUOTJUN G2	24238	2025/1/6	2025/1/8	-	2030/1/8	35	1.81	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, CSC	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Subordinated Bonds for professional investor in 2025 (First Tranche) (Type I) of Guotai Junan Securities	25 GUOTJUN C1	24213	2025/1/14	2025/1/16	-	2027/1/16	5	1.88	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Subordinated Bonds for professional investor in 2025 (First Tranche) (Type II) of Guotai Junan Securities	25 GUOTJUN C2	24214	2025/1/14	2025/1/16	-	2028/1/16	15	1.93	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and payment of interests	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
Public Issuance Subordinated Bonds for professional investor in 2025 (Second Tranche) (Type II) of Guotai Junan Securities	25GUJUN C4	242865	2025/3/3	2025/2/17	-	2028/2/17	16	1.96	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Honguan Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance Corporate Bonds for professional investor in 2025 (Second Tranche) (Type I) of Guotai Junan Securities	25GUJUN C3	242514	2025/3/3	2025/3/5	-	2028/3/5	20	2.04	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Honguan Securities, CSC	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance Corporate Bonds for professional investor in 2025 (Second Tranche) (Type II) of Guotai Junan Securities	25GUJUN G4	242515	2025/3/3	2025/3/5	-	2030/3/5	10	2.10	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Honguan Securities, CSC	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Corporate Bonds for professional investor in 2025 (First Tranche) (Type I) of Guotai Haitong Securities	25GHTHT01	242869	2025/5/7	2025/5/9	-	2028/5/9	70	1.88	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Honguan Securities, China Merchants Securities, GF Securities, CDB Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and payment of interests	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Matching transaction	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
Public Issuance of Corporate Bonds for professional investor in 2025 (First Tranche) (Type II) of Guotai Haitong Securities	25GTH102	242970	2025/5/7	2025/5/9	-	2030/5/9	60	1.95	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, China Merchants Securities, GF Securities, CDB Securities	SDIC Securities	For professional investors	click transaction, inquiry transaction, bidding transaction and negotiation transaction	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Science and Technology Innovation Corporate Bonds for professional investor in 2025 (First Tranche) (Type I) of Guotai Haitong Securities	25GTH1K1	242913	2025/5/9	2025/5/13	-	2028/5/13	66	1.70	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, China Merchants Securities	SDIC Securities	For professional investors	click transaction, inquiry transaction, bidding transaction and negotiation transaction	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Science and Technology Innovation Corporate Bonds for professional investor in 2025 (First Tranche) (Type II) of Guotai Haitong Securities	25GTH1K2	242981	2025/5/9	2025/5/13	-	2035/5/13	14	2.10	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities	SDIC Securities	For professional investors	click transaction, inquiry transaction, bidding transaction and negotiation transaction	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and payment of interests	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
Public Issuance of Corporate Bonds for professional investor in 2025 (Second Tranche) (Type I) of Guotai Haitong Securities	25GTHT03	243290	2025/7/10	2025/7/14	-	2027/6/14	20	1.73	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, China Merchants Securities, GF Securities, CDB Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Corporate Bonds for professional investor in 2025 (Second Tranche) (Type II) of Guotai Haitong Securities	25GTHT04	243291	2025/7/10	2025/7/14	-	2028/7/14	112	1.75	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, China Merchants Securities, GF Securities, CDB Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Corporate Bonds for professional investor in 2025 (Third Tranche) (Type I) of Guotai Haitong Securities	25GTHT05	243333	2025/8/6	2025/8/8	-	2027/8/8	20	1.73	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, China Merchants Securities, CDB Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and interest	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
Public Issuance of Corporate Bonds for professional investor in 2025 (Third Tranche) (Type II) of Guotai Haitong Securities	25GTHT06	243534	2025/8/6	2025/8/8	-	2028/8/8	25	1.77	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, GF Securities, CDB Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Corporate Bonds for professional investor in 2025 (Fourth Tranche) (Type I) of Guotai Haitong Securities	25GTHT07	243544	2025/8/19	2025/8/21	-	2027/8/21	38	1.85	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, China Merchants Securities, CDB Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Corporate Bonds for professional investor in 2025 (Fourth Tranche) (Type II) of Guotai Haitong Securities	25GTHT08	243545	2025/8/19	2025/8/21	-	2028/8/21	25	1.90	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, China Merchants Securities, CDB Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and payment of interest	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
Public Issuance of Corporate Bonds for professional investor in 2025 (Fifth Tranche) (Type I) of Guotai Haitong Securities	25GTHHT09	243740	2025/9/9	2025/9/11	-	2026/11/11	44	1.75	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, GF Securities, CDB Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Corporate Bonds for professional investor in 2025 (Fifth Tranche) (Type II) of Guotai Haitong Securities	25GTHHT10	243741	2025/9/9	2025/9/11	-	2028/9/11	32	1.90	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, GF Securities, CDB Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Science and Technology Innovation Corporate Bonds for professional investor in 2025 (Second Tranche) of Guotai Haitong Securities	25GTHTK3	243468	2025/9/15	2025/9/17	-	2027/4/17	20	1.80	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	Shenwan Hongyuan Securities	Shenwan Hongyuan Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and interest	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
Public Issuance of Corporate Bonds for professional investor in 2025 (Sixth Tranche) (Type I) of Guotai Haitong Securities	25GTH11	243947	2025/9/18	2025/9/22	-	2026/11/22	47	1.83	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, China Merchants Securities, CDB Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Corporate Bonds for professional investor in 2025 (Sixth Tranche) (Type II) of Guotai Haitong Securities	25GTH12	243948	2025/9/18	2025/9/22	-	2028/9/22	25	1.95	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, China Merchants Securities, CDB Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Corporate Bonds for professional investor in 2025 (Seventh Tranche) (Type I) of Guotai Haitong Securities	25GTH13	243920	2025/10/13	2025/10/15	-	2027/1/15	45	1.80	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, GF Securities, China Merchants Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and payment of interests	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
Public Issuance of Corporate Bonds for professional investor in 2025 (Seventh Tranche) (Type II) of Guotai Haitong Securities	25GTHT14	243921	2025/10/13	2025/10/15	-	2028/10/15	55	2.02	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, GF Securities, China Merchants Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Corporate Bonds for professional investor in 2025 (Eighth Tranche) (Type I) of Guotai Haitong Securities	25GTHT15	244032	2025/10/21	2025/10/23	-	2027/2/23	40	1.80	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, GF Securities, China Merchants Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Corporate Bonds for professional investor in 2025 (Eighth Tranche) (Type II) of Guotai Haitong Securities	25GTHT16	244033	2025/10/21	2025/10/23	-	2028/10/23	30	1.97	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	SDIC Securities, Shenwan Hongyuan Securities, GF Securities, China Merchants Securities	SDIC Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and interest	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
Public Issuance of Science and Technology Innovation Corporate Bonds for professional investor in 2025 (Third Tranche) (Type I) of Guotai Haitong Securities	25GTHTK4	244415	2025/12/11	2025/12/15	-	2027/12/15	30	1.84	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	Shenwan Hongyuan Securities Merchants Securities	Shenwan Hongyuan Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
	25GTHTK5	244416	2025/12/11	2025/12/15	-	2028/12/15	20	1.90	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	Shenwan Hongyuan Securities Merchants Securities	Shenwan Hongyuan Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Science and Technology Innovation Corporate Bonds for professional investor in 2025 (Third Tranche) (Type II) of Guotai Haitong Securities	25GTHTK01	244573	2026/1/19	2026/1/21	-	2029/1/21	56	1.85	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	Shenwan Hongyuan Securities Merchants Securities	Shenwan Hongyuan Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
	25GTHTK02	244574	2026/1/19	2026/1/21	-	2029/1/21	56	1.85	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	Shenwan Hongyuan Securities Merchants Securities	Shenwan Hongyuan Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and interest	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
Public Issuance of Corporate Bonds for professional investor in 2026 (First Tranche) (Type II) of Guotai Haitong Securities	26GTHT02	244574	2026/1/19	2026/1/21	-	2031/1/21	44	2.00	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	Shenwan Hongyuan Securities, SDIC Securities,	Shenwan Hongyuan Securities	For professional investors click transaction, inquiry transaction, bidding transaction and negotiation transaction	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Corporate Bonds for professional investor in 2026 (Second Tranche) (Type I) of Guotai Haitong Securities	26GTHT03	244608	2026/1/22	2026/1/26	-	2029/1/26	74	1.85	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	Shenwan Hongyuan Securities, SDIC Securities, CSC Financial	Shenwan Hongyuan Securities	For professional investors click transaction, inquiry transaction, bidding transaction and negotiation transaction	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Corporate Bonds for professional investor in 2026 (Second Tranche) (Type II) of Guotai Haitong Securities	26GTHT04	244609	2026/1/22	2026/1/26	-	2031/1/26	26	1.98	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	Shenwan Hongyuan Securities, SDIC Securities, CSC Financial	Shenwan Hongyuan Securities	For professional investors click transaction, inquiry transaction, bidding transaction and negotiation transaction	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance Short-term Corporate Bonds for professional investor in 2026 (First Tranche) of Guotai Haitong Securities	26GHTS1	244665	2026/2/2	2026/2/4	-	2027/2/4	100	1.70	Principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	Shenwan Hongyuan Securities, SDIC Securities, CDB Securities	Shenwan Hongyuan Securities	For professional investors click transaction, inquiry transaction, bidding transaction and negotiation transaction	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Section VII Corporate Bonds

Name of bond	Abbreviation	Bond code	Issue date	Interest commencement date	Latest resale date after 30 April 2026	Maturity date	Outstanding amount	Interest Rate (%)	Method of repayment of principal and payment of interests	Place of trading	Lead underwriter	Trust manager	Arrangement to ensure the suitability of investors	Trading mechanism	Whether there is a risk of the listing and trading of bonds being terminated? (Y/N)
Public Issuance of Corporate Bonds for professional investor in 2026 (Third Tranche) (Type I) of Guotai Haitong Securities	25GTHT05	244687	2026/2/5	2026/2/9	-	2028/2/9	46	1.79	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	Shenwan Hongyan Securities, SDIC Securities, CDB Securities	Shenwan Hongyan Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N
Public Issuance of Corporate Bonds for professional investor in 2026 (Third Tranche) (Type II) of Guotai Haitong Securities	25GTHT06	244688	2026/2/5	2026/2/9	-	2029/2/9	51	1.85	Interest payable on annual basis and principal repayable and accrued interest payable upon maturity	Fixed-income products platform of the Shanghai Stock Exchange	Shenwan Hongyan Securities, SDIC Securities, CDB Securities	Shenwan Hongyan Securities	For professional investors	Matching transaction, click transaction, inquiry transaction, bidding transaction and negotiation transaction	N

Note: 25GTHT01 was issued on 9 May 2025 and completed its follow-on issuance on 20 October 2025, with issuance sizes of RMB4 billion and RMB3 billion respectively; 25GTHT02 was issued on 9 May 2025 and completed its follow-on issuance on 15 January 2026, with issuance sizes of RMB1.2 billion and RMB4.8 billion respectively; 25GTHTK1 was issued on 13 May 2025, completed its follow-on issuance on 10 November 2025, and completed its second follow-on issuance on 24 November 2025, with issuance sizes of RMB0.6 billion, RMB4 billion and RMB2 billion respectively; 25GTHT04 was issued on 14 July 2025, completed its follow-on issuance on 5 November 2025, and completed its second follow-on issuance on 12 January 2026, with issuance sizes of RMB2 billion, RMB3.2 billion and RMB6 billion respectively. The follow-on bond issuance shall be consolidated with the outstanding bonds for listing and trading, and consolidated for custody.

Section VII Corporate Bonds

Measures adopted by the Company for the risk of the listing and trading of bonds being terminated

☐ Applicable ☒ Not applicable

Interest payment of corporate bonds during the Reporting Period

Name of bond	Interest payment
Public Issuance Corporate Bonds for professional investor in 2023 (First Tranche) (Type I) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2023 (First Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance of Subordinated Bonds for professional investor in 2022 (First Tranche) (Type II) of Guotai Junan Securities	Payment of interest and principal in full as scheduled
Public Issuance of Subordinated Bonds for professional investor in 2022 (First Tranche) of Haitong Securities	Payment of interest and principal in full as scheduled
2023 Corporate Bonds (Tranche 1) (Type I) of Haitong Securities publicly issued to professional institutional investors	Payment of interest and principal in full as scheduled
2023 Corporate Bonds (Tranche 1) (Type II) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2023 (First Tranche) (Type I) of Guotai Junan Securities	Payment of interest and principal in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2023 (Second Tranche) (Type I) of Guotai Junan Securities	Payment of interest and principal in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2023 (Second Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2022 (Second Tranche) of Haitong Securities	Payment of interest and principal in full as scheduled
2024 Corporate Bonds (Tranche 1) (Type I) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled

Section VII Corporate Bonds

Name of bond	Interest payment
2024 Corporate Bonds (Tranche 1) (Type II) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled
Public Issuance of Subordinated Bonds for professional investor in 2022 (Second Tranche) of Haitong Securities	Payment of interest and principal in full as scheduled
2024 Corporate Bonds (Tranche 2) (Type I) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled
2024 Corporate Bonds (Tranche 2) (Type II) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled
2023 Corporate Bonds (Tranche 2) (Type I) of Haitong Securities publicly issued to professional institutional investors	Payment of interest and principal in full as scheduled
2023 Corporate Bonds (Tranche 2) (Type II) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2022 (Third Tranche) of Haitong Securities	Payment of interest and principal in full as scheduled
Public Issuance of Subordinated Bonds for professional investor in 2022 (Third Tranche) of Haitong Securities	Payment of interest and principal in full as scheduled
Guotai Junan Securities Private Placement of 2020 Perpetual Subordinated Bonds (First Tranche)	Payment of interest and principal in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2022 (First Tranche) (Type I) of Guotai Junan Securities	Payment of interest and principal in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2022 (First Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
2024 Corporate Bonds (Tranche 3) (Type I) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled
2024 Corporate Bonds (Tranche 3) (Type II) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled
2023 Corporate Bonds (Tranche 3) (Type I) of Haitong Securities publicly issued to professional institutional investors	Payment of interest and principal in full as scheduled

Section VII Corporate Bonds

Name of bond	Interest payment
2023 Corporate Bonds (Tranche 3) (Type II) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled
Public Issuance 2021 Corporate Bonds (First Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2022 (Second Tranche) (Type I) of Guotai Junan Securities	Payment of interest and principal in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2022 (Second Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
2023 Corporate Bonds (Tranche 4) (Type I) of Haitong Securities publicly issued to professional institutional investors	Payment of interest and principal in full as scheduled
2023 Corporate Bonds (Tranche 4) (Type II) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled
Public Issuance of Corporate Bonds for professional investor in 2020 (First Tranche) (Type II) of Haitong Securities	Payment of interest and principal in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2023 (Third Tranche) (Type I) of Guotai Junan Securities	Payment of interest and principal in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2023 (Third Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
2023 Corporate Bonds (Tranche 5) (Type I) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled
2023 Corporate Bonds (Tranche 5) (Type II) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2024 (First Tranche) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance 2021 Corporate Bonds (Second Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2022 (Third Tranche) (Type I) of Guotai Junan Securities	Payment of interest and principal in full as scheduled

Section VII Corporate Bonds

Name of bond	Interest payment
Public Issuance Corporate Bonds for professional investor in 2022 (Third Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance of Subordinated Bonds for professional investor in 2024 (First Tranche) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance of Perpetual Subordinated Bonds for professional investor in 2023 (First Tranche) of Guotai Junan Securities	Payment of interest in full as scheduled
2023 Corporate Bonds (Tranche 6) (Type I) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled
2023 Corporate Bonds (Tranche 6) (Type II) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2022 (Fourth Tranche) (Type I) of Guotai Junan Securities	Payment of interest and principal in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2022 (Fourth Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2024 (Second Tranche) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance of Perpetual Subordinated Bonds for professional investor in 2022 (First Tranche) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance 2021 Corporate Bonds (Fourth Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
2023 Corporate Bonds (Tranche 7) (Type I) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled
2023 Corporate Bonds (Tranche 7) (Type II) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled
2022 Corporate Bonds (Tranche 4) of Haitong Securities publicly issued to professional institutional investors	Payment of interest and principal in full as scheduled

Section VII Corporate Bonds

Name of bond	Interest payment
Public Issuance 2021 Corporate Bonds (Fifth Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance Short-term Corporate Bonds for professional investor in 2024 (First Tranche) of Guotai Junan Securities	Payment of interest and principal in full as scheduled
Public Issuance 2021 Corporate Bonds (Sixth Tranche) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2023 (Fourth Tranche) (Type I) of Guotai Junan Securities	Payment of interest and principal in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2023 (Fourth Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
2023 Corporate Bonds (Tranche 8) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled
2021 Corporate Bonds (Eighth Tranche) (Type II) of Haitong Securities publicly issued to professional investors	Payment of interest in full as scheduled
2022 Corporate Bonds (Tranche 5) of Haitong Securities publicly issued to professional institutional investors	Payment of interest and principal in full as scheduled
Public Issuance 2021 Corporate Bonds (Seventh Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2022 (Fifth Tranche) (Type I) of Guotai Junan Securities	Payment of interest and principal in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2022 (Fifth Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2023 (Fifth Tranche) (Type I) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2023 (Fifth Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
2017 Corporate Bonds (Tranche 2) of Haitong Securities publicly issued to qualified investors	Payment of interest in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2021 (Eighth Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
2022 Corporate Bonds (Tranche 6) of Haitong Securities publicly issued to professional institutional investors	Payment of interest and principal in full as scheduled

Section VII Corporate Bonds

Name of bond	Interest payment
Public Issuance Corporate Bonds for professional investor in 2023 (Sixth Tranche) (Type I) of Guotai Junan Securities	Payment of interest and principal in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2023 (Sixth Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance Subordinated Bonds for professional investor in 2024 (Second Tranche) (Type I) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance Subordinated Bonds for professional investor in 2024 (Second Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2023 (Fifth Tranche) (Type I) of Guotai Junan Securities	Payment of interest and principal in full as scheduled
2022 Corporate Bonds (Tranche 7) of Haitong Securities publicly issued to professional institutional investors	Payment of interest and principal in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2023 (Seventh Tranche) (Type I) of Guotai Junan Securities	Payment of interest and principal in full as scheduled
Public Issuance Corporate Bonds for professional investor in 2023 (Seventh Tranche) (Type III) of Guotai Junan Securities	Payment of interest in full as scheduled
2023 Corporate Bonds (Tranche 9) of Haitong Securities publicly issued to professional institutional investors	Payment of interest in full as scheduled
Public Issuance Subordinated Bonds for professional investor in 2024 (Third Tranche) (Type I) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance Subordinated Bonds for professional investor in 2024 (Third Tranche) (Type II) of Guotai Junan Securities	Payment of interest in full as scheduled
Public Issuance Short-term Corporate Bonds for professional investor in 2024 (Second Tranche) of Guotai Junan Securities	Payment of interest and principal in full as scheduled
Public Issuance Short-term Corporate Bonds for professional investor in 2025 (First Tranche) (Type I) of Guotai Junan Securities	Payment of interest and principal in full as scheduled

Section VII Corporate Bonds

2. The triggering and implementation of the Company or investor option terms and the investor protection terms

Issuer's right of redemption (i.e. on the fifth and every subsequent interest payment date of the bonds, the issuer shall have the right to redeem the bonds at the face value plus the interest payable) and (when specific conditions are met) issuer's option of redemption and right of deferring payment of interest are available for "20 GUOJUN Y1". On 11 March 2025, the fifth annual interest payment date of the above bond, i.e. the end of the first repricing cycle, the Company exercised the redemption right of the above bond and paid it in full.

Issuer's option of renewal (i.e. at the end of each repricing cycle of the bonds, the issuer has the right to choose to extend the maturity of the bonds for one repricing cycle, or to pay the principal in full) and (when specific conditions are met) issuer's option of redemption and right of deferring payment of interest are available for "22 GUOJUN Y1" and "23 GUOJUN Y1"

As of the date of the Report, "22 GUOJUN Y1" and "23 GUOJUN Y1" have neither become due to exercise nor have triggered the issuer options such as renewal options and jumps in interest rates. The Company did not exercise the right of deferring interest payment due to the occurrence of compulsory interest payment event as a result of the reduction of registered capital and dividend distribution to ordinary shareholders. The Company has paid all the current interest on the issued perpetual subordinated bonds timely and fully.

On 29 May 2025, the Company held the 2024 annual general meeting, at which the "Resolution on Repurchase and Cancellation of Part of Restricted A Shares" (《關於回購註銷部分 A 股限制性股票的議案》) was considered and approved, pursuant to which the Company repurchased and cancelled a total of 782,867 restricted A Shares that have been granted but have not been unlocked held by certain participants, and disclosed on the same date the "Announcement by Guotai Haitong Securities Co., Ltd. on Notice to Creditors Regarding the Repurchase and Cancellation of Part of the Restricted A Shares to Reduce Registered Capital" (《國泰海通證券股份有限公司關於回購註銷部分 A 股限制性股票減少註冊資本通知債權人的公告》), which notified creditors of the above matters.

Section VII Corporate Bonds

3. Intermediaries providing services for bond issuance and duration business

Name of intermediary	Office address	Name of signing accountants (if applicable)	Contact persons	Telephone
SDIC Securities Co., Ltd.	37/F, New Tower, SDIC Building, No. 168, Yangshupu Road, Hongkou District, Shanghai	–	WANG Kailin	0755-81682808
CITIC Securities Company Limited	22/F, CITIC Securities Tower, No. 48 Liangmaqiao Road, Chaoyang District, Beijing	–	QI Jihua, KANG Yaran	010-60833960
Shenwan Hongyuan Securities Co., Ltd.	31/F, The Center, 989 Changle Road, Xuhui District, Shanghai	–	LIU Qiuyan, DING Tianshuo	021-33389888
GF Securities Co., Ltd.	39/F, Taikang Insurance Tower, No. 429 North Nanquan Road, Pudong New Area, Shanghai	–	LU Yicheng	021-38003800
China Merchants Securities Co., Ltd.	17/F, Building No.3, 1 Yuetan South Street Xicheng District, Beijing	–	ZHU Rong	010-60840930
CDB Securities Company Limited	1-9/F, No. 29 Fuchengmenwai Avenue, Xicheng District, Beijing	–	ZHAI Man	010-88300839
CSC Financial Co., Ltd.	9/F, Building 1, Courtyard 16, Jinghui Street, Chaoyang District, Beijing	–	CHEN Ziyang	010-56052265
Shanghai Brilliance Credit Rating & Investors Service Co., Ltd.	14/F, Huasheng Building, No. 398 Hankou Road, Shanghai	–	LIU Tingting	021-63229686
Haiwen & Partners	Unit 2605, Kerry Center Tower 1, 1515 Nanjing West Road, Jingan District, Shanghai	–	MOU Jian, XIAO Junyan	021-60435123
Jia Yuan Law Offices, Beijing	F408, Ocean Plaza, 158 Fuxing Men Nei Avenue, Xicheng District, Beijing	–	LIU Jing	010-66413377
KPMG Huazhen LLP	8/F, Tower E2, Oriental Plaza, 1 East Chang'an Avenue, Dongcheng District, Beijing	ZOU Jun, WANG Guobei, YU Jingjing, WANG Xia	WANG Guobei, YU Jingjing	021-22122428 021-22122276

Changes in the above intermediaries

☐ Applicable ☒ Not applicable

4. Adjustment of credit ratings

☐ Applicable ☒ Not applicable

Other Information

☐ Applicable ☒ Not applicable

5. The changes of Guarantees, debt repayment plan and other debt repayment guarantee measures, as well as such implementation and effect thereof during the Reporting Period

Current status	Execution	Change	Whether there is any change	Condition before change	Reason for the change	Whether the change has been approved by competent authorities	Status as of the end of the Reporting Period	Effect of the change on the equity of bonds investors
The Company's existing corporate bonds are unsecured bonds. The Company's debt repayment guarantee measures are implemented pursuant to the requirements stated in the prospectus, including the formulation of "Rules of Meeting for Bond Holders", establishment of special working group for repayment, giving full play to the role of the trustee of the bonds and strict performance of information disclosure obligation, forming a set of guarantee measures that secured safe payment of interest and redemption of bonds.	The Company strictly implemented the provisions of the debt repayment plan and repayment guarantee measures, paid interest and/or principal of the bonds in full and on time, disclosed information related to the bonds in a timely manner, and protected the legitimate interests of investors. Relevant plans and measures are consistent with the corresponding commitments in the prospectus.	Not applicable	N	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable

Section VII Corporate Bonds

(II) Proceeds from corporate bonds

- √ The corporate bonds involved in the use of proceeds or rectification during the Reporting Period
 □ All corporate bonds of the Company did not involve the use of proceeds or rectification during the Reporting Period

1. Basic information

Unit: 100 million yuan Currency: RMB

Bond code	Abbreviation	Whether it is a special bond	Specific types of special bonds	Total amount of proceeds	The balance of proceeds at the end of the Reporting Period	The balance of special accounts for the proceeds at the end of the Reporting Period
242241	25 GUOJUN G1	N	Not applicable	35	0	0
242238	25 GUOJUN G2	N	Not applicable	35	0	0
242313	25 GUOJUN C1	N	Not applicable	5	0	0
242314	25 GUOJUN C2	N	Not applicable	15	0	0
242384	25 GUOJUN C3	N	Not applicable	7	0	0
242385	25 GUOJUN C4	N	Not applicable	16	0	0
242514	25 GUOJUN G3	N	Not applicable	20	0	0
242515	25 GUOJUN G4	N	Not applicable	10	0	0
242581	25 GUOJUN S1	Y	Short-term corporate bond	25	0	0
242582	25 GUOJUN S2	Y	Short-term corporate bond	35	0	0
242969	25GTHT01	N	Not applicable	70.2298	0	0
242970	25GTHT02	N	Not applicable	12	0	0
242913	25GTHTK1	Y	Science and Technology Innovation corporate bond	66.3766	0	0
242981	25GTHTK2	Y	Science and Technology Innovation corporate bond	14	0	0
243290	25GTHT03	N	Not applicable	20	0	0
243291	25GTHT04	N	Not applicable	52.12384	0	0
243533	25GTHT05	N	Not applicable	20	0	0
243534	25GTHT06	N	Not applicable	25	0	0
243544	25GTHT07	N	Not applicable	38	0	0
243545	25GTHT08	N	Not applicable	25	0	0
243740	25GTHT09	N	Not applicable	44	0	0

Section VII Corporate Bonds

Bond code	Abbreviation	Whether it is a special bond	Specific types of special bonds	Total amount of proceeds	The balance of proceeds at the end of the Reporting Period	The balance of special accounts for the proceeds at the end of the Reporting Period
243741	25GTHT10	N	Not applicable	32	0	0
243468	25GTHTK3	Y	Science and Technology Innovation corporate bond	20	0	0
243847	25GTHT11	N	Not applicable	47	0	0
243848	25GTHT12	N	Not applicable	25	0	0
243920	25GTHT13	N	Not applicable	45	0	0
243921	25GTHT14	N	Not applicable	55	0	0
244032	25GTHT15	N	Not applicable	40	0	0
244033	25GTHT16	N	Not applicable	30	0	0
244415	25GTHTK4	Y	Science and Technology Innovation corporate bond	30	0	0
244416	25GTHTK5	Y	Science and Technology Innovation corporate bond	20	0	0

Note: The total amount of proceeds for 25GTHT01, 25GTHTK1, and 25GTHT04 includes the portion from the subsequent issuance, and the same applies to the following.

2. Change and adjustment of use of proceeds

☐ Applicable ☒ Not applicable

Section VII Corporate Bonds

3. Use of proceeds

(1). Actual use of proceeds (excluding temporary replenishment)

Unit: 100 million yuan Currency: RMB

Bond code	Abbreviation	Reporting Period	Actual use of proceeds during the	Amount of interest-bearing debts (excluding corporate bonds) repaid	Repayment amount of corporate bonds	Replenishment amount	Amount involved in fixed asset investment projects	Amount involved in equity investment or asset acquisition	Amount for other purposes
242241	25 GUOJUN G1	35	-	35	-	-	-	-	-
242238	25 GUOJUN G2	35	30	5	-	-	-	-	-
242313	25 GUOJUN C1	5	-	5	-	-	-	-	-
242314	25 GUOJUN C2	15	-	15	-	-	-	-	-
242384	25 GUOJUN C3	7	-	-	7	-	-	-	-
242385	25 GUOJUN C4	16	-	-	16	-	-	-	-
242514	25 GUOJUN G3	20	-	20	-	-	-	-	-
242515	25 GUOJUN G4	10	10	-	-	-	-	-	-
242581	25 GUOJUN S1	25	-	-	25	-	-	-	-
242582	25 GUOJUN S2	35	-	-	35	-	-	-	-
242969	25GTHT01	70.2298	-	40	30.2298	-	-	-	-
242970	25GTHT02	12	-	12	-	-	-	-	-
242913	25GTHTK1	66.3766	-	-	18.1766	-	-	48.20	-
242981	25GTHTK2	14	-	-	4.20	-	-	9.80	-
243290	25GTHT03	20	-	20	-	-	-	-	-
243291	25GTHT04	52.12384	-	37	15.12384	-	-	-	-
243533	25GTHT05	20	-	20	-	-	-	-	-
243534	25GTHT06	25	-	25	-	-	-	-	-
243544	25GTHT07	38	-	38	-	-	-	-	-
243545	25GTHT08	25	-	25	-	-	-	-	-
243740	25GTHT09	44	-	44	-	-	-	-	-
243741	25GTHT10	32	-	32	-	-	-	-	-
243468	25GTHTK3	20	-	-	6	-	-	14	-
243847	25GTHT11	47	5	42	-	-	-	-	-
243848	25GTHT12	25	25	-	-	-	-	-	-
243920	25GTHT13	45	-	45	-	-	-	-	-
243921	25GTHT14	55	-	22	33	-	-	-	-
244032	25GTHT15	40	16	24	-	-	-	-	-
244033	25GTHT16	30	14	-	16	-	-	-	-
244415	25GTHTK4	30	-	-	9	-	-	21	-
244416	25GTHTK5	20	-	-	6	-	-	14	-

Section VII Corporate Bonds

(2). Proceeds for repayment of corporate bonds and other interest-bearing debts

Currency: RMB

Bond code	Abbreviation	Specifics of repayment of corporate bonds	Specifics of repayment of other interest-bearing debts (excluding corporate bonds)
242241	25 GUOJUN G1	Repayment of corporate bonds (21 GUOJUN 12, 21 GUOJUN 14) of RMB3.5 billion	–
242238	25 GUOJUN G2	Repayment of corporate bonds (21 GUOJUN 14) of RMB0.5 billion	Repayment of interest-bearing bonds (24 GUOTAI JUNAN CP004) of RMB3.0 billion
242313	25 GUOJUN C1	Repayment of corporate bonds (21 GUOJUN 14) of RMB0.5 billion	–
242314	25 GUOJUN C2	Repayment of corporate bonds (21 GUOJUN 14) of RMB1.5 billion	–
242514	25 GUOJUN G3	Repayment of corporate bonds (21 GUOJUN C3) of RMB2.0 billion	–
242515	25 GUOJUN G4	–	Repayment of interest-bearing debts (24 GUOTAI JUNAN CP006) of RMB1.0 billion
242969	25GTHT01	Repayment of corporate bonds (23 GUOJUN G1, 20 GUOJUN Y1) of RMB4.0 billion	–
242970	25GTHT02	Repayment of corporate bonds (20 GUOJUN Y1) of RMB1.2 billion	–
243290	25GTHT03	Repayment of corporate bonds (22 GUOJUN G3) of RMB2.0 billion	–
243291	25GTHT04	Repayment of corporate bonds (22 GUOJUN G3, 23 HAITONG 07) of RMB3.7 billion	–
243533	25GTHT05	Repayment of corporate bonds (22 GUOJUN G5) of RMB2.0 billion	–
243534	25GTHT06	Repayment of corporate bonds (22 GUOJUN G5, 22 GUOJUN G7) of RMB2.5 billion	–

Section VII Corporate Bonds

Bond code	Abbreviation	Specifics of repayment of corporate bonds	Specifics of repayment of other interest-bearing debts (excluding corporate bonds)
243544	25GTHT07	Repayment of corporate bonds (22 HAITONG 04, 24 GUOJUN S1) of RMB3.8 billion	–
243545	25GTHT08	Repayment of corporate bonds (24 GUOJUN S1) of RMB2.5 billion	–
243740	25GTHT09	Repayment of corporate bonds (22 GUOJUN G7, 22 HAITONG 04, 24 GUOJUN S1) of RMB4.4 billion	–
243741	25GTHT10	Repayment of corporate bonds (24 GUOJUN S1, 23 GUOJUN G7) of RMB3.2 billion	–
243847	25GTHT11	Repayment of corporate bonds (22 HAITONG 05) of RMB4.2 billion	Repayment of interest-bearing debts (24 GUOTAI JUNAN CP009) of RMB0.5 billion
243848	25GTHT12	–	Repayment of interest-bearing debts (24 GUOTAI JUNAN CP009) of RMB2.5 billion
243920	25GTHT13	Repayment of corporate bonds (22 GUOJUN G9, 22 HAITONG 06) of RMB4.5 billion	–
243921	25GTHT14	Repayment of corporate bonds (22 HAITONG 06) of RMB2.2 billion	–
244032	25GTHT15	Repayment of corporate bonds (23 GUOJUN 11, 23 GUOJUN G9) of RMB2.4 billion	Repayment of interest-bearing debts (25 GUOTAI HAITONG CP001) of RMB1.6 billion
244033	25GTHT16	–	Repayment of interest-bearing debts (25 GUOTAI HAITONG CP001) of RMB1.4 billion

Section VII Corporate Bonds

(3). Proceeds for replenishment of liquidity (excluding temporary replenishment)

Currency: RMB

Bond code	Abbreviation	Specifics of replenishment of liquidity
242384	25 GUOJUN C3	Replenishment of liquidity of the Company of RMB0.7 billion
242385	25 GUOJUN C4	Replenishment of liquidity of the Company of RMB1.6 billion
242581	25 GUOJUN S1	Replenishment of liquidity of the Company of RMB2.5 billion
242582	25 GUOJUN S2	Replenishment of liquidity of the Company of RMB3.5 billion
242969	25GTHT01	Replenishment of liquidity of the Company of RMB3.02298 billion
242913	25GTHTK1	Replenishment of liquidity of the Company of RMB1.81766 billion
242981	25GTHTK2	Replenishment of liquidity of the Company of RMB0.42 billion
243291	25GTHT04	Replenishment of liquidity of the Company of RMB1.512384 billion
243468	25GTHTK3	Replenishment of liquidity of the Company of RMB0.6 billion
243921	25GTHT14	Replenishment of liquidity of the Company of RMB3.3 billion
244033	25GTHT16	Replenishment of liquidity of the Company of RMB1.6 billion
244415	25GTHTK4	Replenishment of liquidity of the Company of RMB0.9 billion
244416	25GTHTK5	Replenishment of liquidity of the Company of RMB0.6 billion

(4). Proceeds for specific projects

☐ Applicable ☒ Not applicable

(5). Proceeds for other uses

☐ Applicable ☒ Not applicable

Section VII Corporate Bonds

(6). Temporary replenishment

Unit: 100 million yuan Currency: RMB

Bond code	Abbreviation	Amount of temporary replenishment during the Reporting Period	Specifics of temporary replenishment, including but not limited to the purpose of temporary replenishment, time of commencement and return, procedures performed
242238	25 GUOJUN G2	30	According to the prospectus, the Company has temporarily replenished the liquidity with the idle bond proceeds of RMB3.0 billion for the settlement of the Company's business operations. The Company has recovered the temporary replenishment fund of RMB3.0 billion to the proceeds account on time, which was used to repay the interest-bearing debts 24 GUOTAI JUNAN CP004 due on 23 January 2025.
242515	25 GUOJUN G4	10	According to the prospectus, the Company has temporarily replenished the liquidity with the idle bond proceeds of RMB1.0 billion for the settlement of the Company's business operations. The Company has recovered the temporary replenishment fund of RMB1.0 billion to the proceeds account on time, which was used to repay the interest-bearing debts 24 GUOTAI JUNAN CP006 due on 13 May 2025.

Section VII Corporate Bonds

4. Compliance of the use of proceeds

Bond code	Abbreviation	Agreed use of proceeds in the prospectus	Actual use of proceeds as at the end of the Reporting Period (including actual use and temporary replenishment)	Whether the actual use is consistent with the agreed use (including the agreed use in the prospectus and the use after the compliance change)	Whether the use of proceeds and management of the special account for proceeds are in compliance with the regulations during the Reporting Period	Whether the use of proceeds is in compliance with local government debt management regulations
242241	25 GUOJUN G1	Repayment of the principal of corporate bonds and interest-bearing debts	Repayment of corporate bonds	Y	Y	Not applicable
242238	25 GUOJUN G2	Repayment of the principal of corporate bonds and interest-bearing debts	Repayment of corporate bonds and interest-bearing debts	Y	Y	Not applicable
242313	25 GUOJUN C1	Repayment of maturing debts and replenishing liquidity	Repayment of corporate bonds	Y	Y	Not applicable
242314	25 GUOJUN C2	Repayment of maturing debts and replenishing liquidity	Repayment of corporate bonds	Y	Y	Not applicable
242384	25 GUOJUN C3	Repayment of maturing debts and replenishing liquidity	Replenishment of liquidity	Y	Y	Not applicable
242385	25 GUOJUN C4	Repayment of maturing debts and replenishing liquidity	Replenishment of liquidity	Y	Y	Not applicable
242514	25 GUOJUN G3	Repayment of the principal of corporate bonds and interest-bearing debts, replenishment of liquidity	Repayment of corporate bonds	Y	Y	Not applicable
242515	25 GUOJUN G4	Repayment of the principal of corporate bonds and interest-bearing debts, replenishment of liquidity	Repayment of interest-bearing debts	Y	Y	Not applicable
242581	25 GUOJUN S1	Replenishment of liquidity of the Company	Replenishment of liquidity	Y	Y	Not applicable
242582	25 GUOJUN S2	Replenishment of liquidity of the Company	Replenishment of liquidity	Y	Y	Not applicable
242969	25GTHT01	Repayment of the principal of corporate bonds that are due, replenishment of liquidity	Repayment of corporate bonds, replenishment of liquidity	Y	Y	Not applicable
242970	25GTHT02	Repay the principal of corporate bonds that are due	Repayment of corporate bonds	Y	Y	Not applicable
242913	25GTHTK1	Using for investments that comply with relevant capital market requirements, replenishing liquidity of the Company, etc.	Using for investments that comply with relevant capital market requirements, replenishing liquidity	Y	Y	Not applicable

Section VII Corporate Bonds

Bond code	Abbreviation	Agreed use of proceeds in the prospectus	Actual use of proceeds as at the end of the Reporting Period (including actual use and temporary replenishment)	Whether the actual use is consistent with the agreed use (including the agreed use in the prospectus and the use after the compliance change)	Whether the use of proceeds and management of the special account for proceeds are in compliance with the regulations during the Reporting Period	Whether the use of proceeds is in compliance with local government debt management regulations
242981	25GTHTK2	Using for investments that comply with relevant capital market requirements, replenishing liquidity of the Company., etc.	Using for investments that comply with relevant capital market requirements, replenishing liquidity	Y	Y	Not applicable
243290	25GTHT03	Replacement of the principal of corporate bonds that are due	Repayment of corporate bonds	Y	Y	Not applicable
243291	25GTHT04	Replacement of the principal of corporate bonds that are due, replenishment of liquidity	Repayment of corporate bonds, replenishment of liquidity	Y	Y	Not applicable
243533	25GTHT05	Replacement of the principal of corporate bonds that are due	Repayment of corporate bonds	Y	Y	Not applicable
243534	25GTHT06	Replacement of the principal of corporate bonds that are due	Repayment of corporate bonds	Y	Y	Not applicable
243544	25GTHT07	Repayment or replacement of the principal of corporate bonds that are due	Repayment of corporate bonds	Y	Y	Not applicable
243545	25GTHT08	Repayment or replacement of the principal of corporate bonds that are due	Repayment of corporate bonds	Y	Y	Not applicable
243740	25GTHT09	Repayment or replacement of the principal of corporate bonds that are due	Repayment of corporate bonds	Y	Y	Not applicable
243741	25GTHT10	Repayment or replacement of the principal of corporate bonds that are due	Repayment of corporate bonds	Y	Y	Not applicable
243468	25GTHTK3	It will be used specifically to support sci-tech innovation businesses, and replenishment of liquidity	It will be used to support sci-tech innovation businesses, and replenishment of liquidity	Y	Y	Not applicable
243847	25GTHT11	Replacement of the principal of corporate bonds that are due, and repayment of interest-bearing debts	Repayment of corporate bonds and interest-bearing debts	Y	Y	Not applicable

Section VII Corporate Bonds

Bond code	Abbreviation	Agreed use of proceeds in the prospectus	Actual use of proceeds as at the end of the Reporting Period (including actual use and temporary replenishment)	Whether the actual use is consistent with the agreed use (including the agreed use in the prospectus and the use after the compliance change)	Whether the use of proceeds and management of the special account for proceeds are in compliance with the regulations during the Reporting Period	Whether the use of proceeds is in compliance with local government debt management regulations
243848	25GTHT12	Replacement of the principal of corporate bonds that are due, and repayment of interest-bearing debts	Repayment of interest-bearing debts	Y	Y	Not applicable
243920	25GTHT13	Repayment or replacement of the principal of corporate bonds that are due, replenishment of liquidity	Repayment of corporate bonds	Y	Y	Not applicable
243921	25GTHT14	Repayment or replacement of the principal of corporate bonds that are due, replenishment of liquidity	Repayment of corporate bonds, replenishment of liquidity	Y	Y	Not applicable
244032	25GTHT15	Repayment of the principal of corporate bonds that are due, repayment of interest-bearing debts replenishment of liquidity	Repayment of corporate bonds and interest-bearing debts	Y	Y	Not applicable
244033	25GTHT16	Repayment of the principal of corporate bonds that are due, repayment of interest-bearing debts replenishment of liquidity	Repayment of interest-bearing debts, replenishment of liquidity	Y	Y	Not applicable
244415	25GTHTK4	It will be used specifically to support sci-tech innovation businesses, and replenishment of liquidity	It will be used to support sci-tech innovation businesses, and replenishment of liquidity	Y	Y	Not applicable
244416	25GTHTK5	It will be used specifically to support sci-tech innovation businesses, and replenishment of liquidity	It will be used to support sci-tech innovation businesses, and replenishment of liquidity	Y	Y	Not applicable

Violations of regulations in the use of proceeds and management of proceeds accounts

☐ Applicable ☒ Not applicable

Section VII Corporate Bonds

(III) Other matters to be disclosed in relation to special bonds

1. The Company being an issuer of convertible corporate bonds

☐ Applicable ☒ Not applicable

2. The Company being an issuer of green corporate bonds

☐ Applicable ☒ Not applicable

3. The Company being an issuer of renewable corporate bonds

Unit: 100 million yuan Currency: RMB

Bond code	166204.SH
Abbreviation	20 GUOJUN Y1
Bond balance	0
Renewal	Not occurred
Interest rate hike	Not occurred
Interest deferral	Not occurred
Compulsory interest payment	Compulsory interest payment event occurred as a result of the reduction of registered capital and dividend distribution to ordinary shareholders by the issuer during the 12 months prior to the interest payment date
Whether it is still included in equity and related accounting treatment	Yes
Other matters	No

Section VII Corporate Bonds

Bond code	137521.SH
Abbreviation	22 GUOJUN Y1
Bond balance	50
Renewal	Not occurred
Interest rate hike	Not occurred
Interest deferral	Not occurred
Compulsory interest payment	Compulsory interest payment event occurred as a result of the reduction of registered capital and dividend distribution to ordinary shareholders by the issuer during the 12 months prior to the interest payment date
Whether it is still included in equity and related accounting treatment	Yes
Other matters	No
Bond code	115483.SH
Abbreviation	23 GUOJUN Y1
Bond balance	50
Renewal	Not occurred
Interest rate hike	Not occurred
Interest deferral	Not occurred
Compulsory interest payment	Compulsory interest payment event occurred as a result of the reduction of registered capital and dividend distribution to ordinary shareholders by the issuer during the 12 months prior to the interest payment date
Whether it is still included in equity and related accounting treatment	Yes
Other matters	No

4. The Company being an issuer of poverty alleviation corporate bonds

☐ Applicable ☒ Not applicable

5. The Company being an issuer of rural revitalization corporate bonds

☐ Applicable ☒ Not applicable

6. The Company being an issuer of Belt and Road corporate bonds

☐ Applicable ☒ Not applicable

Section VII Corporate Bonds

7. The Company being an issuer of sci-tech innovation corporate bonds or innovation and entrepreneurship corporate bonds

Unit: 100 million yuan Currency: RMB

The issuer category applicable to the bonds	☐ Sci-tech innovation enterprise ☐ Sci-tech innovation upgrading ☐ Sci-tech innovation investment ☐ Sci-tech innovation incubation ☒ Financial institution
Bond code	242913
Abbreviation	25GTHTK1
Bond balance	66
Progress on the allocation of proceed by sci-tech innovation project or financial institutions to the field of science and technology innovation	Proceeds have been fully utilized, with RMB4.82 billion used as special funds to support business in sci-tech innovation sector, through various channels such as bond and fund investments and the remaining proceeds used to replenish liquidity of the Company.
Outcomes in promoting sci-tech innovation development	Proceeds from the bonds were used as special funds to support businesses in the field of sci-tech innovation.
Operation of fund products (if any)	No
Other matters	No
The issuer category applicable to the bonds	☐ Sci-tech innovation enterprise ☐ Sci-tech innovation upgrading ☐ Sci-tech innovation investment ☐ Sci-tech innovation incubation ☒ Financial institution
Bond code	242981
Abbreviation	25GTHTK2
Bond balance	14
Progress on the allocation of proceed by sci-tech innovation project or financial institutions to the field of science and technology innovation	Proceeds have been fully utilized, with RMB0.98 billion used as special funds to support business in sci-tech innovation sector, through various channels such as bond and fund investments and the remaining proceeds used to replenish liquidity of the Company.
Outcomes in promoting sci-tech innovation development	Proceeds from the bonds were used as special funds to support businesses in the field of sci-tech innovation.
Operation of fund products (if any)	No
Other matters	No

Section VII Corporate Bonds

The issuer category applicable to the bonds	☐ Sci-tech innovation enterprise ☐ Sci-tech innovation upgrading ☐ Sci-tech innovation investment ☐ Sci-tech innovation incubation ☒ Financial institution
Bond code	243468
Abbreviation	25GTHTK3
Bond balance	20
Progress on the allocation of proceed by sci-tech innovation project or financial institutions to the field of science and technology innovation	Proceeds have been fully utilized, with RMB1.4 billion used as special funds to support business in sci-tech innovation sector, through various channels such as bond and fund investments and the remaining proceeds used to replenish liquidity of the Company.
Outcomes in promoting sci-tech innovation development	Proceeds from the bonds were used as special funds to support businesses in the field of sci-tech innovation.
Operation of fund products (if any)	No
Other matters	No
The issuer category applicable to the bonds	☐ Sci-tech innovation enterprise ☐ Sci-tech innovation upgrading ☐ Sci-tech innovation investment ☐ Sci-tech innovation incubation ☒ Financial institution
Bond code	244415
Abbreviation	25GTHTK4
Bond balance	30
Progress on the allocation of proceed by sci-tech innovation project or financial institutions to the field of science and technology innovation	Proceeds have been fully utilized, with RMB2.1 billion used as special funds to support business in sci-tech innovation sector, through various channels such as bond and fund investments and the remaining proceeds used to replenish liquidity of the Company.
Outcomes in promoting sci-tech innovation development	Proceeds from the bonds were used as special funds to support businesses in the field of sci-tech innovation.
Operation of fund products (if any)	No
Other matters	No

Section VII Corporate Bonds

The issuer category applicable to the bonds	☐ Sci-tech innovation enterprise ☐ Sci-tech innovation upgrading ☐ Sci-tech innovation investment ☐ Sci-tech innovation incubation ☒ Financial institution
Bond code	244416
Abbreviation	25GTHTK5
Bond balance	20
Progress on the allocation of proceed by sci-tech innovation project or financial institutions to the field of science and technology innovation	Proceeds have been fully utilized, with RMB1.4 billion used as special funds to support business in sci-tech innovation sector, through various channels such as bond and fund investments and the remaining proceeds used to replenish liquidity of the Company.
Outcomes in promoting sci-tech innovation development	Proceeds from the bonds were used as special funds to support businesses in the field of sci-tech innovation.
Operation of fund products (if any)	No
Other matters	No

8. The Company being an issuer of low-carbon transformation (linked) corporate bonds

☐ Applicable ☒ Not applicable

9. The Company being an issuer of financial relief corporate bonds

☐ Applicable ☒ Not applicable

10. The Company being an issuer of small and medium-sized enterprises support bond

☐ Applicable ☒ Not applicable

11. Matters on other special corporate bonds

☐ Applicable ☒ Not applicable

Section VII Corporate Bonds

(IV) Important matters in relation to corporate bonds during the Reporting Period

1. Non-operating transaction appropriation and capital placements

(1). Balance of non-operating transaction appropriation and capital placements

At the beginning of the Reporting Period, the balance of the Company's consolidated receivable transaction appropriation and capital placements to other parties that were not directly generated from production and operation (hereinafter referred to as the non-operating transaction appropriation and capital placements): RMB0 hundred million;

During the Reporting Period, non-operating transaction appropriation and capital placements increased by: RMB0 hundred million, recovered: RMB0 hundred million;

During the Reporting Period, whether there was any non-compliance with the relevant covenants or undertakings in the prospectus regarding non-operating transaction appropriation or capital placements

☐ Yes ☒ No

At the end of the Reporting Period, the total amount of unrecovered non-operating transaction appropriation and capital placements: RMB0 hundred million, of which the total amount of advances or loans from the controlling shareholder, actual controller, and other related parties was: RMB0 hundred million.

(2). Breakdown of non-operating transaction appropriation and capital placements

At the end of the Reporting Period, the proportion of the Company's consolidated unrecovered non-operating transaction appropriation and capital placements in the consolidated net assets: 0%

Whether it exceeds 10% of the consolidated net assets: ☐ Yes ☒ No

(3). Implementation of recovery arrangements disclosed during previous reporting periods

☐ Fully implemented ☐ Not fully implemented ☒ Not applicable

Section VII Corporate Bonds

2. Liabilities

(1). Interest-bearing debts and changes therein

1.1 Debt structure of the Company

At the beginning of the Reporting Period and at the end of the Reporting Period, the balance of interest-bearing debts of the Company (based on non-consolidated scope of the Company) was RMB386.676 billion and RMB790.846 billion, respectively, with a year-on-year change of 104.52% in the balance of interest-bearing debts during the Reporting Period.

Unit: 100 million yuan Currency: RMB

Type of interest-bearing debts	Overdue	Expiration date		Total amount	Proportion of amount in interest-bearing debts (%)
		Within 1 year (inclusive)	Over 1 year (exclusive)		
Corporate credit bonds	–	833.46	1,490.68	2,324.14	29.39
Bank loans	–	0.10	4.19	4.29	0.05
Loans from non-bank financial institutions	–	192.38	0.00	192.38	2.43
Other interest-bearing debts	–	5,274.61	113.04	5,387.65	68.13
Total	–	6,300.55	1,607.91	7,908.46	100.00

Among the corporate credit bonds of the Company in duration as at the end of the Reporting Period, the balance of corporate bonds was RMB232.414 billion, the balance of enterprise bonds was RMB0.00 billion and the balance of non-financial corporate debt financing instruments was RMB0.00 billion.

Section VII Corporate Bonds

1.2 Structure of consolidated interest-bearing debts of the Company

At the beginning of the Reporting Period and at the end of the of the Reporting Period, the balance of the Company's interest-bearing debts within the scope of the consolidated statements of the Company was RMB509.990 billion and RMB1,074.174 billion, respectively, with a year-on-year change of 110.63% in the balance of interest-bearing debts during the Reporting Period.

Unit: 100 million yuan Currency: RMB

Type of interest-bearing debts	Overdue	Expiration date		Total amount	Proportion of amount in interest-bearing debts (%)
		Within 1 year (inclusive)	Over 1 year (exclusive)		
Corporate credit bonds	–	964.91	1,648.93	2,613.84	24.33
Bank loans	–	429.64	213.31	642.95	5.99
Loans from non-bank financial institutions	–	192.38	19.69	212.07	1.97
Other interest-bearing debts	–	6,802.62	470.26	7,272.88	67.71
Total	–	8,389.55	2,352.19	10,741.74	100.00

Among the consolidated corporate credit bonds of the Company in duration as at the end of the Reporting Period, the balance of corporate bonds was RMB261.384 billion, the balance of enterprise bonds was RMB0.00 billion and the balance of non-financial corporate debt financing instruments was RMB0.00 billion.

1.3 Offshore bonds

As of the end of the Reporting Period, the balance of offshore bonds issued within the scope of the Company's consolidated statements was RMB44.971 billion.

(2). Overdue situation of interest-bearing debts or corporate credit bonds with overdue amounts exceeding RMB10 million of the Company and its subsidiaries at the end of the Reporting Period

☐ Applicable ☒ Not applicable

Section VII Corporate Bonds

(3). Priority solvency liabilities against third parties

As of the end of the Reporting Period, there were priority solvency liabilities against third parties within the scope of the Company's consolidated statements:

☐ Applicable ☒ Not applicable

3. Changes on information disclosure management system during the Reporting Period

☒ Change occurred ☐ No change occurred

Amendments to the information disclosure management system

To standardize the Company's information disclosure practices and safeguard the lawful rights and interests of the Company, its shareholders, customers, creditors, and other stakeholders, the Company has formulated these rules in accordance with the Company Law, the Securities Law, the Information Disclosure Management Measures for Listed Companies, the Provisions on the Management of Temporary Suspension and Exemption of Information Disclosure for Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, and other relevant laws, regulations, departmental rules, normative documents, and listing rules of the company's stock listing location. In conjunction with the Articles of Association and the Company's actual circumstances, the Company has revised and improved the Information Disclosure Management System of Guotai Haitong Securities Co., Ltd. The main revisions are as follows: Abolish the supervisory board, expand the functions of the audit committee, and include provisions regarding the suspension and exemption of information disclosure requirements.

Main changes to the information disclosure management system

For details, please see the Overseas Regulatory Announcement disclosed on the website of the Hong Kong Stock Exchange on 29 August 2025.

Impact on investor interests

No

Section VII Corporate Bonds

(V) DEBT FINANCING INSTRUMENTS OF NON-FINANCIAL ENTERPRISES IN THE INTER-BANK BOND MARKET

☐ Applicable ☒ Not applicable

(VI) LOSSES RECORDED IN THE CONSOLIDATED STATEMENTS OF THE COMPANY FOR THE REPORTING PERIOD HAVE EXCEEDED MORE THAN 10% OF THE NET ASSETS AT THE END OF THE PREVIOUS YEAR

☐ Applicable ☒ Not applicable

(VII) INTEREST-BEARING DEBTS OTHER THAN BONDS OVERDUE AS AT THE END OF THE REPORTING PERIOD

☐ Applicable ☒ Not applicable

(VIII) IMPACT ON THE RIGHTS AND INTERESTS OF BOND INVESTORS DUE TO VIOLATIONS OF LAWS AND REGULATIONS, THE ARTICLES OF ASSOCIATION, THE POLICY ON INFORMATION DISCLOSURE MANAGEMENT AND THE AGREEMENTS OR COMMITMENTS SET OUT IN THE BOND PROSPECTUS DURING THE REPORTING PERIOD

☐ Applicable ☒ Not applicable

Section VII Corporate Bonds

(IX) ACCOUNTING DATA AND FINANCIAL INDICATORS OF THE COMPANY FOR THE PAST TWO YEARS AS AT THE END OF THE REPORTING PERIOD

Unit: yuan Currency: RMB

Major indicators	2025	2024	Increase/decrease for the Reporting Period as compared with the corresponding period of last year (%)	Reasons for change
Net profit after deducting non-recurring gains and losses attributable to equity holders of the Company	21,388,466,654	12,439,955,582	71.93	Mainly due to the year-on- year increase in operating revenue.
Current ratio (%)	129	122	Increase by 7 percentage points	/
Quick ratio (%)	129	122	Increase by 7 percentage points	/
Gearing ratio (%)	78.36	77.69	Increase by 0.67 percentage points	/
Debt-to-EBITDA ratio	0.052	0.043	20.93	/
Interest coverage ratio	2.82	2.31	22.08	/
Cash interest coverage ratio	5.76	5.69	1.23	/
EBITDA interest coverage ratio	2.96	2.44	21.31	/
Loan repayment ratio (%)	100	100	–	/
Interest repayment ratio (%)	100	100	–	/

Note: The indicators above are calculated based on the consolidated financial statements prepared by the Group in accordance with Chinese Accounting Standards for Business Enterprises.

II. CONVERTIBLE CORPORATE BONDS

☐ Applicable ☒ Not applicable

III. STRUCTURED NOTES

From January to December 2025, the Company issued a total of 1,050 structured notes with an aggregate issuance amount of RMB118,937,077,650. A cumulative total of 1,362 structured notes was redeemed, with a total redemption amount of RMB67,288,067,224.31. All structured notes of deposit maturing during the Reporting Period were redeemed as agreed. As of the end of December 2025, the Company had 573 outstanding structured notes with an outstanding balance of RMB98,208,198,871.

Section VIII Financial Report

INDEPENDENT AUDITOR'S REPORT

to the shareholders of Guotai Haitong Securities Co., Ltd.

(Established in the People's Republic of China with limited liability)

OPINION

We have audited the consolidated financial statements of Guotai Haitong Securities Co., Ltd. ("the Company") and its subsidiaries ("the Group") set out on pages 345 to 537, which comprise the consolidated statement of financial position as at 31 December 2025, the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, comprising material accounting policies and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2025 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants ("IESBA Code"), as applicable to audits of the financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Section VIII Financial Report

Consolidation of structured entities

Refer to Note 29 to the consolidated financial statements and the accounting policies in Note 2.2.

The Key Audit Matter

Structured entities are generally created to achieve a narrow and well defined objective with restrictions around their ongoing activities. The Group may acquire or retain an ownership interest in, or act as a sponsor of, a structured entity through issuing or acquiring an investment fund, an asset management scheme, a trust scheme, an asset-backed security or a wealth management product.

In determining whether a structured entity is required to be consolidated by the Group, management is required to consider the power the Group is able to exercise over the activities of the entity and its exposure to and ability to influence its own returns from the entity.

In certain circumstances, the Group may be required to consolidate a structured entity even though it has no equity interest therein.

The factors which management needs to consider when determining whether a structured entity should be consolidated or not are not purely quantitative and need to be considered collectively.

How the matter was addressed in our audit

Our audit procedures to assess the consolidation of structured entities includes the following:

- making enquiries of management and inspecting relevant documents used by management relating to the judgement process over whether a structured entity is consolidated or not to assess whether the Group has an appropriate process in this regard.
- selecting a sample of structured entities for each key product type and performing the following procedures for each item selected:
 - inspecting the related contracts and internal documents to understand the purpose of the establishment of the structured entity and the involvement the Group has with the structured entity and to assess management's judgement over whether the Group has the ability to exercise power over the structured entity;

Section VIII Financial Report

Consolidation of structured entities

Refer to Note 29 to the consolidated financial statements and the accounting policies in Note 2.2.

The Key Audit Matter

We identified the consolidation of structured entities as a key audit matter because it involves significant management judgement in determining whether a structured entity is required to be consolidated by the Group or not and because the impact of consolidating a structured entity on the consolidated statement of financial position could be significant.

How the matter was addressed in our audit

- evaluating the risk and reward structure of the structured entity including any capital or return guarantee, commission paid and distribution of the returns to assess management's judgement as to exposure, or rights, to variable returns from the Group's involvement in such an entity;
 - evaluating management's analysis of the structured entity including qualitative analysis and calculations of the magnitude and variability associated with its economic interests in the structured entity to assess management's judgement over the Group's ability to influence its own returns from the structured entity;
 - evaluating management's judgement over whether the structured entity should be consolidated or not.
- assessing the disclosures in the consolidated financial statements in relation to structured entities with reference to the requirements of the prevailing accounting standards.

Section VIII Financial Report

Measurement of loss allowances for margin accounts receivable, stock-pledged financing, finance lease receivables and receivables arising from sale and leaseback arrangements

Refer to Note 31, 32, 36, 44 to the consolidated financial statements and the accounting policies in Note 3.12.

The Key Audit Matter

The determination of loss allowances using the expected credit loss model is subject to a number of key parameters and assumptions, including the identification of expected credit loss stages, estimates of probability of default, loss given default, exposures at default, economic indicators for forward-looking adjustment and other adjustment factors. Management judgment is involved in the selection of those parameters and the application of the assumptions.

In particular, the determination of the loss allowances is heavily dependent on the external macro environment and the Group's internal credit risk management strategy. The expected credit losses for margin accounts receivable, stock-pledged financing, finance lease receivables and receivables arising from sale and leaseback arrangements are derived from estimates whereby management takes into consideration historical overdue data, the historical loss experience and other adjustment factors.

How the matter was addressed in our audit

Our audit procedures to assess loss allowances of margin accounts receivable, stock-pledged financing, finance lease receivables and receivables arising from sale and leaseback arrangements includes the following:

- understanding and assessing the design, implementation and operating effectiveness of key internal controls of financial reporting over the approval, recording and monitoring of margin accounts receivable, stock-pledged financing, finance lease receivables and receivables arising from sale and leaseback arrangements, the credit grading process and the measurement of loss allowance.
- assessing the reliability of the expected credit loss model used by management in determining loss allowances, including assessing the appropriateness of the key parameters and assumptions in the expected credit loss model, including the identification of expected credit loss stages, probability of default, loss given default, exposure at default, adjustments for forward-looking information and other management adjustments.

Section VIII Financial Report

Measurement of loss allowances for margin accounts receivable, stock-pledged financing, finance lease receivables and receivables arising from sale and leaseback arrangements

Refer to Note 31, 32, 36, 44 to the consolidated financial statements and the accounting policies in Note 3.12.

The Key Audit Matter

Management also exercises judgement in determining the quantum of loss given default based on a range of factors. These include available remedies for recovery, the financial situation of the borrower, the recoverable amount of collateral, the seniority of the claim and the existence and cooperativeness of other creditors. When listed stocks are involved as collateral, price volatility of the stock, the liquidity, the stock holding concentration of the borrower, the loan balances to collateral ratio and the operation of the issuer will also be taken into account in the judgement.

We identified loss allowances of margin accounts receivable, stock-pledged financing, finance lease receivables and receivables arising from sale and leaseback arrangements as a key audit matter because of the inherent uncertainty and management judgment involved and because of its significance to the financial results and capital of the Group.

How the matter was addressed in our audit

- assessing the completeness and accuracy of data used for the key parameters in the expected credit loss model. For key parameters derived from internal data relating to original agreements, we compared the total balance of the financial asset list used by management to assess the allowances for impairment with the general ledger; selecting financial assets and comparing investment information with the underlying agreements and other related documentation to assess the accuracy of compilation of the asset list. For key parameters derived from external data, we selected samples to inspect the accuracy of such data by comparing them with external sources.
- for key parameters involving judgement, critically assessing input parameters by seeking evidence from external sources and comparing to the Group's internal records. We compared the economic factors used in the models with market information to assess whether they were aligned with market and economic development.

Section VIII Financial Report

Measurement of loss allowances for margin accounts receivable, stock-pledged financing, finance lease receivables and receivables arising from sale and leaseback arrangements

Refer to Note 31, 32, 36, 44 to the consolidated financial statements and the accounting policies in Note 3.12.

The Key Audit Matter

How the matter was addressed in our audit

- evaluating the validity of management's assessment on whether the credit risk of the financial assets has, or has not, increased significantly since initial recognition and whether the financial assets is credit-impaired by selecting risk-based samples. On a sample basis, we checked the financial assets overdue information, understanding the credit situation and the collateral to loan ratio of the borrowers.
- for selected samples of the financial assets that are credit – impaired, evaluating the reasonableness of loss given default. We also evaluated the forecast cash flows, challenged the viability of the Group's recovery plans and evaluated other credit enhancements that are integral to the contract terms.
- based on the above, using expected credit loss model for selected samples to review the accuracy of the expected credit impairment allowance for margin accounts receivable, stock-pledged financing, finance lease receivables and receivables arising from sale and leaseback arrangements.
- evaluating whether the disclosures on impairment of margin accounts receivable, stock-pledged financing, finance lease receivables and receivables arising from sale and leaseback arrangements meet the disclosure requirements of prevailing accounting standards.

Section VIII Financial Report

Assessing the fair value of financial instruments held at fair value classified under Level 3 in the fair value hierarchy

Refer to Note 76 to the consolidated financial statements and the accounting policies in Note 3.3.

The Key Audit Matter

The Group's financial instruments included those classified under Level 3 in the fair value hierarchy ("Level 3 Financial Instruments"), which were measured using valuation techniques that involve significant inputs that were not based on observable market data ("unobservable inputs"). Where unobservable inputs were used in the valuation, estimates need to be developed which can involve significant management judgement.

We identified assessing the fair value of Level 3 Financial Instruments as a key audit matter because of its significance to the financial statements, the degree of complexity involved in valuing Level 3 Financial Instruments and because of the significant degree of judgement exercised by management in determining the inputs used in the valuation models.

How the matter was addressed in our audit

Our audit procedures to assess the fair value of Level 3 Financial Instruments includes the following:

- assessing the design, implementation and operating effectiveness of key internal controls over the valuation, independent price verification and valuation model approval for financial instruments.
- reading investment agreements entered into during the current year, for a sample of Level 3 Financial Instruments to understand the relevant investment terms and identify any conditions that were relevant to the valuation of financial instruments.
- With the assistance of KPMG's valuation specialists, assessing the fair value of level 3 financial instruments, on sample basis, by: evaluating the appropriateness of the Group's valuation models, evaluating the reasonableness of the inputs and the appropriateness of the application used by the Group; or either conducting independent valuation or obtaining inputs independently, and comparing our valuation results with that of the Group.
- evaluating the reasonableness of the disclosures on fair values of Level 3 Financial Instruments with reference to the requirements of the prevailing accounting standards.

Section VIII Financial Report

Goodwill impairment assessment relating to HuaAn Funds Management Co., Ltd. (“HuaAn Funds”)

Refer to Note 26 to the consolidated financial statements and the accounting policies in Note 3.2.

The Key Audit Matter

As at 31 December 2025, the carrying amount of goodwill was RMB4,052 million, primarily resulting from the acquisition of HuaAn Funds (RMB4,050 million).

Management performs goodwill impairment assessment annually. In performing an impairment assessment, management calculates the recoverable amount for each of the Group’s cash generating units (“CGUs”).

Management considers HuaAn Funds as a separate CGU and assessed the recoverable amount of HuaAn Funds by applying a discounted cash flow (“DCF”) model to determine the value in use, and involves the use of key assumptions and inputs, including revenue growth rate, terminal growth rate and discount rate, which requires significant management judgement.

We identified goodwill impairment assessment relating to HuaAn Funds as a key audit matter because of its significance to the financial statements, the significant management judgements and estimates involved, and the fact that these judgements are inherently uncertain and might be affected by management’s bias.

How the matter was addressed in our audit

Our audit procedures to assess goodwill impairment relating to HuaAn Funds included the following:

- assessing the design, implementation and operating effectiveness of key internal controls over the goodwill impairment assessment relating to HuaAn Funds.
- based on our understanding on the Group’s business and prevailing accounting standards, assessing management’s identification of CGU and how management allocates goodwill to each CGU.
- involving KPMG valuation specialist to evaluate the appropriateness of the method with reference to the requirements of the prevailing accounting standards and the reasonableness of the assumptions, including discount rate the management used when estimating the cash flows of HuaAn Funds.
- assessing the appropriateness of the key assumptions and judgments applied, including estimated revenue, growth rate and terminal growth rate adopted in the discounted cash flow forecast of HuaAn Funds by comparing with approved budgets and industry’s statistics.

Section VIII Financial Report

Goodwill impairment assessment relating to HuaAn Funds Management Co., Ltd. (“HuaAn Funds”)

Refer to Note 26 to the consolidated financial statements and the accounting policies in Note 3.2.

The Key Audit Matter

How the matter was addressed in our audit

- performing sensitivity analyses on the discount rate and other key assumptions adopted by management to assess the impact of the impairment test result arising from the change in key assumption and whether there is any indication of management bias.
- assessing the reasonableness of the disclosures in the consolidated financial statements in relation to goodwill impairment with reference to the requirements of the prevailing accounting standards.

Section VIII Financial Report

Gain arising on the acquisition of Haitong Securities Co., Ltd (“Haitong Securities”) (“Gain on the acquisition”)

Refer to Note 69 to the consolidated financial statements and the accounting policies in Note 3.2.

The Key Audit Matter

In March 2025, Guotai Junan Securities Co., Ltd. merged with Haitong Securities by way of share exchange and absorption, and changed its name to Guotai Haitong Securities Co., Ltd. The total consideration transferred was RMB133.55 billion, and the fair value of Haitong Securities’ identifiable net assets was RMB142.38 billion. As a result, Gain on the acquisition was recognised in other income and gains with the amount of RMB8.83 billion.

Management measured identifiable assets acquired and the liabilities assumed at the date of acquisition at their fair values. The fair value of the above identifiable assets are based on quoted prices in active markets for identical assets when the market are available; where there is no active market, but there is an active market for the identical or similar assets, the fair value is referred to the market price of the identical or similar assets; where there is no active market for identical or similar assets, valuation techniques such as DCF model and market approach are used to determine the fair value. The fair value of the above identifiable liabilities are based primarily on the amounts payable and prices quoted by third party. The above-mentioned valuation techniques such as DCF model and market approach involves the use of key parameters and assumptions, including discount rates, return on investments and price adjustment factors, which requires significant management judgement. Gain on the acquisition represents the excess of the fair value of identifiable net assets over the consideration transferred, which was recognised in the profit in 2025.

How the matter was addressed in our audit

Our audit procedures to assess Gain on the acquisition included the following:

- understanding and assessing the design, implementation and operating effectiveness of key internal controls over the recognition of Gain on the acquisition.
- reading relevant agreements, securities registration certificate and publicly available information related to the acquisition to review the number of shares issued by the Company for the acquisition of Haitong Securities, and the closing share price of the Company on the acquisition date. Assessing whether the calculation of the consideration transferred meets the requirements of the prevailing accounting standards.
- assessing whether the valuation techniques used by management to determine the fair value of Haitong Securities’ identifiable assets and liabilities meets the requirements of the prevailing accounting standards. On a sample basis, involving KPMG valuation specialist to evaluate the appropriateness of key parameters used in DCF model including discount rate and return on investments, and to evaluate the reasonableness of key assumptions used in market approach including price adjustment factors and etc.

Section VIII Financial Report

Gain arising on the acquisition of Haitong Securities Co., Ltd (“Haitong Securities”) (“Gain on the acquisition”)

Refer to Note 69 to the consolidated financial statements and the accounting policies in Note 3.2.

The Key Audit Matter

We identified Gain on the acquisition as a key audit matter because of its significance to the financial statements, the significant management judgements and estimates involved in determine the fair value of identifiable net assets, and the fact that these judgements are inherently uncertain and might be affected by management’s bias.

How the matter was addressed in our audit

- based on the above, review the accuracy of management’s calculation of Gain on the acquisition.
- assessing the reasonableness of the accounting treatment and the disclosures in the consolidated financial statements in relation to Gain on the acquisition with reference to the requirements of the prevailing accounting standards.

Section VIII Financial Report

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon as part of our engagement to audit the consolidated financial statements. We have performed an assurance engagement on the disclosed continuing connected transactions that form part of the other information and provided a separate assurance practitioner's conclusion thereon that is included within the other information.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Section VIII Financial Report

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

Section VIII Financial Report

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Pang, Shing Chor, Eric.

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

27 March 2026

Section VIII Financial Report

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2025

(Expressed in thousands of Renminbi, unless otherwise stated)

		Year ended 31 December	
	Note	2025 RMB'000	2024 RMB'000
Revenue			
Fee and commission income	8	38,623,896	21,080,124
Interest income	9	28,355,767	15,064,409
Finance lease income	9	1,133,150	–
Net investment gains	10	25,404,414	14,773,409
Total revenue		93,517,227	50,917,942
Other income and gains	11	10,195,641	1,117,496
Total revenue and other income		103,712,868	52,035,438
Fee and commission expenses	12	(11,674,823)	(5,953,030)
Interest expenses	13	(21,210,969)	(12,707,342)
Staff costs	14	(17,950,159)	(10,475,942)
Depreciation and amortization expenses	15	(3,024,132)	(1,591,874)
Tax and surcharges		(497,574)	(197,149)
Other operating expenses and costs	16	(8,016,627)	(4,462,102)
Accrual of credit loss expense	17	(3,863,344)	(249,973)
Provision for impairment losses on other assets		(74,571)	(41,602)
Total expenses		(66,312,199)	(35,679,014)

The Group completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination. The accompanying notes form part of this annual financial report.

Section VIII Financial Report

Year ended 31 December			
	Note	2025 RMB'000	2024 RMB'000
Operating profit		37,400,669	16,356,424
Share of profits of associates and joint ventures		<u>1,153,177</u>	<u>305,818</u>
Profit before income tax		38,553,846	16,662,242
Income tax expense	18	<u>(9,383,632)</u>	<u>(3,113,481)</u>
Profit for the year		<u>29,170,214</u>	<u>13,548,761</u>
Attributable to:			
Equity holders of the Company		27,809,206	13,024,085
Non-controlling interests		1,361,008	524,676
Total		<u>29,170,214</u>	<u>13,548,761</u>
Earnings per share attributable to ordinary equity holders of the Company (expressed in Renminbi yuan per share)			
– Basic	22	<u>1.74</u>	<u>1.39</u>
– Diluted	22	<u>1.74</u>	<u>1.39</u>

The Group completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination. The accompanying notes form part of this annual financial report.

Section VIII Financial Report

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2025

(Expressed in thousands of Renminbi, unless otherwise stated)

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Profit for the year	29,170,214	13,548,761
Other comprehensive income for the year		
Other comprehensive income that may be reclassified to profit or loss:		
Debt instruments at fair value through other comprehensive income		
– Net changes in fair value	383,020	1,287,926
– Changes in allowance for expected credit losses	530,194	153,929
– Reclassified to profit or loss	(685,161)	(952,179)
– Income tax impact	(15,242)	(172,268)
Share of other comprehensive income of associates and joint ventures		
– Share of other comprehensive income	(78,082)	78,261
Fair value gains on hedging instrument designated in cash flow hedges		
– Net changes in fair value	45,609	–
– Reclassified to profit or loss	(10,489)	–
– Income tax impact	240	–
Exchange differences on translation of financial statements in foreign currencies	222,621	312,235
Total items that may be reclassified to profit or loss	392,710	707,904

The Group completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination. The accompanying notes form part of this annual financial report.

Section VIII Financial Report

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Other comprehensive income that will not be reclassified to profit or loss:		
Equity instruments at fair value through other comprehensive income		
– Net changes in fair value	2,077,658	910,559
– Income tax impact	(449,445)	(222,390)
Share of other comprehensive income of associates and joint ventures		
– Share of other comprehensive income	49,059	71,640
Actuarial profit on defined benefit obligations	35,915	–
Total items that will not be reclassified to profit or loss	1,713,187	759,809
Other comprehensive income for the year, net of tax	2,105,897	1,467,713
Total comprehensive income for the year	31,276,111	15,016,474
Attributable to:		
Equity holders of the Company	30,086,489	14,406,679
Non-controlling interests	1,189,622	609,795
Total	31,276,111	15,016,474

The Group completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination. The accompanying notes form part of this annual financial report.

Section VIII Financial Report

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

(Expressed in thousands of Renminbi, unless otherwise stated)

	Note	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Non-current assets			
Property and equipment	23	20,257,271	4,329,909
Investment property	24	2,717,438	1,033,781
Right-of-use assets	25	3,179,315	2,158,939
Goodwill	26	4,052,356	4,070,761
Other intangible assets	27	1,649,438	908,140
Investments in associates	30	21,397,716	8,154,064
Investments in joint ventures	30	4,985,048	5,067,765
Finance lease receivables	31	7,446,760	–
Receivables arising from sale and leaseback arrangements	32	36,053,360	–
Debt investments at amortised cost	33	7,227,489	3,584,371
Debt instruments at fair value through other comprehensive income	34	90,653,606	66,907,683
Equity instruments at fair value through other comprehensive income	35	65,018,972	21,395,129
Financial assets held under resale agreements	36	2,604,743	1,810,988
Financial assets at fair value through profit or loss	37	30,639,135	12,083,399
Loans and advances	38	5,533,238	–
Refundable deposits	39	121,709,478	65,505,730
Deferred tax assets	40	4,447,890	1,424,446
Other non-current assets	41	3,186,284	70,471
Total non-current assets		432,759,537	198,505,576

The Group completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination. The accompanying notes form part of this annual financial report.

Section VIII Financial Report

		As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
	Note		
Current assets			
Accounts receivable	42	40,968,218	17,269,476
Other current assets	43	5,717,415	2,208,407
Margin accounts receivable	44	253,571,799	106,268,255
Finance lease receivables	31	4,806,147	–
Receivables arising from sale and leaseback arrangements	32	39,465,713	–
Debt investments at amortised cost	33	1,855,791	410,934
Debt instruments at fair value through other comprehensive income	34	55,015,884	19,120,035
Equity instruments at fair value through other comprehensive income	35	530,407	626,186
Financial assets held under resale agreements	36	89,260,251	58,834,713
Financial assets at fair value through profit or loss	37	657,923,435	396,390,006
Derivative financial assets	45	12,975,583	9,016,783
Placements to other financial institutions	46	1,068,279	–
Loans and advances	38	639,389	–
Clearing settlement funds	47	21,182,233	9,813,170
Deposits with central banks	48	4,136,389	–
Deposits with other banks	48	89,726	–
Cash held on behalf of brokerage customers	49	416,418,711	202,568,220
Cash and bank balances	50	75,953,229	26,713,651
Total current assets		1,681,578,599	849,239,836
Total assets		2,114,338,136	1,047,745,412

The Group completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination. The accompanying notes form part of this annual financial report.

Section VIII Financial Report

		As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Current liabilities			
Loans and borrowings	51	42,963,653	9,196,390
Short-term debt instruments	52	85,419,707	47,491,065
Placements from other financial institutions	53	19,238,359	5,416,271
Accounts payable to brokerage customers	54	514,586,677	252,069,517
Employee benefits payable	55	11,229,678	8,072,898
Income tax payable		3,768,615	632,231
Financial assets sold under repurchase agreements	56	464,895,851	244,937,517
Financial liabilities at fair value through profit or loss	57	88,414,109	66,269,045
Derivative financial liabilities	45	17,693,449	9,391,575
Bonds payable	58	137,317,082	31,392,278
Contract liabilities	59	81,415	22,076
Lease liabilities	60	706,948	666,432
Customer accounts	61	4,585,101	–
Other current liabilities	62	129,833,828	80,698,295
Total current liabilities		1,520,734,472	756,255,590
Net current assets		160,844,127	92,984,246
Total assets less current liabilities		593,603,664	291,489,822

The Group completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination. The accompanying notes form part of this annual financial report.

Section VIII Financial Report

		As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
	Note		
Non-current liabilities			
Loans and borrowings	51	21,331,383	539,495
Placements from other financial institutions	53	1,968,365	–
Financial assets sold under repurchase agreements	56	1,449,214	–
Financial liabilities at fair value through profit or loss	57	9,590,420	9,014,927
Bonds payable	58	199,601,410	102,606,187
Lease liabilities	60	1,277,417	975,153
Customer accounts	61	5,033,700	–
Deferred tax liabilities	40	1,032,565	397,060
Long-term payables	63	4,113,135	–
Other non-current liabilities	64	2,003,070	483,303
Total non-current liabilities		247,400,679	114,016,125
Net assets		346,202,985	177,473,697
Equity			
Share capital	65	17,628,926	8,903,731
Other equity instruments	66	9,975,283	14,946,981
Treasury shares	67	(1,275,870)	(173,322)
Reserves	67	228,772,156	83,818,380
Retained profits	67	75,316,354	63,279,619
Equity attributable to equity holders of the Company		330,416,849	170,775,389
Non-controlling interests		15,786,136	6,698,308
Total equity		346,202,985	177,473,697

Approved and authorized for issue by the Board of Directors on 27 March 2026.

Zhu Jian

Chairman

Li Junjie

Executive Director

The Group completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination. The accompanying notes form part of this annual financial report.

Section VIII Financial Report

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

(Expressed in thousands of Renminbi, unless otherwise stated)

	Attributable to equity shareholders of the Company											Total equity
	Reserves										Non-controlling interests	
	Other equity instruments -		Investment						Retained profits	Total		
	Share capital	perpetual bonds	Capital reserve	revaluation reserve	Translation reserve	Surplus reserve	General reserve	Treasury shares				
At 31 December 2024	8,903,731	14,946,981	47,334,373	832,388	733,352	7,172,530	27,745,737	(173,322)	63,279,619	170,775,389	6,698,308	177,473,697
Profit for the year	-	-	-	-	-	-	-	-	27,809,206	27,809,206	1,361,008	29,170,214
Other comprehensive income or the year	-	-	-	1,840,246	437,037	-	-	-	-	2,277,283	(171,386)	2,105,897
Total comprehensive income for the year	-	-	-	1,840,246	437,037	-	-	-	27,809,206	30,086,489	1,189,622	31,276,111
Issue of ordinary shares (Note 65)	626,174	-	9,358,637	-	-	-	-	-	-	9,984,811	-	9,984,811
Business Combinations (Note 69)	8,099,804	-	125,463,210	-	-	-	-	(47,786)	-	133,515,228	7,796,289	141,311,517
Redemption of perpetual bonds	-	(4,971,698)	(28,302)	-	-	-	-	-	-	(5,000,000)	(1,001,209)	(6,001,209)
Issue of perpetual bonds	-	-	-	-	-	-	-	-	-	-	900,000	900,000
Issue of exchangeable bonds	-	-	-	-	-	-	-	-	-	-	802,008	802,008
Appropriation to surplus reserve	-	-	-	-	-	2,595,816	-	-	(2,595,816)	-	-	-
Appropriation to general reserve	-	-	-	-	-	-	5,693,843	-	(5,693,843)	-	-	-
Dividends (Note 21)	-	-	-	-	-	-	-	-	(7,530,858)	(7,530,858)	-	(7,530,858)
Distribution to other equity instrument holders (Note 21)	-	-	-	-	-	-	-	-	(356,000)	(356,000)	-	(356,000)
Distribution to non-controlling shareholders and other equity instrument holders of subsidiaries	-	-	-	-	-	-	-	-	-	-	(601,090)	(601,090)
Other comprehensive income that has been reclassified to retained profits	-	-	-	(406,230)	-	-	-	-	406,230	-	-	-
Deregistration of treasury shares	(783)	-	(3,554)	-	-	-	-	4,337	-	-	-	-
Equity-settled share-based payments	-	-	3,073	-	-	-	-	151,713	-	154,786	-	154,786
Shares repurchased	-	-	-	-	-	-	-	(1,210,812)	-	(1,210,812)	(20,143)	(1,230,955)
Others	-	-	-	-	-	-	-	-	(2,184)	(2,184)	22,351	20,167
At 31 December 2025	17,628,926	9,975,283	182,127,437	2,266,404	1,170,389	9,768,346	33,439,580	(1,275,870)	75,316,354	330,416,849	15,786,136	346,202,985

The Group completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination. The accompanying notes form part of this annual financial report.

Section VIII Financial Report

	Attributable to equity shareholders of the Company											
	Reserves											
	Other equity instruments -		Investment								Non-	
	Share capital	perpetual bonds	Capital reserve	revaluation reserve	Translation reserve	Surplus reserve	General reserve	Treasury shares	Retained profits	Total	controlling interests	Total equity
At 31 December 2023	8,904,611	19,918,679	47,315,448	(338,505)	494,968	7,172,530	25,356,763	(361,484)	58,506,243	166,969,253	6,408,757	173,378,010
Profit for the year	-	-	-	-	-	-	-	-	13,024,085	13,024,085	524,676	13,548,761
Other comprehensive income for the year	-	-	-	1,144,210	238,384	-	-	-	-	1,382,594	85,119	1,467,713
Total comprehensive income for the year	-	-	-	1,144,210	238,384	-	-	-	13,024,085	14,406,679	609,795	15,016,474
Redemption of perpetual bonds	-	(4,971,698)	(28,302)	-	-	-	-	-	-	(5,000,000)	-	(5,000,000)
Appropriation to general reserve	-	-	-	-	-	-	2,388,974	-	(2,388,974)	-	-	-
Dividends (Note 21)	-	-	-	-	-	-	-	-	(4,897,052)	(4,897,052)	-	(4,897,052)
Distribution to other equity instrument holders (Note 21)	-	-	-	-	-	-	-	-	(938,000)	(938,000)	-	(938,000)
Distribution to non-controlling shareholders and other equity instrument holders of subsidiaries	-	-	-	-	-	-	-	-	-	-	(296,626)	(296,626)
Other comprehensive income that has been reclassified to retained profits	-	-	-	26,683	-	-	-	-	(26,683)	-	-	-
Shares repurchased	-	-	-	-	-	-	-	-	-	-	(13,506)	(13,506)
Deregistration of treasury shares	(880)	-	(4,672)	-	-	-	-	5,552	-	-	-	-
Equity-settled share-based payments	-	-	46,111	-	-	-	-	182,610	-	228,721	-	228,721
Others	-	-	5,788	-	-	-	-	-	-	5,788	(10,112)	(4,324)
At 31 December 2024	8,903,731	14,946,981	47,334,373	832,388	733,352	7,172,530	27,745,737	(173,322)	63,279,619	170,775,389	6,698,308	177,473,697

The Group completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination. The accompanying notes form part of this annual financial report.

Section VIII Financial Report

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2025

(Expressed in thousands of Renminbi, unless otherwise stated)

	Year ended 31 December	
Note	2025 RMB'000	2024 RMB'000
Cash flows from operating activities:		
Profit before income tax	38,553,846	16,662,242
Adjustments for:		
Interest expenses	21,210,969	12,707,342
Share of profits of associates and joint ventures	(1,153,177)	(305,818)
Depreciation and amortization	3,024,132	1,591,874
Provision for impairment losses on other assets	74,571	41,602
Accrual of credit loss expense	3,863,344	249,973
Net losses on disposal of property and equipment	77,237	7,612
Foreign exchange losses/(gains)	837,189	(132,938)
Net realized gains from financial instruments	(674,779)	(891,954)
Interest income from debt investments at amortised cost	(362,365)	(112,563)
Dividend and interest income from financial assets at fair value through other comprehensive income	(5,833,017)	(2,625,894)
Unrealized fair value changes in financial instruments at fair value through profit or loss	(4,272,255)	(1,149,715)
Unrealized fair value changes in derivatives	4,033,713	(882,925)
Others	(8,826,623)	(1,506,180)
	50,552,785	23,652,658

The Group completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination. The accompanying notes form part of this annual financial report.

Section VIII Financial Report

		Year ended 31 December	
	Note	2025 RMB'000	2024 RMB'000
Cash flows from operating activities:			
Increase in refundable deposits		(31,043,101)	(12,217,237)
Increase in margin accounts receivable		(70,685,385)	(16,599,660)
Increase in placements to banks and other financial institutions		(416,528)	–
(Increase)/decrease in accounts receivable, other current assets and other non-current assets		(14,817,548)	3,156,868
Decrease in financial assets held under resale agreements		1,001,016	5,747,195
Increase in financial instruments at fair value through profit or loss and derivative financial instruments		(135,037,072)	(33,054,206)
Decrease in finance lease receivables		1,689,084	–
Increase in receivables arising from sale and leaseback arrangements		(2,308,058)	–
Increase in loans and advances		(604,575)	–
Increase in cash held on behalf of brokerage customers		(100,633,598)	(60,425,164)
Increase in accounts payable to brokerage customers		120,481,294	73,945,686
Increase/(decrease) in other liabilities		27,668,610	(1,337,772)
Increase in employee benefits payable		1,974,844	344,054
Increase in financial assets sold under repurchase agreements		152,187,765	28,126,778
Increase/(decrease) in placements from other financial institutions		326,659	(6,306,934)
Increase in general risk reserve		(799,799)	(298,777)
Cash (used in)/generated from operations		(463,607)	4,733,489
Income taxes paid, net		(8,968,906)	(2,631,000)
Interest paid		(10,913,099)	(6,439,910)
Net cash used in operating activities		(20,345,612)	(4,337,421)

The Group completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination. The accompanying notes form part of this annual financial report.

Section VIII Financial Report

		Year ended 31 December	
	Note	2025 RMB'000	2024 RMB'000
Cash flows from investing activities:			
Proceeds from disposal of financial assets at fair value through other comprehensive income and other investments		134,909,471	95,561,274
Dividends and interest received from financial assets at fair value through other comprehensive income and other investments		5,534,022	4,553,191
Proceeds from disposal of property and equipment, other intangible assets and other non-current assets		773,815	22,014
Net cash inflows on acquisition		79,024,600	–
Purchases of financial assets at fair value through other comprehensive income and other investments		(182,813,446)	(107,794,689)
Purchases of property and equipment, other intangible assets and other non-current assets		(1,644,869)	(1,159,995)
Proceeds from disposal of subsidiaries, associates and joint ventures		–	93,362
Net cash flow from other investing activities		(34,048)	–
Net cash generated from/(used in) investing activities		35,749,545	(8,724,843)

The Group completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination. The accompanying notes form part of this annual financial report.

Section VIII Financial Report

Year ended 31 December			
	Note	2025 RMB'000	2024 RMB'000
Cash flows from financing activities:			
Proceeds from issuance of A shares		9,984,811	–
Proceeds from issuance of bonds payable		139,635,244	31,880,542
Proceeds from issuance of short-term debt instruments		100,546,450	59,349,914
Proceeds from loans and borrowings		155,882,516	91,430,179
Proceeds from subsidiaries issuing equity instruments		1,702,008	–
Repayment of debt securities issued		(153,739,431)	(63,155,507)
Repayment of loans and borrowings		(162,561,631)	(94,141,474)
Interest paid		(10,594,841)	(6,150,857)
Dividends paid		(8,668,485)	(5,930,238)
Redemption of perpetual bond		(6,001,209)	(5,000,000)
Capital element of lease rentals paid		(1,075,258)	(700,900)
Interest element of lease rentals paid		(68,158)	(59,359)
Repurchase of shares		(1,230,955)	(13,506)
Net cash generated from financing activities		63,811,061	7,508,794
Net increase/(decrease) in cash and cash equivalents		79,214,994	(5,553,470)
Cash and cash equivalents at the beginning of the year		71,391,520	76,919,576
Effect of foreign exchange rate changes		6,826	25,414
Cash and cash equivalents at the end of the year	68	150,613,340	71,391,520

The Group completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination. The accompanying notes form part of this annual financial report.

Section VIII Financial Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

(Expressed in thousands of Renminbi, unless otherwise stated)

1 CORPORATE INFORMATION

Guotai Haitong Securities Co., Ltd.(国泰海通证券股份有限公司) (the “Company”) was established through the merger of Guotai Junan Securities Co., Ltd.(国泰君安证券股份有限公司) (“Guotai Junan”) and Haitong Securities Co., Ltd.(海通证券股份有限公司) (“Haitong Securities”).

On 20 May 1999, as approved by the China Securities Regulatory Commission (the “CSRC”), Guotai Securities Co., Ltd. merged with Junan Securities Co., Ltd. to set up a new company, Guotai Junan in Shanghai, the PRC. On 13 August 2001, Guotai Junan spun off its non-securities business and related assets and liabilities to a newly established company. Guotai Junan publicly issued A shares and was listed on the Shanghai Stock Exchange on 26 June 2015, with the stock code 601211. On 11 April 2017, Guotai Junan issued H shares which are listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), with the stock code 02611.

Haitong Securities was transformed from Shanghai Haitong Securities Company (上海海通证券公司), which was established in 1988, to a limited liability company in September 1994. Upon the approval by the CSRC with the Reply Concerning the Overall Change of Haitong Securities Company Limited (海通证券有限公司) into a Joint-stock Limited Liability Company (Zheng Jian Ji Gou Zi [2001] No. 278), on 28 January 2002, Haitong Securities Company Limited (海通证券有限公司) was converted into a joint-stock limited liability company and was renamed as Haitong Securities Co., Ltd. (海通证券股份有限公司).

According to the approval of the CSRC for “the Registration of the Merger by Absorption between Guotai Junan Securities Co., Ltd. and Haitong Securities Co., Ltd. and Raising of Ancillary Funds, Approval of the Merger by Guotai Junan Securities Co., Ltd. of Haitong Securities Co., Ltd., Change of Substantial Shareholder and De Facto Controller of HFT Investment Management Co., Ltd. (海富通基金管理有限公司), Change of Substantial Shareholder of Fullgoal Fund Management Co., Ltd. (富国基金管理有限公司), Change of Substantial Shareholder and De Facto Controller of Haitong Futures Co., Ltd. (海通期货股份有限公司)” Zheng Jian Xu Ke [2025] No.96) issued by the CSRC on 17 January 2025, the Company merged with Haitong Securities by way of share exchange and absorption. The share exchange ratio was determined as 0.62 A shares of Guotai Junan for each A share of Haitong Securities and 0.62 H shares of Guotai Junan for each H share of Haitong Securities. Guotai Junan issued 5,985,871,332 A shares on 13 March 2025, and 2,113,932,668 H shares on 14 March 2025 respectively. Haitong Securities A shares were delisted from the Shanghai Stock Exchange, and the listing of Haitong Securities H shares on the Hong Kong Stock Exchange was revoked. From 14 March 2025, Guotai Junan assumed all assets, liabilities, businesses, personnel, contracts, qualifications, and other rights and obligations of Haitong Securities.

Section VIII Financial Report

1 CORPORATE INFORMATION *(continued)*

On 3 April 2025, Guotai Junan has completed the registration procedures for the industrial and commercial changes of the Company name, and obtained the business licence issued by Shanghai Municipal Administration for Market Regulation (上海市市场监督管理局). The Chinese name of Guotai Junan was changed from “国泰君安证券股份有限公司” (Guotai Junan Securities Co., Ltd.) to “国泰海通证券股份有限公司” (Guotai Haitong Securities Co., Ltd.).

Guotai Haitong Securities Co., Ltd. and its subsidiaries (“the Group”) is principally engaged in securities brokerage, securities proprietary trading, securities underwriting and sponsorship, securities investment consultation, the financial advisory business relating to securities trading and securities investment, margin financing and securities lending, the agency sale of securities investment funds, the agency sale of financial products, introducing brokerage for futures companies, asset management, fund management, commodity futures brokerage, financial futures brokerage, futures investment consulting, equity investment, venture capital, investment management, investment consultation, finance lease business, lease business, purchase of leased assets from both domestic and international suppliers, residual value disposal and maintenance of leased assets, advisory services and guarantee of lease transactions and other business activities approved by the CSRC.

The business combination of Guotai Junan and Haitong Securities was completed on 14 March 2025. The comparative figures of this annual financial report represent the financial information of Guotai Junan before the business combination.

2 MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards, which comprise all standards and interpretations approved by the International Accounting Standards Board (“IASB”). The consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the disclosure requirements of the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared under the historical cost convention, except for certain financial instruments that are measured at fair value, as explained in the accounting policies set out below. The consolidated financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

2 MATERIAL ACCOUNTING POLICIES *(continued)*

2.2 Basis of consolidation

The consolidated financial statements include the financial statements of the Group for the year ended 31 December 2025. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognizes (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognizes (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognized in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES

3.1 Investments in associates and joint ventures

An associate is an entity in which the Group has a long-term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognized directly in the equity of the associate or joint venture, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealized losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.2 Business combinations and goodwill

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts that are financial liabilities of the acquiree. If either the fair values of identifiable assets, liabilities and contingent liabilities acquired in a combination or the cost of business combination can be determined only provisionally by the end of the period in which the business combination is effected, the acquirer shall recognize and measure the combination using those provisional values. Any adjustments to those provisional values within twelve months of the acquisition date shall be treated as if such adjustments had been recognized and measured on the acquisition date.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.2 Business combinations and goodwill *(continued)*

Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognized in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognized for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognized in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (or group of cash-generating units) is less than the carrying amount, an impairment loss is recognized. An impairment loss recognized for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.3 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly; and
- Level 3 based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.4 Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, contract assets, deferred tax assets, financial assets and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognized only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognized impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognized impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortization) had no impairment loss been recognized for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.5 Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group.
- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.6 Property and equipment and depreciation

Property and equipment, other than construction in progress (“CIP”), are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalized in the carrying amount of the asset as a replacement. Where significant parts of property and equipment are required to be replaced at intervals, the Group recognizes such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	2.26% – 3.23%
Leasehold improvements	Over the shorter of the remaining lease terms and 5 years
Machinery	8.18% – 19.40%
Electronic communication equipment	10.56% – 50.00%
Transportation equipment	3.40% – 32.00%
Others	9.50% – 32.00%

Where parts of an item of property and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property and equipment including any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognized in the statement of profit or loss in the year the asset is derecognized is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalized borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property and equipment when completed and ready for use.

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.7 Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment property is accounted for using the cost model and stated in the financial statements at cost less accumulated depreciation, and impairment losses (see Note 3.4). The cost of investment property, less its estimated residual value and accumulated impairment losses, is depreciated using the straight-line method over its estimated useful life, unless the investment property is classified as held for sale.

	Estimated useful lives	Estimated residual values	Depreciation rates
Buildings	30 – 42 years	4.0% – 5.0%	2.26% – 3.20%

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, any other costs directly attributable to bringing the investment property to a working condition for their intended use and capitalised borrowing costs.

3.8 Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level, whether there is any indicator of impairment or not. Such intangible assets are not amortized. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.8 Intangible assets (other than goodwill) *(continued)*

Useful lives of each category of intangible assets are as follows:

	Useful lives
Trading seats rights	Indefinite
Software	3 – 10 years
Data resources	3 – 5 years
Others	5 – 10 years

3.9 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

At inception or on reassessment of a contract that contains a lease component and non-lease component(s), the Group adopts the practical expedient not to separate non-lease component(s) and to account for the lease component and the associated non-lease component(s) as a single lease component.

Group as a lessor

The Group determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset irrespective of whether the legal title to the asset is eventually transferred. An operating lease is a lease other than a finance lease.

When the Group is a sub-lessor, it assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the practical expedient described above, then it classifies the sub-lease as an operating lease.

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.9 Leases *(continued)*

Group as a lessor *(continued)*

Under a finance lease, at the commencement date, the Group recognises the finance lease receivable and derecognises the asset under finance lease.

The Group recognises finance income over the lease term with a constant periodic rate of return. The derecognition and impairment of the finance lease receivable are accounted for in accordance with the accounting policy in Note 3.12. Variable lease payments not included in the measurement of net investment in the lease are recognised as income as they are earned.

Lease receipts from operating leases are recognised as income using the straight-line method over the lease term. Variable lease payments not included in lease receipts are recognised as income as they are earned.

(a) Right-of-use assets

Right-of-use assets are recognized at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Where applicable, the cost of a right-of-use asset also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.9 Leases *(continued)*

Group as a lessor *(continued)*

(b) Lease liabilities

Lease liabilities are recognized at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of assets that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognized as an expense on a straight-line basis over the lease term.

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.10 Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortized cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognized on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.10 Investments and other financial assets *(continued)*

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortized cost (debt instruments)

Financial assets at amortized cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

Financial assets at fair value through other comprehensive income (debt instruments)

For debt instruments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognized in the statement of profit or loss and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognized in other comprehensive income. Upon derecognition, the cumulative fair value change recognized in other comprehensive income is recycled to profit or loss.

Financial assets designated at fair value through other comprehensive income (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognized as net investment gains in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity instruments designated at fair value through other comprehensive income are not subject to impairment assessment.

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.10 Investments and other financial assets *(continued)*

Subsequent measurement (continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognized in the statement of profit or loss.

This category includes equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value profit or loss are also recognized as net investment gains in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognized in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.11 Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

3.12 Impairment of financial assets

The Group recognizes an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a “12-month ECL”). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a “lifetime ECL”).

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.12 Impairment of financial assets *(continued)*

General approach *(continued)*

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group assesses the internal and external credit ratings of the debt investments.

The Group considers a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full after taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortized cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs;
- Stage 2 Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs;
- Stage 3 Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.12 Impairment of financial assets *(continued)*

General approach *(continued)*

Purchased or originated credit-impaired (“POCI”) assets are financial assets that are credit-impaired on initial recognition. POCI assets are recorded at fair value at original recognition and interest income is subsequently recognized based on a credit-adjusted effective interest rate. ECLs are only recognized or released to the extent that there is a subsequent change in the expected credit losses.

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies a simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date.

For trade receivables and contract assets that contain a significant financing component, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

3.13 Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and other financial liabilities measured at amortized cost.

All financial liabilities are recognized initially at fair value and, in the case of other financial liabilities, net of directly attributable transaction costs.

The Group’s financial liabilities include loans and borrowings, short-term debt instruments, placements from other financial institutions, accounts payable to brokerage customers, financial liabilities at fair value through profit or loss, financial assets sold under repurchase agreements, derivative financial liabilities, bonds payable, other current liabilities and other non-current liabilities.

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.13 Financial liabilities *(continued)*

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the statement of profit or loss. The net fair value gain or loss recognized in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in IFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognized in the statement of profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognized in the statement of profit or loss does not include any interest charged on these financial liabilities.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.13 Financial liabilities *(continued)*

Subsequent measurement (continued)

Financial liabilities at amortized cost

After initial recognition, interest-bearing financial liabilities are subsequently measured at amortized cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognized in the statement of profit or loss when the liabilities are derecognized as well as through the effective interest rate amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate.

Convertible bonds

The component of convertible bonds that exhibits characteristics of a liability is recognized as a liability in the statement of financial position, net of transaction costs. On issuance of convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a long-term liability on the amortized cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognized and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognized.

3.14 Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognized in the statement of profit or loss.

3.15 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.16 Derivative financial instruments and hedge accounting

Derivative financial instruments

(i) Initial recognition and subsequent measurement

Derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss, except for the effective portion of cash flow hedges, which is recognized in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

Hedge accounting

At the inception of a hedging relationship, the Group formally designates the hedge instruments and the hedged items, and documents the hedging relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess the hedging instrument's effectiveness in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to meet the hedge effectiveness in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to analyse the sources of hedge ineffectiveness which are expected to affect the hedging relationship in remaining hedging period. If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio, but the risk management objective for that designated hedging relationship remains the same, the Group would rebalance the hedging relationship.

The Group designates such hedged items as debt securities and loans that expose the Group to the risk of variability of its cash flows.

Certain derivative transactions, while providing effective economic hedges under the Group's risk management positions, do not qualify for hedge accounting and are therefore treated as derivatives held for trading with fair value gains or losses recognised in profit or loss. Hedges which meet the strict criteria for hedge accounting are accounted for in accordance with the Group's accounting policy as set out below.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.16 Derivative financial instruments and hedge accounting *(continued)*

Derivative financial instruments *(continued)*

(ii) Fair value hedges

Fair value hedges are hedges of the Group's exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment, or an identified portion of such an asset, liability or unrecognised firm commitment, that is attributable to a particular risk and could affect the profit or loss or other comprehensive income. Among them, the circumstances affecting other comprehensive income are limited to the hedging for the risk exposure from fair value change of non-trading equity investment designated as at FVOCI. For fair value hedges, the carrying amount of the hedged item is adjusted for gains and losses attributable to the risk being hedged, the derivative is remeasured at fair value and the gains and losses from both are taken to profit or loss or other comprehensive income.

For hedged items recorded at amortised cost, the difference between the carrying value of the hedged item and the face value is amortised over the remaining term of the original hedge using the effective interest rate method.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit or loss. The changes in the fair value of the hedging instrument are also recognised in profit or loss.

The Group discontinues fair value hedge accounting when the hedging relationship ceases to meet the qualifying criteria after taking into account any rebalancing of the hedging relationship, including the hedging instrument has expired or has been sold, terminated or exercised. If the hedged items are derecognised, the unamortised fair value is recorded in profit or loss.

(iii) Cash flow hedges

Cash flow hedges are hedges of the Group's exposure to variability in cash flows that is attributable to a particular risk associated with a recognised asset or liability, a highly probable forecast transaction or a component of any such item, and could affect profit or loss. For designated and qualifying cash flow hedges, the effective portion of the gain or loss on the hedging instrument is initially recognised directly in other comprehensive income. The ineffective portion of the gain or loss on the hedging instrument is recognised immediately in profit or loss.

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.16 Derivative financial instruments and hedge accounting *(continued)*

Derivative financial instruments *(continued)*

(iii) Cash flow hedges (continued)

When the hedged cash flow affects profit or loss, the gain or loss on the hedging instrument recognised directly in other comprehensive income is recycled in the corresponding income or expense line of the statement of profit or loss. When the hedging relationship ceases to meet the qualifying criteria after taking into account any rebalancing of the hedging relationship, including the hedging instrument has expired or has been sold, terminated or exercised, any cumulative gain or loss existing in other comprehensive income at that time remains in other comprehensive income until the hedged forecast transaction ultimately occurs. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in other comprehensive income is immediately transferred to profit or loss.

(iv) Net investment hedges

Net investment hedge is a hedge of the currency risk of a net investment in a foreign institution operation.

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges. Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognised directly in other comprehensive income; the gain or loss relating to the ineffective portion is recognised in profit or loss immediately. Gains and losses accumulated in other comprehensive income are included in profit or loss when the foreign operation is disposed of as part of the gain or loss on the disposal.

3.17 Financial assets held under resale agreements and financial assets sold under repurchase agreements

Financial assets held under resale agreements and financial assets sold under repurchase agreements are recorded at the amount actually paid or received when the transactions occur, and are recognized in the statement of financial position. The assets held under the agreements to resell are registered as off-balance-sheet items, while the assets sold under the agreements to repurchase are recorded in the statement of financial position.

The bid-ask spread of the financial assets under agreements to resell and financial assets sold under agreements to repurchase are recognized as interest income or interest expense using the effective interest rate method in the reselling or repurchasing period.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.18 Accounts payable to brokerage customers

Accounts payable to brokerage customers are all deposited in the bank accounts designated by the Group. The Group recognizes the funds as liabilities for settlement to the customers.

The Group executes trade orders through stock exchanges on behalf of the customers. If the total amount of purchased securities exceeds that of sold securities, accounts payable to brokerage customers decrease by the difference in addition to the withholding stamp duty and commission. If the total amount of sold securities exceeds that of purchased securities, accounts payable to brokerage customers increase by the difference after deducting the withholding stamp duty and commission.

3.19 Margin financing and securities lending services

Margin financing and securities lending services refer to the lending of funds by the Group to customers for purchase of securities, or lending of securities by the Group to customers for short-selling of securities, for which the customers provide the Group with collateral.

Margin financing services

The Group recognizes margin financing services to customers as margin accounts receivable, and recognizes the commission as interest income accordingly.

The policy of provision for impairment of margin accounts receivables is determined with reference to the policy of provision for impairment of financial assets measured at amortized cost.

Securities lending services

The Group lends securities to their customers with agreed expiry dates and interest rates, and the same amount of similar securities received on the expiry date. Commission is recognized as interest revenue according to the securities lending agreement. The securities transferred under the securities lending services are not derecognized.

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.20 Inventories

For transactions involving frequent trading of standard warehouse receipts to earn price differentials without taking physical delivery of the corresponding commodities, the Group elects to measure the standard warehouse receipts acquired under the aforementioned contracts at fair value through profit or loss upon initial recognition if such election eliminates or significantly reduces an accounting mismatch, and applies this election consistently to all eligible warehouse receipts. The Group may not revoke this election in subsequent periods for standard warehouse receipts initially measured at fair value through profit or loss.

Except for the above circumstances, other inventories held by the Group are measured initially at cost. The cost of inventories issued is determined using the specific identification method. Inventory cost comprises purchase costs and other costs. At the reporting date, inventories are measured at the lower of cost and net realizable value. Inventory write-downs are made for any excess of the carrying amount over net realizable value. Net realizable value is estimated as the estimated selling price in the ordinary course of business less the estimated costs of completion, the estimated costs of sale and related taxes and expenses.

The Group adopts the perpetual inventory system.

3.21 Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.22 Provisions

A provision is recognized when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognized for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in interest expense in the statement of profit or loss.

A contingent liability recognized in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognized in accordance with the general policy for provisions above; and (ii) the amount initially recognized less, when appropriate, the amount of income recognized in accordance with the policy for revenue recognition.

3.23 Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognized outside profit or loss is recognized outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except that deferred tax is not recognized for the Pillar Two income taxes.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.23 Income tax *(continued)*

Deferred tax assets are recognized for all deductible temporary differences, and the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilized, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognized to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at the end of each reporting period and are recognized to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred taxes assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.24 Government grants

Government grants are recognized at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is offset by the carrying amount of the underlying asset.

3.25 Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognized when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognized under the contract includes the interest expense accreted on the contract liabilities under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.25 Revenue recognition *(continued)*

Revenue from contracts with customers *(continued)*

(a) Securities brokerage and investment consulting business

Income from the securities brokerage is recognized on a trade date basis when the relevant transactions are executed. Handling and settlement fee income arising from the brokerage business is recognized when the related services are rendered.

Income from the investment consulting business is recognized when the relevant transactions have been arranged or the relevant services have been rendered.

(b) Underwriting and sponsorship business

Income from the underwriting and sponsorship business is recognized when the obligation of underwriting or sponsoring is completed.

(c) Asset management business

Income from asset management business is recognized when contingent criteria associated are met.

(d) Other business

Income from other business is recognized when control of goods or services is transferred to the customers.

3.26 Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.27 Contract liabilities

A contract liability is recognized when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognized as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

3.28 Contract costs

Other than the costs which are capitalized as property and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalized as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalized contract costs are amortized and charged to the statement of profit or loss on a systematic basis that is consistent with the pattern of the revenue to which the asset related is recognized. Other contract costs are expensed as incurred.

3.29 Expenses recognition

Commission expenses

Commission expenses relate mainly to transactions, which are recognized as expenses when the services are received.

Interest expenses

Interest expenses are recognized based on the amortized cost and at the effective interest rate applicable.

Other expenses

Other expenses are recognized on an accrual basis.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.30 Fiduciary wealth management

The Group's fiduciary wealth management business includes fund management, single asset management, collective asset management and specified asset management. The Group keeps separate accounting records for each of these investment schemes, and periodically reconciles the accounting and valuation results of each scheme with the custodians.

3.31 Employee benefits

Employee benefits refer to all forms of consideration and other related expenses except share-based payments given by the Group in exchange for services rendered by employees. The employee benefits include short-term employee benefits, post-employment benefits, termination benefits and other long-term employee benefits. Benefits provided to an employee's spouse, children, dependents, family members of deceased employees, or other beneficiaries are also employee benefits.

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

Post-employment benefits

The Group classifies post-employment benefit plans into defined contribution plans and defined benefit plans. A defined contribution plan is a post-employment benefit plan under which the Group pays fixed contributions into an independent fund and has no further legal or constructive obligation to pay additional amounts. A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group participates in a defined contribution plan in which the employees benefit from pensions and unemployment insurance managed by the government, and annuity plans managed by the Group. Such expenditure is charged to the statement of profit or loss in the period when it is incurred.

Termination benefits

Termination benefits are recognized at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognizes restructuring costs involving the payment of termination benefits.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.31 Employee benefits *(continued)*

Other long-term employee benefits

Other long-term employee benefits are applicable to the rules on post-employment benefits, to recognize their net liabilities or net assets, while the changes are recorded in current profit or loss or related asset cost.

Share-based payments

(i) Accounting treatment of cash-settled share-based payments

Where the Group receives services from employees by incurring a liability to deliver cash or other assets for amounts that are determined based on the price of shares or other equity instruments, the service received from employees is measured at the fair value of the liability incurred. If a cash-settled share-based payment do not vest until the completion of services for a period, or until the achievement of a specified performance condition, the Group recognizes costs or expenses as services are received, with a corresponding increase in liability, at an amount equal to the fair value of the liability based on the best estimate of the outcome of vesting. Until the liability is settled, the Group will remeasure the fair value of the liability at each balance sheet date and at the date of settlement, with changes recognized in profit or loss for the current period.

When the Group receives services and has the obligation to settle the transaction, but the relevant equity instruments are issued by the Company's ultimate parent or its subsidiaries outside the Group, the Group classifies the transaction as cash-settled.

(ii) Accounting treatment of equity-settled share-based payments

Where the Group uses shares or other equity instruments as consideration for services received from the employees, the payment is measured at the fair value of the equity instruments granted to the employees at the grant date. If the equity instruments granted do not vest until the completion of services for a period, or until the achievement of a specified performance condition, the Group recognizes an amount at each balance sheet date during the vesting period based on the best estimate of the number of equity instruments expected to vest according to the newly obtained subsequent information of the changes of the number of the employees expected to vest the equity instruments. The Group measures the services received at the grant-date fair value of the equity instruments and recognizes the costs or expenses as the services are received, with a corresponding increase in capital reserve.

When the Group receives services, but has no obligation to settle the transaction because the relevant equity instruments are issued by the Company's ultimate parent or its subsidiaries outside the Group, the Group also classifies the transaction as equity-settled.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.32 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalized as part of the cost of those assets. The capitalization of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalized. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

3.33 Dividends

Final dividends are recognized as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

3.34 Foreign currencies

The consolidated financial statements are presented in RMB, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognized in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item.

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognizes the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

Section VIII Financial Report

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

3.34 Foreign currencies *(continued)*

The functional currencies of certain overseas subsidiaries, joint ventures and associates are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the average exchange rates for the year.

The resulting exchange differences are recognized in other comprehensive income and accumulated in the translation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is transferred to the statement of profit or loss.

Cash flows denominated in foreign currencies and cash flows of overseas subsidiaries are translated using the average exchange rates for the year. The impact on cash caused by the fluctuation of exchange rates is presented as a separate line item in the statement of cash flows.

4. MATERIAL ACCOUNTING JUDGEMENTS AND ESTIMATES

In preparing these consolidated financial statements, management has made judgements and estimates that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

A. Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognized in these consolidated financial statements is included in the following note:

Note 2.2 – consolidation: whether the Group has control over a structured entity.

B. Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the end of the reporting period that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

Note 3.2 – the impairment of goodwill

Note 3.3 – measurement of fair value;

Section VIII Financial Report

4. MATERIAL ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

B. Assumptions and estimation uncertainties *(continued)*

Note 3.4 – the impairment of non-financial assets;

Notes 3.6 to 3.8 – depreciation rates and amortisation rates for property and equipment, investment property and other intangible assets;

Note 3.12 – measurement of ‘expected credit loss’ (ECL) allowance for financial assets; and

Note 3.23 – recognition of deferred tax assets.

5 CHANGES IN ACCOUNTING POLICIES

Except as described below, the accounting policies applied in these annual financial statements are the same as those applied in Guotai Haitong consolidated financial statements as at and for the year ended 31 December 2024.

The Group voluntarily made a change in accounting policy related to physical settlement of contracts to buy or sell bulk commodities that fail the own-use exception. Previously, for contracts involving the sale of bulk commodities, the Group recognized sales revenue and cost of sales when the customer obtained the control of the commodity. Considering the practical guidance issued by the relevant regulatory authority and the economic substance of these transactions, effective on 1 January 2025, such transactions are accounted for as settlement of the sales contracts without recognising any sales revenue or cost of sales. The impact of this change in accounting policy has been applied retrospectively, and comparative figures have been adjusted accordingly.

The following tables summarize the impact of the above accounting policy change on the Group’s consolidated financial statements:

Consolidated income statement for the year ended 31 December 2024

	As previously reported RMB’000	Effect of voluntary change in accounting policy RMB’000	As restated RMB’000
Net investment gains	14,795,459	(22,050)	14,773,409
Other income and gains	10,817,086	(9,699,590)	1,117,496
Other operating expenses and costs	(14,183,742)	9,721,640	(4,462,102)
Profit for the year	13,548,761	–	13,548,761
Profit attributable to equity holders of the Company	13,024,085	–	13,024,085

Section VIII Financial Report

6 TAXATION

The Group's main applicable taxes and tax rates are as follows:

Tax type	Tax basis	Tax rate
Corporate income tax	Taxable profits	16.5%, 25%, etc
Value added tax ("VAT")	Output VAT is calculated on product sales and taxable services revenue. The basis for VAT payable is to deduct input VAT from the output VAT for the year.	3%, 6%, 9%, 13%
City maintenance and construction tax	Value added tax paid	1%, 5%, 7%
Education surcharge	Value added tax paid	3%
Local Education surcharge	Value added tax paid	2%

Corporate Income tax

The income tax rate applicable to the Company and its subsidiaries in Mainland China is 25%. The income tax rate applicable to subsidiaries in Hong Kong is 16.5%.

Value added tax

According to the Circular on the Relevant Issues concerning Value-added Tax Levied on Asset Management Products (《關於資管產品增值稅有關問題的通知》) promulgated by the Ministry of Finance (the "MOF") and the State Administration of Taxation (the "SAT") of the PRC on 30 June 2017, starting from 1 January 2018, with respect to any VAT-able activities in the course of managing asset management products, managers of the asset management products could be temporarily subject to the simplified VAT calculation method and thus liable to VAT at 3%. With respect to VAT-able income arising from asset management products prior to 1 January 2018, if VAT had not been paid previously, no VAT will be payable; if VAT had been paid previously, the previously paid VAT can be used to offset against the VAT payable of the managers.

7 SEGMENT REPORTING

During the year of 2025, the Group commenced to allocate resources and assess the segment performance based on the revised grouping of operating segments. Accordingly, the Group has restated the previously reported segment information for the year ended 31 December 2024.

Operating segment refers to a component of the Group that satisfies all of the following criteria.

- 1) The wealth management segment, which mainly provides securities and futures brokerage, financial products, investment advisory, margin financing and securities lending, stock pledging, agreed securities repurchase and other services to clients;
- 2) The investment banking segment, which primarily includes sponsorship, equity underwriting, debt underwriting, structured debt financing, M&A financial advisory services and diversified corporate solutions to corporate and government clients;
- 3) The institution and transaction segment, mainly consists of research, institutional service, trading and investment and alternative investment. Among which, institutional service mainly provides prime brokers, seat leasing, custody and outsourcing, QFI and other services to institutional clients; Our trading and investment business mainly includes investment transactions in stocks, fixed income, foreign exchange, large commodities and their derivative financial instruments, as well as providing integrated financial solutions for clients' investment, financing and risk management;
- 4) The investment management segment, which primarily includes asset management and fund management services to institutions and individuals;
- 5) The finance lease segment, mainly providing innovative financial service solutions to individuals, enterprises, and governments, including finance lease, operate lease, and related consulting services;
- 6) The other segment include government grant and other general operating expenses.

Section VIII Financial Report

7 SEGMENT REPORTING (continued)

(a) Operating segments

	Year ended 31 December 2025						
	Wealth	Investment	Institutional	Investment	Finance	Other	Total
	management	banking	and trading	management	Lease		
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Segment total revenue and other income							
Fee and commission income	24,705,040	4,881,724	2,516,421	6,520,711	-	-	38,623,896
Interest income	16,451,092	24,150	6,623,779	199,283	6,190,581	32	29,488,917
Net investment gains	127,944	-	24,438,374	674,142	163,790	164	25,404,414
Other income and gains	(16,346)	3,711	(283,215)	52,865	749,649	9,688,977	10,195,641
Total revenue and other income	41,267,730	4,909,585	33,295,359	7,447,001	7,104,020	9,689,173	103,712,868
Segment expenses	(27,738,343)	(3,678,357)	(20,625,088)	(4,468,400)	(5,259,691)	(4,542,320)	(66,312,199)
Including: Interest expenses	(5,125,587)	(5,901)	(14,312,111)	(8,967)	(1,613,431)	(144,972)	(21,210,969)
Credit loss expense	(279,571)	(140,674)	(1,026,884)	(36,669)	(2,381,296)	1,750	(3,863,344)
Provision for impairment losses	(6,330)	-	(60,722)	-	(7,519)	-	(74,571)
Segment operating profit	13,529,387	1,231,228	12,670,271	2,978,601	1,844,329	5,146,853	37,400,669
Share of profit of associates and joint ventures	-	-	864,816	288,361	-	-	1,153,177
Segment profit before income tax	13,529,387	1,231,228	13,535,087	3,266,962	1,844,329	5,146,853	38,553,846
Income tax expense							(9,383,632)
Profit for the year							29,170,214
As at 31 December 2025							
Segment assets	843,829,286	4,437,280	1,092,519,058	48,183,482	101,174,489	19,746,651	2,109,890,246
Deferred tax assets							4,447,890
Total assets							2,114,338,136
Segment liabilities	660,403,305	2,610,424	1,006,700,312	6,235,084	87,624,652	3,528,809	1,767,102,586
Deferred tax liabilities							1,032,565
Total liabilities							1,768,135,151
Year ended 31 December 2025							
Other segment information:							
Depreciation and amortization expenses	1,139,304	148,318	318,309	194,079	322,277	901,845	3,024,132
Capital expenditure	686,408	3,609	888,705	39,195	10,889	16,063	1,644,869

Section VIII Financial Report

7 SEGMENT REPORTING (continued)

(a) Operating segments (continued)

	Year ended 31 December 2024					Total RMB'000
	Wealth management RMB'000	Investment banking RMB'000	Institutional and trading RMB'000	Investment management RMB'000	Other RMB'000	
Segment total revenue and other income						
Fee and commission income	11,590,517	3,096,245	2,461,196	3,932,166	–	21,080,124
Interest income	10,246,762	–	4,596,377	221,168	102	15,064,409
Net investment gains	51,989	–	14,313,559	407,861	–	14,773,409
Other income and gains	–	–	196,798	51,586	869,112	1,117,496
Total revenue and other income	21,889,268	3,096,245	21,567,930	4,612,781	869,214	52,035,438
Segment expenses	(17,350,933)	(1,899,941)	(11,174,987)	(2,821,065)	(2,432,088)	(35,679,014)
Including: Interest expenses	(5,119,387)	–	(7,532,696)	(9,958)	(45,301)	(12,707,342)
Credit loss expense	(82,900)	88	(166,924)	(237)	–	(249,973)
Provision for impairment losses	–	–	(41,602)	–	–	(41,602)
Segment operating profit	4,538,335	1,196,304	10,392,943	1,791,716	(1,562,874)	16,356,424
Share of profit of associates and joint ventures	–	–	240,298	65,520	–	305,818
Segment profit before income tax	4,538,335	1,196,304	10,633,241	1,857,236	(1,562,874)	16,662,242
Income tax expense						(3,113,481)
Profit for the year						13,548,761
As at 31 December 2024						
Segment assets	362,248,262	3,596,344	649,329,924	27,501,448	3,644,988	1,046,320,966
Deferred tax assets						1,424,446
Total assets						1,047,745,412
Segment liabilities	310,126,670	1,665,370	552,822,502	3,646,815	1,613,298	869,874,655
Deferred tax liabilities						397,060
Total liabilities						870,271,715
Year ended 31 December 2024						
Other segment information:						
Depreciation and amortization expenses	754,147	89,587	205,831	137,759	404,550	1,591,874
Capital expenditure	459,272	4,432	647,361	44,322	4,608	1,159,995

Section VIII Financial Report

7 SEGMENT REPORTING *(continued)*

(b) Geographical segments

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Revenue		
Mainland, China	74,253,376	43,977,564
Hong Kong, China and overseas	19,263,851	6,940,378
Total	93,517,227	50,917,942

The Group's non-current assets are mainly located in Mainland China (country of domicile).

(c) Information about a major customer

The Group has no single customer which contributed to 10 percent or more of the Group's revenue for the year ended 31 December 2025 and 2024.

Section VIII Financial Report

8 FEE AND COMMISSION INCOME

(a) Revenue streams

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Securities brokerage and investment consulting business	18,505,662	8,784,087
Futures brokerage business	8,154,368	4,854,278
Asset management and fund management business	6,491,275	3,903,964
Underwriting and sponsorship business	4,331,384	2,862,377
Financial advisory business	513,833	220,350
Custodian and outsourcing service	485,453	387,019
Others	141,921	68,049
Total	38,623,896	21,080,124

(b) Disaggregation of revenue

In the following table, fee and commission income are disaggregated by timing of revenue recognition:

	Year ended 31 December			
	2025		2024	
	At a point in time RMB'000	Over time RMB'000	At a point in time RMB'000	Over time RMB'000
Securities brokerage and investment consulting business	18,505,662	–	8,784,087	–
Futures brokerage business	8,154,368	–	4,854,278	–
Asset management and fund management business	–	6,491,275	–	3,903,964
Underwriting and sponsorship business	4,225,490	105,894	2,812,901	49,476
Financial advisory business	513,833	–	220,350	–
Custodian and outsourcing service	–	485,453	–	387,019
Others	141,921	–	68,049	–
Total	31,541,274	7,082,622	16,739,665	4,340,459

Section VIII Financial Report

9 INTEREST INCOME

Year ended 31 December		
	2025	2024
	RMB'000	RMB'000
Margin financing and securities lending	9,208,873	5,279,903
Deposits in financial institutions	7,380,733	5,566,591
Receivables arising from sale and leaseback arrangements	4,961,614	–
Debt instruments at fair value through other comprehensive income	3,539,189	2,231,857
Stock-pledged financing and securities repurchase	1,262,492	1,091,541
Other financial assets held under resale agreements	981,322	654,845
Debt investments at amortised cost	362,365	112,563
Others	659,179	127,109
Total	28,355,767	15,064,409
Finance lease income	1,133,150	–

10 NET INVESTMENT GAINS

Year ended 31 December		
	2025	2024
	RMB'000	RMB'000
Dividend and other income		
Financial instruments at fair value through profit or loss	15,050,051	8,323,699
Equity instruments at fair value through other comprehensive income	2,293,828	394,037
Net realized gains/(losses)		
Financial instruments at fair value through profit or loss	12,817,644	884,686
Derivative financial instruments	(5,474,917)	2,268,443
Debt instruments at fair value through other comprehensive income	646,628	891,954
Debt investments at amortised cost	28,151	–
Unrealized gains/(losses)		
Financial assets at fair value through profit or loss	6,162,095	1,856,841
Financial liabilities at fair value through profit or loss	(1,962,573)	(707,126)
Derivative financial instruments	(4,414,761)	882,925
Others	258,268	(22,050)
Total	25,404,414	14,773,409

Section VIII Financial Report

11 OTHER INCOME AND GAINS

Year ended 31 December		
	2025	2024
	RMB'000	RMB'000
Gain arising on the acquisition (Note 69)	8,826,623	–
Government grants ⁽¹⁾	761,212	786,658
Service fee income from finance lease	226,886	–
Foreign exchange (losses)/gains	(834,778)	172,143
Rental income from operating lease	552,333	47,469
Commission from tax withholding and remitting	47,610	47,515
Losses on disposal of property and equipment and intangible assets	(88,238)	(6,757)
Revenues arising on sale of investment property	343,332	–
Others	360,661	70,468
Total	10,195,641	1,117,496

- (1) The government grants were received unconditionally by the Company and its subsidiaries from the local government where they reside.

12 FEE AND COMMISSION EXPENSES

Year ended 31 December		
	2025	2024
	RMB'000	RMB'000
Futures brokerage business	6,757,285	3,788,763
Brokerage and investment consulting business	4,560,376	1,901,138
Underwriting and sponsorship business	183,280	160,710
Others	173,882	102,419
Total	11,674,823	5,953,030

Section VIII Financial Report

13 INTEREST EXPENSES

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Financial assets sold under repurchase agreements	8,162,065	5,010,652
Bonds payable	6,710,859	4,172,824
Loans and borrowings	2,329,682	1,179,815
Short-term debt instruments	1,334,152	668,694
Accounts payable to brokerage customers	1,186,399	1,067,130
Placements from other financial institutions	348,504	335,336
Securities lending	224,529	116,107
Lease liabilities	68,158	59,359
Others	846,621	97,425
Total	21,210,969	12,707,342

14 STAFF COSTS

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Salaries, bonuses and allowances	14,556,120	8,351,929
Contributions to defined contribution schemes	1,827,878	1,130,414
Other social welfare	1,563,034	947,254
Equity-settled share-based payment expenses	3,127	46,345
Total	17,950,159	10,475,942

The employees of the Group in Mainland China participate in state-managed retirement benefit schemes operated by the respective local governments in Mainland China.

In addition, the Group participates in various defined contribution retirement schemes for its qualified employees in certain countries or regions outside of Chinese Mainland according to local labor law.

Section VIII Financial Report

15 DEPRECIATION AND AMORTIZATION EXPENSES

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Depreciation of property and equipment	1,532,615	571,195
Depreciation of right-of-use assets	918,948	685,735
Amortization of other intangible assets	438,136	285,757
Depreciation of investment property	81,096	26,859
Amortization of long-term deferred expenses	53,337	22,328
Total	3,024,132	1,591,874

16 OTHER OPERATING EXPENSES AND COSTS

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Products distribution expenses	1,187,981	943,875
Marketing and advertising expenses	755,998	484,611
Electronic device operating expenditure	706,938	388,522
Software-related expenses	701,447	365,057
Stock exchange management fees	661,953	337,081
Post and telecommunication fees	466,651	255,214
Consulting fees	443,876	323,998
Business travel expenses	411,002	235,970
Disposal cost of investment property	327,790	–
Administrative operating expenses	281,419	212,027
Auditors' remuneration	18,713	20,520
Others	2,052,859	895,227
Total	8,016,627	4,462,102

Section VIII Financial Report

17 CREDIT LOSS EXPENSE

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
ECL in respect of:		
– Financial assets held under resale agreements	111,332	32,631
– Margin accounts receivable	120,888	48,145
– Debt instruments at fair value through other comprehensive income	530,194	153,929
– Debt investments at amortised cost	16,579	–
– Finance lease receivables	611,488	–
– Receivables arising from sale and leaseback arrangements	1,732,480	–
– Loans and advances	101,242	–
– Other loans and advances	430,839	–
– Others	208,302	15,268
Total	3,863,344	249,973

18 INCOME TAX EXPENSE

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Current tax		
Mainland China	8,297,535	2,231,342
Outside Mainland China	567,451	83,438
Adjustments in respect of prior years		
Mainland China	140,091	(50,494)
Outside Mainland China	3,189	(24,541)
Deferred tax	375,366	873,736
Total tax charges for the year	9,383,632	3,113,481

According to the PRC Corporate Income Tax (“CIT”) Law that took effect on 1 January 2008, the Company and the Company’s subsidiaries in Mainland China are subject to CIT at the statutory tax rate of 25%.

For the Company’s subsidiaries in Hong Kong, Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits for the period.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Section VIII Financial Report

18 INCOME TAX EXPENSE *(continued)*

The Group is subject to the global minimum top-up tax under Pillar Two tax legislation. The Group has applied a temporary mandatory relief from deferred tax accounting for the impacts of the top-up tax and accounts for it as a current tax when it is incurred. The amount of current tax expense recognized by the Group in relations to Pillar Two tax legislation is immaterial for the year ended 31 December 2025.

A reconciliation of the tax expense applicable to profit before income tax at the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries is domiciled to the tax expense at the effective tax rate is as follows:

	Year ended 31 December	
	2025	2024
Profit before income tax	38,553,846	16,662,242
Tax at the PRC statutory tax rate of 25%	9,638,462	4,165,560
Effect of different tax rates of subsidiaries	(122,355)	(121,677)
Adjustments in respect of prior years	143,280	(75,035)
Non-taxable income	(2,026,151)	(908,700)
Profits and losses attributable to joint ventures and associates	(222,064)	(59,614)
Non-deductible expenses	524,597	384,785
Utilization of tax losses and deductible temporary differences previously not recognized	(126,866)	(157,360)
Tax losses and deductible temporary differences not recognized	950,267	87,653
Others (Note)	624,462	(202,131)
Total tax charges for the year	9,383,632	3,113,481

Note: The balance of others mainly represents tax impact arising from the acquisition and the dividends to perpetual subordinated bonds.

Section VIII Financial Report

19 DIRECTORS' AND SUPERVISORS' REMUNERATION

The remuneration of directors and supervisors paid by the Group who held office for the years ended 31 December 2025 and 2024 is as follows:

Year ended 31 December 2025				
Name	Fees	Salaries, allowances and benefits	Pension scheme contributions and other social welfare	Total remuneration
Executive Directors				
Zhu Jian	–	910	327	1,237
Li Junjie	–	750	329	1,079
Nie Xiaogang ⁽¹⁾	–	660	330	990
Non-Executive Directors				
Zhou Jie ^{(1) (5)}	–	–	–	–
Guan Wei ⁽⁵⁾	–	–	–	–
Zhong Maojun ⁽⁵⁾	–	–	–	–
Chen Hangbiao ^{(1) (5)}	–	–	–	–
Lv Chunfang ^{(1) (5)}	–	–	–	–
Ha Erman ^{(1) (5)}	–	–	–	–
Sun Minghui ⁽⁵⁾	–	–	–	–
Chen Yijiang ⁽⁵⁾	–	–	–	–
Wu Hongwei ⁽³⁾	–	819	327	1,146
Liu Xinyi ^{(2) (5)}	–	–	–	–
Chen Hua ^{(2) (5)}	–	–	–	–
Zhang Manhua ^{(2) (5)}	–	–	–	–
Wang Tao ^{(2) (5)}	–	–	–	–
Independent Non-executive Directors				
Li Renjie	363	–	–	363
Wang Guogang	318	–	–	318
Pu Yonghao	318	–	–	318
Mao Fugen ⁽¹⁾	262	–	–	262
Chen Fangruo ⁽¹⁾	240	–	–	240
Jiang Xian ⁽¹⁾	240	–	–	240
Ding Wei ⁽²⁾	63	–	–	63
Bai Wei ⁽²⁾	63	–	–	63
Yim, Chi Hung Henry ⁽²⁾	63	–	–	63
Supervisors				
Shao Liangming ⁽⁴⁾	–	372	157	529
Xie Min ⁽⁴⁾	–	130	103	233
Zhou Zhaohui ⁽⁴⁾	63	–	–	63
Shen Yun ⁽⁴⁾	63	–	–	63
Zuo Zhipeng ⁽⁴⁾	63	–	–	63
	2,119	3,641	1,573	7,333

Section VIII Financial Report

19 DIRECTORS' AND SUPERVISORS' REMUNERATION *(continued)*

- (1) Appointed on 3 April 2025.
- (2) Resigned on 3 April 2025.
- (3) Ceased to serve as the supervisor on 29 May 2025; appointed on 3 July 2025 as the Non-Executive Director.
- (4) Ceased to serve as the supervisor on 29 May 2025.
- (5) Except for these directors, none of the directors or supervisors waived any remuneration during the year.
- (6) For the year ended 31 December 2025, in addition to remuneration of directors and supervisors as disclosed above, the Company recognized share-based payment expense amounted to RMB330 thousand for Li Junjie under Restricted Share Incentive Scheme of A Shares.
- (7) The final compensation, including discretionary bonuses for the above directors and supervisors for the year ended 31 December 2025 have not yet been finalized at the date of this consolidated financial statements. The remaining information will be disclosed in a separate announcement when determined.
- (8) For the year ended 31 December 2025, no remuneration was paid by the Group to the directors or the supervisors as an inducement to join or upon joining the Group or as compensation for redundancy.

Section VIII Financial Report

19 DIRECTORS' AND SUPERVISORS' REMUNERATION (continued)

Year ended 31 December 2024				
Name	Fees	Salaries, allowances and benefits	Pension scheme contributions and other social welfare	Total remuneration
Executive Directors				
Zhu Jian	–	868	310	1,178
Li Junjie ⁽¹⁾	–	755	312	1,067
Wang Song ⁽²⁾	–	63	27	90
Yu Jian ⁽³⁾	–	728	173	901
Non-Executive Directors				
Liu Xinyi ⁽⁹⁾	–	–	–	–
Guan Wei ⁽⁹⁾	–	–	–	–
Zhong Maojun ⁽⁹⁾	–	–	–	–
Chen Hua ⁽⁹⁾	–	–	–	–
Sun Minghui ⁽⁹⁾	–	–	–	–
Zhang Manhua ⁽⁴⁾⁽⁹⁾	–	–	–	–
Wang Tao ⁽⁵⁾⁽⁹⁾	–	–	–	–
Chen Yijiang ⁽⁵⁾⁽⁹⁾	–	–	–	–
Wang Wenjie ⁽⁶⁾⁽⁹⁾	–	–	–	–
An Hongjun ⁽⁷⁾⁽⁹⁾	–	–	–	–
Zhang Yipeng ⁽⁸⁾⁽⁹⁾	–	–	–	–
Independent Non-executive Directors				
Ding Wei	250	–	–	250
Li Renjie	250	–	–	250
Bai Wei	250	–	–	250
Wang Guogang	250	–	–	250
Yim, Chi Hung Henry	250	–	–	250
Pu Yonghao	250	–	–	250
Supervisors				
Wu Hongwei	–	782	311	1,093
Zhou Zhaohui	150	–	–	150
Shen Yun	150	–	–	150
Zuo Zhipeng	150	–	–	150
Shao Liangming	–	911	359	1,270
Xie Min	–	323	240	563
	1,950	4,430	1,732	8,112

Section VIII Financial Report

19 DIRECTORS' AND SUPERVISORS' REMUNERATION *(continued)*

- (1) Appointed on 23 January 2024 as the President; appointed on 20 March 2024 as the Director.
- (2) Resigned on 23 January 2024.
- (3) Resigned on 24 May 2024.
- (4) Appointed on 20 March 2024.
- (5) Appointed on 27 September 2024.
- (6) Resigned on 4 January 2024.
- (7) Resigned on 6 August 2024.
- (8) Resigned on 20 August 2024.
- (9) Except for these directors, none of the directors or supervisors waived any remuneration during the year.
- (10) For the year ended 31 December 2024, in addition to remuneration of directors and supervisors as disclosed above, the Company recognized share-based payment expense amounted to RMB656 thousand for Li Junjie, RMB455 thousand for Wang Song, RMB375 thousand for Yu Jian under Restricted Share Incentive Scheme of A Shares.
- (11) The 2024 discretionary bonuses of the directors and supervisors have been finalised in 2025 are as follows: RMB812 thousand for Zhu Jian, RMB2,894 thousand for Li Junjie, RMB2,635 thousand for Nie Xiaogang, RMB724 thousand for Wu Hongwei, RMB1,723 thousand for Shao Liangming, RMB295 thousand for Xie Min.
- (12) For the year ended 31 December 2024, no remuneration was paid by the Group to the directors or the supervisors as an inducement to join or upon joining the Group or as compensation for redundancy.

Section VIII Financial Report

20 FIVE HIGHEST PAID EMPLOYEES

Among the five highest paid employees, there were neither directors nor supervisors for the years ended 31 December 2025 and 2024. Details of the remuneration of the five highest paid employees are as follows:

	Year ended 31 December	
	2025	2024
Salaries, allowances and benefits	10,509	14,078
Pension scheme contributions and other social welfare	3,253	1,858
Discretionary bonuses	42,379	40,286
Total	56,141	56,222

The number of non-director and non-supervisor highest paid employees whose remuneration fell within the following bands is as follows:

	Year ended 31 December	
	2025	2024
RMB9,000,001 to RMB11,000,000	3	2
RMB11,000,001 to RMB13,000,000	2	3
Total	5	5

Section VIII Financial Report

21 DIVIDENDS

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Proposed and paid dividends ⁽¹⁾	7,530,858	4,897,052
Distribution to other equity instrument holders ⁽²⁾	356,000	938,000

- (1) Pursuant to the resolution of the meeting of shareholders held on 29 May 2025, the Company distributed cash dividends of RMB2.8 for every 10 shares (tax included) amounting to RMB4,904 million in total for the year ended 31 December 2024.

Pursuant to the resolution of the meeting of the Board held on 29 August 2025, the Company distributed cash dividends of RMB1.50 for every 10 shares (tax included) amounting to RMB2,627 million in total for the period ended 30 June 2025.

- (2) The dividend distributions by the Company triggered the mandatory interest payment event for perpetual subordinated bonds. As at 31 December 2025, the Company has recognized the dividend payable to other equity instrument holders of RMB356 million (2024: RMB938 million).
- (3) Pursuant to the resolution of the 12th meeting of the 7th session of the Board held on 27 March 2026, the Board has proposed the annual profit distribution plan for the year ended 31 December 2025 as follows: after appropriating 10% of profit after tax each for surplus reserve, general risk reserve and transaction risk reserve, respectively, based on the total share capital of the Company deducted the Company's repurchased securities account, the Company shall distribute cash dividends of RMB3.5 (tax inclusive) for every 10 shares to holders of A Shares and holders of H Shares. Based on the total number of 17,628,925,829 shares of the Company as of 31 December 2025 and deducting 115,303,000 shares in the Company's dedicated securities account for repurchase, i.e. 17,513,622,829 shares, the total amount of cash dividends to be distributed would be RMB6,130 million. The profit distribution plan for 2025 is subject to the approval of the general meeting of shareholders of the Company.

22 EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the period. The newly issued shares are calculated in accordance with the conditions stated in the issuance agreement, starting from the consideration receivable date (usually the issuance date).

The numerator of the diluted earnings per share amount is based on the profit for the period attributable to ordinary equity holders of the Company, adjusted to reflect (a) the expenses and the tax impact from the conversion of dilutive potential ordinary shares into ordinary shares, and (b) the tax impact of the above adjustments.

The denominator of the diluted earnings per share amount is the total number of (a) the weighted average number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and (b) the weighted average number of restricted shares that could fulfil the vesting conditions.

Section VIII Financial Report

22 EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY *(continued)*

When calculating the dilutive effect of the restricted share incentive scheme, the Company assumes that the balance sheet date is the unlocking date and determines whether the actual performance on the balance sheet date meets the performance conditions of unlocking requirements, and calculates the dilutive effect based on the judgment results.

The calculations of basic and diluted earnings per share attributable to ordinary equity holders of the Company are as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Earnings		
Profit attributable to equity holders of the Company	27,809,206	13,024,085
Less: Profit attributable to other equity holders of the Company ⁽¹⁾	391,844	701,697
Less: Cash dividend paid to shareholders under the restricted share incentive scheme of A shares	1,289	17,369
Profit attributable to ordinary equity holders of the Company	27,416,073	12,305,019
Add: Cash dividend paid to shareholders under the restricted share incentive scheme of A shares	1,289	17,369
Adjusted profit attributable to ordinary equity holders of the Company	27,417,362	12,322,388
Shares (in thousand)		
Weighted average number of ordinary shares in issue during the year	15,747,636	8,867,533
Add: Dilutive effect of the restricted share incentive scheme	1,538	14,029
Adjusted weighted average number of ordinary shares in issue during the year	15,749,174	8,881,562
Earnings per share attributable to ordinary equity holders of the Company (RMB Yuan per share)		
– Basic	1.74	1.39
– Diluted	1.74	1.39

- (1) For the purpose of calculating basic earnings per ordinary share in respect of the year ended 31 December 2025, RMB392 million (2024: RMB702 million) attributable to perpetual subordinated bonds were deducted from profits attributable to equity holders of the Company.

Section VIII Financial Report

23 PROPERTY AND EQUIPMENT

	Buildings	Leasehold improvements	Machinery	Electronic communication equipment	Transportation equipment ⁽¹⁾	Construction in progress	Others	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Cost								
As at 31 December 2024	4,309,729	804,730	41,886	2,633,926	144,209	260,222	164,714	8,359,416
Acquisition through business combination	10,160,806	228,320	16,525	520,719	5,670,473	324,705	57,865	16,979,413
Additions	2,837	100,936	6,838	477,391	2,793	546,707	10,571	1,148,073
Transfers during the year	3,841	121,171	775	142,809	-	(444,935)	2,869	(173,470)
Disposals	(26,927)	(38,598)	(692)	(63,084)	(281,566)	-	(4,131)	(414,998)
Exchange adjustments and others	(22,074)	(154)	-	1,345	(143,331)	(69,216)	3,254	(230,176)
As at 31 December 2025	14,428,212	1,216,405	65,332	3,713,106	5,392,578	617,483	235,142	25,668,258
Accumulated depreciation								
As at 31 December 2024	(1,335,188)	(588,982)	(15,190)	(1,774,640)	(112,385)	-	(110,869)	(3,937,254)
Depreciation charge	(569,047)	(145,377)	(9,037)	(522,250)	(259,653)	-	(27,251)	(1,532,615)
Disposals	11,173	28,642	554	58,887	18,786	-	3,348	121,390
Exchange adjustments and others	8,359	258	-	(2,657)	35,393	-	(3,184)	38,169
As at 31 December 2025	(1,884,703)	(705,459)	(23,673)	(2,240,660)	(317,859)	-	(137,956)	(5,310,310)
Impairment								
As at 31 December 2024	(92,253)	-	-	-	-	-	-	(92,253)
Increase	(6,328)	-	-	-	-	-	(2,216)	(8,544)
Exchange adjustments and others	139	-	-	-	-	-	(19)	120
As at 31 December 2025	(98,442)	-	-	-	-	-	(2,235)	(100,677)
Net carrying amount								
As at 31 December 2025	12,445,067	510,946	41,659	1,472,446	5,074,719	617,483	94,951	20,257,271

- (1) Transportation equipment of the Group includes aircraft held for operating lease businesses, as at 31 December 2025, the cost of aircraft amounts to RMB5,228,277 thousand, accumulated depreciation amounts to RMB201,006 thousand, and the carrying amounts of aircraft amounts to RMB5,027,271 thousand.

Section VIII Financial Report

23 PROPERTY AND EQUIPMENT (continued)

	Buildings	Leasehold improvements	Machinery	Electronic communication equipment	Transportation equipment	Construction in progress	Others	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Cost								
As at 31 December 2023	4,304,334	787,582	46,796	2,338,850	144,752	191,536	170,098	7,983,948
Additions	246	78,480	1,340	308,034	9,394	395,519	9,285	802,298
Transfers during the year	28,480	6,943	-	97,858	402	(326,833)	1,944	(191,206)
Disposals	(1,672)	(68,275)	(6,250)	(115,281)	(10,547)	-	(16,860)	(218,885)
Other movement	(33,597)	-	-	-	-	-	-	(33,597)
Exchange adjustments and others	11,938	-	-	4,465	208	-	247	16,858
As at 31 December 2024	4,309,729	804,730	41,886	2,633,926	144,209	260,222	164,714	8,359,416
Accumulated depreciation								
As at 31 December 2023	(1,197,208)	(551,460)	(13,124)	(1,553,985)	(113,439)	-	(117,100)	(3,546,316)
Depreciation charge	(130,025)	(93,171)	(7,672)	(321,365)	(9,157)	-	(9,805)	(571,195)
Transfer during the year	(4,542)	-	-	-	-	-	-	(4,542)
Disposals	1,400	55,649	5,606	104,950	10,388	-	16,215	194,208
Exchange adjustments and others	(4,813)	-	-	(4,240)	(177)	-	(179)	(9,409)
As at 31 December 2024	(1,335,188)	(588,982)	(15,190)	(1,774,640)	(112,385)	-	(110,869)	(3,937,254)
Impairment								
As at 31 December 2023 and 31 December 2024	(92,253)	-	-	-	-	-	-	(92,253)
Net carrying amount								
As at 31 December 2024	2,882,288	215,748	26,696	859,286	31,824	260,222	53,845	4,329,909

As at 31 December 2025, the Group has not yet obtained the relevant building certificates for buildings with costs of RMB97,269 thousand.

Section VIII Financial Report

24 INVESTMENT PROPERTY

	Properties and buildings RMB'000
Cost	
As at 31 December 2024	1,140,973
Acquisition through business combination	2,205,863
Decrease during the year	(342,256)
Exchange rate and others	(44,482)
As at 31 December 2025	2,960,098
Accumulated depreciation	
As at 31 December 2024	(107,192)
Charge for the year	(81,096)
Decrease during the year	6,897
Exchange rate and others	954
As at 31 December 2025	(180,437)
Impairment	
As at 31 December 2024	-
Increase during the year	(71,871)
Decrease during the year	8,379
Exchange rate and others	1,269
As at 31 December 2025	(62,223)
Net carrying amount	
As at 31 December 2025	2,717,438

Section VIII Financial Report

24 INVESTMENT PROPERTY (continued)

	Properties and buildings RMB'000
Cost	
As at 31 December 2023	1,152,129
Decrease during the year	(11,156)
As at 31 December 2024	<u>1,140,973</u>
Accumulated depreciation	
As at 31 December 2023	(84,875)
Charge for the year	(26,859)
Decrease during the year	<u>4,542</u>
As at 31 December 2024	<u>(107,192)</u>
Impairment	
As at 31 December 2023 and 31 December 2024	<u>–</u>
Net carrying amount	
As at 31 December 2024	<u><u>1,033,781</u></u>

Section VIII Financial Report

25 RIGHT-OF-USE ASSETS

	Buildings	Land-use	Electronic	Motor	Others	Total
	RMB'000	right	communication	vehicles	RMB'000	RMB'000
	RMB'000	RMB'000	equipment	RMB'000	RMB'000	RMB'000
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Cost						
As at 31 December 2023	3,104,162	875,925	–	–	–	3,980,087
Increases	510,337	30,150	–	–	–	540,487
Decreases	(631,582)	–	–	–	–	(631,582)
Exchange adjustments and others	1,913	–	–	–	–	1,913
As at 31 December 2024	2,984,830	906,075	–	–	–	3,890,905
Acquisition through business combination	969,739	670,580	311	703	1,113	1,642,446
Increases	482,016	–	263	442	25,240	507,961
Decreases	(943,559)	–	–	(241)	(99)	(943,899)
Exchange adjustments and others	23,196	–	107	251	–	23,554
As at 31 December 2025	3,516,222	1,576,655	681	1,155	26,254	5,120,967
Accumulated depreciation						
As at 31 December 2023	(1,482,705)	(185,994)	–	–	–	(1,668,699)
Depreciation charge	(666,660)	(19,075)	–	–	–	(685,735)
Decreases	623,354	–	–	–	–	623,354
Exchange adjustments and others	(886)	–	–	–	–	(886)
As at 31 December 2024	(1,526,897)	(205,069)	–	–	–	(1,731,966)
Depreciation charge	(895,902)	(36,832)	(150)	(450)	(2,549)	(935,883)
Decreases	744,917	–	–	228	20	745,165
Exchange adjustments and others	(18,699)	–	(79)	(190)	–	(18,968)
As at 31 December 2025	(1,696,581)	(241,901)	(229)	(412)	(2,529)	(1,941,652)
Impairment						
As at 31 December 2023, 31 December 2024 and 31 December 2025	–	–	–	–	–	–
Net carrying amount						
As at 31 December 2025	1,819,641	1,334,754	452	743	23,725	3,179,315
As at 31 December 2024	1,457,933	701,006	–	–	–	2,158,939

Section VIII Financial Report

26 GOODWILL

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Cost	4,070,761	4,070,761
Less: Impairment losses	(18,405)	–
Carrying amount	4,052,356	4,070,761

Impairment testing on goodwill

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Carrying amount		
– HuaAn Fund Management Co., Ltd. (“HuaAn Funds”) ^(a)	4,049,865	4,049,865
– Guotai Junan Futures Co., Ltd. ^(b)	2,491	2,491
– Guotai Junan Securities (Vietnam) Corporation	–	18,405
Total	4,052,356	4,070,761

As at 31 December 2025, the Group recognized an impairment provision of RMB18,405 thousand against the carrying amount of goodwill of the CGU of Guotai Junan Securities (Vietnam) Corporation. Other than the above, goodwill were tested for impairment and there was no impairment as at 31 December 2025.

- (a) On 4 November 2022, the Company acquired 8% of the shares in HuaAn Funds. As a result, the Company's equity interests in HuaAn Funds increased from 43% to 51%, granting it control of HuaAn Funds. The goodwill was resulted from HuaAn Funds' business value as a whole, therefore, the Group regarded HuaAn Funds as one CGU.

On 31 December 2025 and 2024, when performing the goodwill impairment test for HuaAn Funds, the recoverable amount of the CGU was determined as its VIU. The Group calculated the CGU's VIU through a discounted cash flow model based on approved business plans and discount rates that reflect specific risks of the relevant CGU. The cash flow after the forecast period is extrapolated according to a stable growth rate and a terminal value. The forecast growth period is 5 years. No impairment losses for the CGU were identified nor recognized.

Section VIII Financial Report

26 GOODWILL (continued)

The main parameters the Group applied when performing goodwill impairment tests of the above CGU were as follows:

	31 December 2025	31 December 2024
Income growth rate in forecast growth year	8.48%-15.20%	4.77% ~ 17.77%
Profit margin in forecast growth year	34.26%-38.82%	34.88% ~ 39.71%
Terminal value growth rate	0%	0%
Pre-tax discount rate	12.90%	12.65%

- (b) The Company acquired 100% of the equity interests in Guotai Junan Futures Co., Ltd. from a third party in July 2007. The Group recognized the excess of fair value of the consideration transferred over the fair value of the net identifiable assets acquired as the goodwill of the CGU of Guotai Junan Futures Co., Ltd.

On 31 December 2025, the estimated recoverable amount of the CGUs of Guotai Junan Futures Co., Ltd exceeded their carrying amount therefore no impairment loss was recognized. The key assumptions include comparable quoted prices, budgeted revenue growth rates and discount rates, which represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

Management believes that any reasonably possible change in any of these assumptions would not cause the carrying amounts of the CGUs to exceed their recoverable amounts.

Section VIII Financial Report

27 OTHER INTANGIBLE ASSETS

	Software RMB'000	Trading seats rights RMB'000	Data resources RMB'000	Others RMB'000	Total RMB'000
Cost					
As at 31 December 2024	2,342,884	206,389	6,436	14,285	2,569,994
Acquisition through business combination	603,016	107,444	6,768	77,700	794,928
Additions	455,728	-	-	-	455,728
Disposal	(87,995)	-	(1,942)	(276)	(90,213)
Exchange adjustments and others	15,031	(263)	-	26	14,794
As at 31 December 2025	3,328,664	313,570	11,262	91,735	3,745,231
Accumulated amortization					
As at 31 December 2024	(1,515,965)	(126,569)	(108)	(3,810)	(1,646,452)
Amortization	(431,660)	-	(2,520)	(3,956)	(438,136)
Disposal	18,750	-	381	9	19,140
Exchange adjustments and others	(14,975)	52	-	(20)	(14,943)
As at 31 December 2025	(1,943,850)	(126,517)	(2,247)	(7,777)	(2,080,391)
Impairment					
As at 31 December 2025 and 31 December 2024	-	(4,927)	-	(10,475)	(15,402)
Net carrying amount					
As at 31 December 2025	1,384,814	182,126	9,015	73,483	1,649,438

Section VIII Financial Report

27 OTHER INTANGIBLE ASSETS (continued)

	Software RMB'000	Trading seats rights RMB'000	Data resources RMB'000	Others RMB'000	Total RMB'000
Cost					
As at 31 December 2023	1,997,282	206,289	–	14,285	2,217,856
Additions	347,694	–	6,436	–	354,130
Disposal	(2,092)	–	–	–	(2,092)
Exchange adjustments and others	–	100	–	–	100
As at 31 December 2024	2,342,884	206,389	6,436	14,285	2,569,994
Accumulated amortization					
As at 31 December 2023	(1,231,885)	(126,524)	–	(3,810)	(1,362,219)
Amortization	(285,649)	–	(108)	–	(285,757)
Disposal	1,569	–	–	–	1,569
Exchange adjustments and others	–	(45)	–	–	(45)
As at 31 December 2024	(1,515,965)	(126,569)	(108)	(3,810)	(1,646,452)
Impairment					
As at 31 December 2024 and 31 December 2023	–	(4,927)	–	(10,475)	(15,402)
Net carrying amount					
As at 31 December 2024	826,919	74,893	6,328	–	908,140

Section VIII Financial Report

28 INVESTMENTS IN SUBSIDIARIES

	As at 31 December	
	2025	2024
Unlisted shares, carried at cost	71,402,617	27,919,187
Less: Impairment losses	—	—
Total	71,402,617	27,919,187

(a) Details of the subsidiaries held by the Company

The following list contains particulars of the subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

Name of company	Place of registration or primary business	Registered capital	Principal activities	Equity interests held as at 31 December	
				2025	2024
Guotai Junan Innovation Investment Co., Ltd. ⁽¹⁾⁽²⁾	Shanghai PRC	RMB7,500,000,000	Equity investment and investment consulting	100%	100%
Shanghai Guotai Haitong Securities Asset Management Co., Ltd. ("GTHT Asset Management") ⁽¹⁾⁽²⁾	Shanghai PRC	RMB2,000,000,000	Securities asset management and fund management	100%	100%
Guotai Junan Zhengyu Investment Co., Ltd. ⁽¹⁾⁽²⁾	Shanghai PRC	RMB4,500,000,000	Equity investment and financial products investment	100%	100%
Shanghai Guoxiang Properties Co., Ltd. ⁽¹⁾⁽²⁾	Shanghai PRC	RMB1,050,000,000	Real estate and property management	100%	100%
Guotai Haitong Financial Holdings Limited ⁽¹⁾	HK PRC	HKD6,511,980,000	Investment service	100%	100%
Guotai Junan Risk Management Co., Ltd. ⁽²⁾	Shanghai PRC	RMB1,200,000,000	Warehouse service, cooperation hedge, investment management and corporate management consulting	100%	100%
Shanghai Gelong Entrepreneurship Investment Co., Ltd. ⁽²⁾	Shanghai PRC	RMB100,000,000	Venture capital investment and management	100%	100%

Section VIII Financial Report

28 INVESTMENTS IN SUBSIDIARIES (continued)

(a) Details of the subsidiaries held by the Company (continued)

Name of company	Place of registration or primary business	Registered capital	Principal activities	Equity interests held as at 31 December	
				2025	2024
Shanghai GTJA Juntong Investment Management Co., Ltd. ⁽²⁾	Shanghai PRC	RMB20,000,000	Investment management, industrial investment and investment consulting	100%	100%
Guotai Junan Futures Co., Ltd. ⁽¹⁾⁽²⁾	Shanghai PRC	RMB6,000,000,000	Futures brokerage and futures investment consulting	100%	100%
Guotai Junan Capital Management Co., Ltd. ⁽²⁾	Shanghai PRC	RMB1,233,563,200	Asset management, equity investment and fund management	99.19%	99.19%
GTJA Yuancheng (Shanghai) Private Fund Management Co., Ltd. ⁽²⁾	Shanghai PRC	RMB730,025,345	Investment management, industrial investment and investment consulting	99.47%	99.47%
Shanghai GTJA Haojing Investment Management Co., Ltd. ⁽²⁾	Shanghai PRC	RMB10,000,000	Investment management, industrial investment and investment consulting	100%	100%
Guotai Junan Futures (Singapore) Pte. Ltd.	Singapore	SGD120,000,000	Commodity futures and foreign exchange brokers and dealers	100%	100%
HuaAn Funds ⁽¹⁾⁽²⁾	Shanghai PRC	RMB150,000,000	Fund establishment and fund management	51%	51%
HuaAn Asset Management (Hong Kong) Limited	HK PRC	HKD100,000,000	Financial services	51%	51%
HuaAn Future Asset Management (Shanghai) Limited ⁽²⁾	Shanghai PRC	RMB278,700,000	Asset management for specific clients	51%	51%
Guotai Junan Investments (Hong Kong) Limited	HK PRC	HKD1,533,500,000	Investment	100%	100%
Guotai Junan Consultancy Services (Shenzhen) Limited ⁽²⁾	Shenzhen PRC	HKD12,000,000	Investment consulting, marketing planning and corporate management consulting	100%	100%

Section VIII Financial Report

28 INVESTMENTS IN SUBSIDIARIES (continued)

(a) Details of the subsidiaries held by the Company (continued)

Name of company	Place of registration or primary business	Registered capital	Principal activities	Equity interests held as at 31 December	
				2025	2024
Guotai Junan Holdings Limited	British Virgin Is.	USD1	Debt financing	100%	100%
Guotai Junan International Holdings Limited ("GJIHL")	HK PRC	HKD10,911,163,094	Investment and financing	73.92%	73.85%
Guotai Junan (Hong Kong) Limited	Samoa/HK PRC	USD816,300,000	Investment and administrative management	73.92%	73.85%
Guotai Junan Securities (Hong Kong) Limited	HK PRC	HKD7,500,000,000	Securities brokerage	73.92%	73.85%
Guotai Junan Digital Finance Limited	HK PRC	HKD1,760,000,000	Investment and financing	73.92%	73.85%
Guotai Junan Futures (Hong Kong) Limited	HK PRC	HKD50,000,000	Futures brokerage	73.92%	73.85%
Guotai Junan Capital Limited	HK PRC	HKD50,000,000	Investment consulting	73.92%	73.85%
Guotai Junan Asset Management (Asia) Limited	HK PRC	HKD50,000,000	Fund management	73.92%	73.85%
Guotai Junan FX Limited	HK PRC	HKD30,000,000	Foreign exchange dealing	73.92%	73.85%
Guotai Junan International (Singapore) Pte. Limited	Singapore	SGD9,300,000	Investment management	73.92%	73.85%
Guotai Junan International Asset Management (Singapore) Pte. Limited	Singapore	SGD21,703,325	Asset management	73.92%	73.85%
Guotai Junan Financial Products Limited	HK PRC	HKD1,000,000	Investment and securities trading	73.92%	73.85%
Guotai Junan International Securities (Singapore) Pte. Limited	Singapore	SGD88,250,000	Securities brokerage	73.92%	73.85%
Guotai Junan Global Limited	British Virgin Is.	USD5,000,000	Investment management	100%	100%

Section VIII Financial Report

28 INVESTMENTS IN SUBSIDIARIES (continued)

(a) Details of the subsidiaries held by the Company (continued)

Name of company	Place of registration or primary business	Registered capital	Principal activities	Equity interests held as at 31 December	
				2025	2024
Guotai Junan Securities USA Holding, Inc.	USA	USD5,000,000	Investment management	100%	100%
Guotai Junan Securities USA, Inc.	USA	USD5,000,000	Investment management	100%	100%
Guotai Junan Securities (Vietnam) Corporation	Vietnam	VND1,049.2 billion	Securities brokerage	49.81%	37.64%
Guotai Junan Securities (Macau) Company Limited	Macau PRC	MOP100,000,000	Securities trading, wealth management and financing services generated by investment financial instruments	73.92%	73.85%
Guotai Haitong Securities (UK) Limited	UK	GBP74,760,000	Investment	100%	100%
HFT Investment Management Co., Ltd. ⁽¹⁾⁽²⁾	Shanghai PRC	RMB300,000,000	Fund management	51%	N/A
Shanghai Fucheng Fortis Asset Management Company Limited ⁽²⁾	Shanghai PRC	RMB200,000,000	Specific client asset management business	51%	N/A
Haitong Capital Co. Ltd. ⁽¹⁾⁽²⁾	Shanghai PRC	RMB5,500,000,000	Private Equity investment management	100%	N/A
Haitong-Fortis Private Equity Fund Management Co., Ltd. ⁽²⁾	Shanghai PRC	RMB100,000,000	Private Equity investment management	67%	N/A
Haitong Jihe Private Equity Investment Fund Management Co., Ltd. ⁽²⁾	Shanghai PRC	RMB50,000,000	Private Equity investment management	51%	N/A
Haitong Innovation Private Equity Fund Management Co., Ltd. ⁽²⁾	Shanghai PRC	RMB50,000,000	Private Equity investment management	51%	N/A
Haitong Leading Private Equity Fund Management Co., Ltd. ⁽²⁾	Shanghai PRC	RMB120,000,000	Private Equity investment management	53.25%	N/A

Section VIII Financial Report

28 INVESTMENTS IN SUBSIDIARIES (continued)

(a) Details of the subsidiaries held by the Company (continued)

Name of company	Place of registration or primary business	Registered capital	Principal activities	Equity interests held as at 31 December	
				2025	2024
Haitong New Energy Private Equity Management Co., Ltd. ⁽²⁾	Shanghai PRC	RMB50,000,000	Private Equity investment management	51%	N/A
Haitong M&A (Shanghai) Private Equity Fund Management Co., Ltd. ⁽²⁾	Shanghai PRC	RMB100,000,000	Private Equity investment management	51%	N/A
Shanghai Haitong Xuyu Equity Investment Co., Ltd. ⁽²⁾	Shanghai PRC	RMB350,000,000	Private Equity investment management	100%	N/A
Shanghai Haitong Chuangshi Investment Management Co., Ltd. ⁽²⁾	Shanghai PRC	RMB1,000,000	Private Equity investment management	53.25%	N/A
Haitong Innovation Securities Investment Company Limited ⁽¹⁾⁽²⁾	Shanghai PRC	RMB11,500,000,000	Financial products investment, equity investment and securities investment	100%	N/A
Shanghai Haitong Securities Asset Management Company Limited ⁽¹⁾⁽²⁾	Shanghai PRC	RMB2,200,000,000	Securities asset management	100%	N/A
Shanghai Weitai Properties Management Co., Ltd. ⁽¹⁾⁽²⁾	Shanghai PRC	RMB10,000,000	Real estate development, property management and catering management	100%	N/A
Haitong Futures Co., Ltd. ⁽¹⁾⁽³⁾	Shanghai PRC	RMB1,301,500,000	Futures brokerage	83.22%	N/A
Shanghai Haitong Resource Management Co., Ltd. ⁽²⁾	Shanghai PRC	RMB1,000,000,000	Warehouse service, cooperation hedge	83.22%	N/A
Haitong International Holdings Limited ⁽¹⁾	HK PRC	HKD18,950,770,000	Investment holding	100%	N/A
Haitong Investment Ireland PLC	Ireland	EUR825,000	Non-bank financial company	100%	N/A

Section VIII Financial Report

28 INVESTMENTS IN SUBSIDIARIES (continued)

(a) Details of the subsidiaries held by the Company (continued)

Name of company	Place of registration or primary business	Registered capital	Principal activities	Equity interests held as at 31 December	
				2025	2024
Haitong Capital International Investment Co., Limited	HK PRC	HKD10,000	Equity investment	100%	N/A
Haitong International Securities Group Limited	Bermuda/HK PRC	HKD843,819,160	Investment holding	100%	N/A
Haitong International Investment Managers Limited	HK PRC	HKD47,000,000	Asset Management	100%	N/A
Haitong International Asset Management Limited	HK PRC	HKD13,000,000	Asset Management	100%	N/A
Haitong International Asset Management (HK) Limited	HK PRC	HKD20,000,000	Asset Management	100%	N/A
Haitong International Securities Company Limited	HK PRC	HKD11,500,000,000	Brokerage business	100%	N/A
Haitong International Securities Nominees Limited	HK PRC	HKD2	Brokerage business	100%	N/A
Haitong International Futures Limited	HK PRC	HKD400,000,000	Brokerage business	100%	N/A
Haitong International Financial Products Limited	HK PRC	HKD50,000,000	FICC and Derivatives	100%	N/A
Hti Financial Solutions Limited	HK PRC	HKD1,000,000	FICC and Derivatives	100%	N/A
Haitong International Capital (HK) Limited	HK PRC	HKD10,000,000	Corporate financing	100%	N/A
Haitong International Capital Limited	HK PRC	HKD20,000,000	Corporate financing	100%	N/A
Haitong International Research Limited	HK PRC	HKD1,000,000	Research services	100%	N/A

Section VIII Financial Report

28 INVESTMENTS IN SUBSIDIARIES (continued)

(a) Details of the subsidiaries held by the Company (continued)

Name of company	Place of registration or primary business	Registered capital	Principal activities	Equity interests held as at 31 December	
				2025	2024
Haitong International (Japan) K.K.	Japan	JPY10,000,000	Research services	100%	N/A
Haitong International (UK) Limited	UK	GBP8,334,563	Research services	100%	N/A
Haitong International Securities (USA) Inc.	USA	USD12,654,319	Research services	100%	N/A
Haitong International Securities Group (Singapore) Pte Ltd.	Singapore	SGD730,550,721	Investment holding	100%	N/A
Haitong Securities India Private Limited	India	INR260,732,520	Securities business	100%	N/A
Haitong International Securities (Australia) Pty Ltd.	Australia	ASD1,380,435	Brokerage business	100%	N/A
Haitong UT Capital Group Co., Limited ⁽¹⁾	HK PRC	HKD4,146,162,881	Investment holding	100%	N/A
Haitong UniTrust International Financial Leasing Co., Ltd. ⁽³⁾	Shanghai PRC	RMB8,235,300,000	Leasing	85%	N/A
Haitong Hengxin International Financial Leasing (Tianjin) Co., Ltd. ⁽²⁾	Tianjin PRC	RMB210,000,000	Leasing	85%	N/A
Shanghai Unicircle Investment Development Corporation ⁽²⁾	Shanghai PRC	RMB100,000,000	Property management, unit logistics management services, catering management	85%	N/A
Haitong Hengyun Financial Leasing (Shanghai) Co., Ltd. ⁽²⁾	Shanghai PRC	RMB1,360,000,000	Leasing	85%	N/A
Haitong UT Leasing HK Limited	HK PRC	USD284,380,000	Leasing	85%	N/A

Section VIII Financial Report

28 INVESTMENTS IN SUBSIDIARIES *(continued)*

(a) Details of the subsidiaries held by the Company *(continued)*

Name of company	Place of registration or primary business	Registered capital	Principal activities	Equity interests held as at 31 December	
				2025	2024
Haitong Hengxin Small and Micro Finance Leasing (Shanghai) Co., Ltd. ⁽²⁾	Shanghai PRC	RMB1,500,000,000	Leasing	85%	N/A
Shanghai Dingjie Construction Development Co., Ltd. ⁽²⁾	Shanghai PRC	RMB20,000,000	Information consulting services, leasing	85%	N/A
Haitong Bank S.A.	Portugal	EUR871,277,660	Banking	100%	N/A
Haitong Global Asset Management, SGOIC, S.A.	Portugal	EUR25,000,000	Asset Management	100%	N/A
Haitong Banco de Investimento do Brasil S.A.	Brasil	BRL420,000,000	Investment banking	80%	N/A

- (1) These subsidiaries are directly held by the Company.
- (2) These subsidiaries are limited liability companies registered in mainland China.
- (3) These subsidiaries are joint-stock limited companies registered in mainland China.

Section VIII Financial Report

28 INVESTMENTS IN SUBSIDIARIES (continued)

(b) Partially-owned subsidiaries with material non-controlling interests

The following table lists the information related to the major subsidiaries of the Group which have material non-controlling interests ("NCI"), modified for fair value adjustments on acquisition and differences in the Group's accounting policies. The information is before inter-company eliminations with other companies in the Group.

HuaAn Funds

	As at 31 December	
	2025	2024
NCI percentage	49%	49%
Current assets	4,133,526	3,532,571
Non-current assets	4,860,476	4,498,680
Current liabilities	2,238,236	1,897,075
Non-current liabilities	280,517	248,859
Net assets	6,475,249	5,885,317
Carrying amount of NCI	3,172,872	2,883,805

	Year ended 31 December	
	2025	2024
Total revenue and other income	3,495,991	3,114,606
Total expenses and income tax expense	2,550,084	2,220,187
Profit for the year	945,907	894,419
Total comprehensive income	939,821	896,547
Profit attributable to NCI	463,495	438,265
Other comprehensive income attributable to NCI	(2,982)	1,044
Distribution to NCI	171,500	245,000
Cash flows generated from operating activities	233,908	313,959
Cash flows (used in)/generated from investing activities	(19,324)	281,422
Cash flows used in financing activities	(135,709)	(499,165)

Section VIII Financial Report

28 INVESTMENTS IN SUBSIDIARIES *(continued)*

(b) Partially-owned subsidiaries with material non-controlling interests *(continued)*

GJIHL

	As at 31 December	
	2025	2024
NCI percentage	26.08%	26.15%
Current assets	130,919,750	114,414,057
Non-current assets	7,724,756	6,131,486
Current liabilities	114,663,664	99,727,614
Non-current liabilities	9,555,839	6,902,601
Net assets	14,425,003	13,915,328
Carrying amount of NCI	3,819,161	3,776,377

	Year ended 31 December	
	2025	2024
Total revenue and other income	5,690,923	4,036,358
Total expenses and income tax expense	4,457,192	3,716,609
Profit for the year	1,233,731	319,749
Total comprehensive income	1,474,601	270,486
Profit attributable to NCI	322,703	85,904
Other comprehensive income attributable to NCI	(121,665)	84,077
Distribution to NCI	159,555	51,626
Cash flows (used in)/generated from operating activities	(7,607,319)	1,623,930
Cash flows used in investing activities	(26,509)	(46,271)
Cash flows generated from/(used in) financing activities	7,874,681	(2,031,461)

Section VIII Financial Report

28 INVESTMENTS IN SUBSIDIARIES (continued)

(b) Partially-owned subsidiaries with material non-controlling interests (continued)

Haitong UniTrust International Financial Leasing Co., Ltd.

	As at 31 December 2025
NCI percentage	15%
Current assets	53,608,395
Non-current assets	54,332,074
Current liabilities	41,819,071
Non-current liabilities	45,810,211
Net assets	20,311,187
Carrying amount of NCI	5,117,219
	From 14 March 2025 to 31 December 2025
Total revenue and other income	7,206,106
Total expenses and income tax expense	5,761,633
Profit for the year	1,444,473
Total comprehensive income	1,302,366
Profit attributable to NCI	271,828
Other comprehensive income attributable to NCI	(17,710)
Distribution to NCI	166,771
Cash flows generated from operating activities	5,152,024
Cash flows generated from investing activities	215,871
Cash flows used in financing activities	(5,939,853)

29 INTERESTS IN STRUCTURED ENTITIES

(a) Interests in consolidated structured entities

The Group has consolidated certain structured entities, including investment funds, asset management schemes and limited partnerships. In order to assess whether the Group has control over the structured entities, it mainly considers the extent of decision making and participation in establishing relevant structured entities, the aggregated economic interest (including the gain from holding a direct investment and expected remuneration) set out in the contractual arrangement, as well as the scope of decision making authority over the structured entities. If the Group determined that it has power over, has exposure to variable returns from its involvement with, and has ability to use its power to affect the amount of its returns from the structured entities, it will include the structured entities in the consolidated financial statement as the Group has control over the structured entities.

Interests held by other investors in these consolidated structured entities were classified as financial liabilities at fair value through profit or loss in the consolidated statement of financial position.

(b) Interests in unconsolidated structured entities

The Group exercised the power over the structured entities including limited partnerships and asset management products by acting as a manager or general partner during the period. Except for the structured entities the Group has consolidated as stated in Note 29(a), in management's opinion, the variable returns the Group exposed to over these structured entities that the Group has interests in are not significant. The Group therefore did not consolidate these structured entities.

The Group classified the investments in unconsolidated investment funds, asset management plans, and limited partnerships managed by the Group as financial assets at fair value through profit or loss, equity instruments at fair value through other comprehensive income and investments in associates and joint ventures. As at 31 December 2025 and 2024, the carrying amounts of the Group's interests in unconsolidated structured entities were RMB34,697 million and RMB13,112 million, respectively. The management fee arising from these unconsolidated structured entities amounted to RMB6,491 million and RMB2,343 million for the year ended 31 December 2025 and 2024, respectively.

The carrying amounts of interests in unconsolidated structured entities in the consolidated statement of financial position are approximately equal to the maximum exposure to the loss of interests held by the Group in the unconsolidated structured entities.

Section VIII Financial Report

29 INTERESTS IN STRUCTURED ENTITIES *(continued)*

(c) Interests in structured entities sponsored by third party institutions

The types of structured entities that the Group does not consolidate but in which it holds interests include investment funds, limited partnerships, asset management plans, and wealth management products issued by banks or other financial institutions. The nature and purpose of these structured entities are to generate fees from managing assets on behalf of investors. These vehicles are financed through the issue of units to investors.

The carrying amount of the related accounts in the consolidated statements of financial position is equal to the maximum exposure to loss of interests held by the Group in the unconsolidated structured entities sponsored by third party institutions as at 31 December 2025 and 31 December 2024, which are listed as below:

	As at 31 December 2025		As at 31 December 2024	
	Carrying amount	Maximum exposure	Carrying amount	Maximum exposure
Financial assets at fair value through profit or loss	186,965,215	186,965,215	103,713,762	103,713,762
Equity instruments at fair value through other comprehensive income	4,684,635	4,684,635	2,539,341	2,539,341

30 INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Share of net assets		
– Associates	21,397,716	8,154,064
– Joint ventures	4,985,048	5,067,765
Total	26,382,764	13,221,829

Section VIII Financial Report

30 INVESTMENTS IN ASSOCIATES AND JOINT VENTURES *(continued)*

At the end of each reporting period, the Group had the following associates:

Name of associates	Place of incorporation or primary business	Principal activities	Percentage of equity interests as at 31 December	
			2025	2024
Shanghai Securities Co., Ltd. ("Shanghai Securities")	Shanghai PRC	Securities brokerage, proprietary trading, underwriting and investment consulting	24.99%	24.99%
Fullgoal Fund Management Company Limited	Shanghai PRC	Fund investment	27.775%	–
China Belgium Direct Equity Investment Fund ⁽²⁾	Beijing PRC	Equity investment, debt investment and management consulting	10%	–
Shanghai Kechuang Center Equity Investment Fund Management Co., Ltd. ⁽²⁾	Shanghai PRC	Investment and equity investment management	13%	13%
Shanghai Guozhi Technology Co., Ltd.	Shanghai PRC	Software and information technology services	33%	–
Shanghai Jizhi Consulting & Management Co., Ltd. ⁽²⁾	Shanghai PRC	Enterprise management consulting, lease of non-residential and residential real estate	15%	15%
Shanghai Urban Renewal Guidance Private Fund LLP ⁽²⁾	Shanghai PRC	Investment management and equity investment	0.01%	0.01%
Shanghai Lingang GTJA Technology Frontier Industry Private Fund LLP	Shanghai PRC	Investment management, equity investment and asset management	25%	25%
Shanghai State-owned Capital Investment Master Fund Co., Ltd. ⁽²⁾	Shanghai PRC	Equity investment, Investment management and Asset management	4.88%	4.88%
Jinan Huijian Junan Zhizao Industrial Investment Fund LLP ⁽²⁾	Jinan PRC	Investment management and equity investment	10%	10%

Section VIII Financial Report

30 INVESTMENTS IN ASSOCIATES AND JOINT VENTURES *(continued)*

Name of associates	Place of incorporation or primary business	Principal activities	Percentage of equity interests as at 31 December	
			2025	2024
Jinan Huijian Junan Green Industry Investment Fund LLP ⁽²⁾	Jinan PRC	Investment management and equity investment	10%	10%
Shanghai Pudong Leading Guotai Junan Kechuang No.1 Private Equity Fund LLP	Shanghai PRC	Investment management and equity investment	29.27%	29.27%
Shanghai Equity Exchange Co., Ltd.	Shanghai PRC	Provision of intermediary services and equity registration services for equity trading	20.98%	10.49%
Huzhou Industrial Investment Innovation Leading Equity Investment LLP	Huzhou PRC	Investment management and equity investment	20%	20%
Shanghai Bailian GTJA Chuangling Private Equity Fund LLP	Shanghai PRC	Equity investment, Investment management and Asset management	30%	–
Shanghai Junhua Fuchuang Electronic Materials Industry Development Private Equity Investment Fund LLP	Shanghai PRC	Equity investment, Investment management and Asset management	47.62%	–
Shanghai Jinpu Zhicheng Private Investment Fund LLP ⁽²⁾	Shanghai PRC	Equity investment, Investment management and Asset management	8%	–
Jilin Modern Agricultural and Emerging Markets Investment Fund Limited	Changchun PRC	Equity investment	36%	–
Xi'an Aerospace and New Energy Industry Fund	Xi'an PRC	Equity investment	37%	–
Shanghai Cultural Industries Investment Fund LLP	Shanghai PRC	Equity investment	46%	–
Shanghai M&A Equity Investment Fund LLP	Shanghai PRC	Equity investment	34%	–

Section VIII Financial Report

30 INVESTMENTS IN ASSOCIATES AND JOINT VENTURES (continued)

Name of associates	Place of incorporation or primary business	Principal activities	Percentage of equity interests as at 31 December	
			2025	2024
Haitong (Jilin) Modern Service Industry Investment Fund LLP	Changchun PRC	Equity investment	35%	–
Haitong Xing Tai (Anhui) Emerging Industrial Investment Fund LLP	Hefei PRC	Equity investment	29%	–
Haitong Qidong (Weihai) Equity Investment Fund LLP	Weihai PRC	Equity investment	40%	–
Haitong (Jilin) Equity Investment Fund LLP	Changchun PRC	Equity investment	23%	–
Guangdong South Media Integration Fund LLP	Zhuhai PRC	Equity investment	28%	–
Jiaxing Haitong Xuchu Equity Investment Fund LLP ⁽²⁾	Jiaxing PRC	Equity investment	19%	–
Shanghai M&A Equity Investment Fund Phase II LLP ⁽²⁾	Shanghai PRC	Equity investment	18%	–
Liaoning China-Germany Industrial Equity Investment Fund LLP	Shenyang PRC	Equity investment	20%	–
Liaoning Haitong New Drivers Equity Investment Fund LLP	Shenyang PRC	Equity investment	20%	–
Xi'an Civil-Military Integration Satellite Investment Fund Co., Ltd. ⁽²⁾	Xi'an PRC	Equity investment	19%	–
Xuchang Haitong Innovation Equity Investment Fund LLP ⁽²⁾	Xuchang PRC	Equity investment	19%	–
Jilin Haitong Innovation Satellite Investment Center LLP ⁽²⁾	Changchun PRC	Equity investment	19%	–
Hefei Haitong Huiyin Equity Investment Partnership LLP	Hefei PRC	Equity investment	20%	–
Hefei Haitong Small or Middle Fund LLP	Hefei PRC	Equity investment	40%	–

Section VIII Financial Report

30 INVESTMENTS IN ASSOCIATES AND JOINT VENTURES *(continued)*

Name of associates	Place of incorporation or primary business	Principal activities	Percentage of equity interests as at 31 December	
			2025	2024
Xi'an Aerospace Haitong Innovative New Materials Equity Investment Partnership LLP	Xi'an PRC	Equity investment	20%	–
CCTV Financial Media Industry Investment Fund LLP ⁽²⁾	Shanghai PRC	Equity investment	18%	–
Anhui Province Wanneng Haitong dual-carbon Industry M&A Investment Fund LLP	Wuhu PRC	Equity investment	30%	–
Jilin Haichuang Changxin Investment Center LLP ⁽²⁾	Changchun PRC	Equity investment	19%	–
Yancheng China-Korea Industrial Property Investment Fund II LLP	Yancheng PRC	Equity investment	30%	–
Jinhua Haitong Key Industries Business Development M&A Investment LLP	Jinhua PRC	Equity investment	20%	–
Shanghai Haitong Zhida Private Investment Fund LLP	Shanghai PRC	Equity investment	20%	–
Shanghai Haitong Huanxin Private Investment Fund LLP	Shanghai PRC	Equity investment	23%	–
Shanghai Haitong Yitai Phase I Private Fund LLP	Shanghai PRC	Equity investment	30%	–
Anhui Hailuo Haitong Industrial Internet Master Fund LLP	Wuhu PRC	Equity investment	38%	–
Shanghai Pudong Leading Zone Haitong Private Equity Investment Fund LLP	Shanghai PRC	Equity investment	40%	–
Shandong Province New and Old Kinetic Energy Conversion Haitong Aozida Health Industry Investment Fund LLP	Zibo PRC	Equity investment	20%	–

Section VIII Financial Report

30 INVESTMENTS IN ASSOCIATES AND JOINT VENTURES (continued)

Name of associates	Place of incorporation or primary business	Principal activities	Percentage of equity interests as at 31 December	
			2025	2024
Nanchang Zhengtong Equity Investment Fund LLP	Nanchang PRC	Equity investment	27%	–
Hubei Province Haitong High Quality Transformation Upgrading M&A Investment Fund LLP	Xiangyang PRC	Equity investment	30%	–
Shaanxi Kongtian Innovation Investment LLP ⁽²⁾	Xi'an PRC	Equity investment	15%	–
Guangzhou Haike New Venture Capital Fund LLP	Guangzhou PRC	Equity investment	38%	–
Yichun Haiyi Equity Investment Fund LLP	Yichun PRC	Equity investment	30%	–
Jiangsu Taizhou Haitong M&A Investment LLP	Taizhou PRC	Equity investment	26%	–
Shijiazhuang Haitong Equity Investment Fund LLP	Shijiazhuang PRC	Equity investment	30%	–
Longquan Haitong Emerging Industrial Investment Fund LLP	Lishui PRC	Equity investment	20%	–
Liaoning Haitong New Energy Low Carbon Industry Equity Investment Co., Ltd.	Shenyang PRC	Equity investment	50%	–
Shandong Province New and Old Kinetic Energy Conversion Haitong Aozida Health Industry Investment Fund LLP	Jinan PRC	Equity investment	30%	–
Shanghai Yixiang Private Equity Fund LLP ⁽²⁾	Shanghai PRC	Equity investment, Investment management and Asset management	2.44%	–

Section VIII Financial Report

30 INVESTMENTS IN ASSOCIATES AND JOINT VENTURES *(continued)*

Name of associates	Place of incorporation or primary business	Principal activities	Percentage of equity interests as at 31 December	
			2025	2024
Anhui Gaotou Guotai Haitong Health Mergers and Acquisitions Equity Investment Fund LLP ⁽²⁾	Hefei PRC	Equity investment, Investment management and Asset management	15%	–
Jiangcheng Guotai Haitong Shengong (Wuhan) Venture Capital Fund LLP	Wuhan PRC	Private equity fund management and venture capital fund management	20%	–
Xuancheng Guotai Kaisheng Zhengtai Green Private Equity Investment Fund LLP	Xuancheng PRC	Equity investment, Investment management and Asset management	36%	–
Tianjin Haitong Haihe Investment Fund LLP	Tianjin PRC	Equity investment, Investment management and Asset management	29.9%	–
Yangtze River Delta Smart Cultural Industry Private Equity Investment Fund (Shanghai) LLP	Shanghai PRC	Equity investment, Investment management and Asset management	30%	–
Guotai Haitong Zhongji Xuchuang Technology Equity Investment Fund (Kunshan) LLP	Kunshan PRC	Equity investment, Investment management and Asset management	23.67%	–
Ningbo COSCO Shipping Logistics Co., Ltd. ⁽²⁾	Ningbo PRC	Cargo transportation and warehousing services	12.5%	–

(1) Although the Group's percentages of shareholdings in these investees are higher than 50%, they are accounted for as associates as the Group only has significant influence over these investees due to the relevant arrangements stipulated in the articles of association or other agreements.

(2) Although the Group's percentages of shareholdings in these investees are lower than 20%, they are accounted for as associates as the Group has significant influence over these investees due to the relevant arrangements stipulated in the articles of association or other agreements.

Section VIII Financial Report

30 INVESTMENTS IN ASSOCIATES AND JOINT VENTURES *(continued)*

At the end of each reporting period, the Group had the following joint ventures:

Name of joint ventures	Place of incorporation or primary business	Principal activities	Percentage of equity interests as at 31 December	
			2025	2024
Xiamen Junxin Equity Investment Company LLP ⁽²⁾	Xiamen PRC	Equity investment and advisory	10%	10%
Shanghai Guojun Chuangtou Longxu Investment Management Centre LLP	Shanghai PRC	Industrial investment and investment management	25%	25%
Shanghai Guojun Chuangtou Longsheng Investment Centre LLP	Shanghai PRC	Industrial investment and investment management	20%	20%
Shanghai Guojun Chuangtou Longzhao Investment Management Centre LLP ⁽¹⁾	Shanghai PRC	Industrial investment and investment management	55%	55%
Shanghai Junzheng Investment Management Co., Ltd. ⁽¹⁾	Shanghai PRC	Investment management and advisory	61%	61%
Shanghai Guojun Chuangtou Zhengjun No.2 Equity Investment LLP	Shanghai PRC	Investment management and advisory	25%	25%
Shanghai Zhongbing GTJA Investment Centre LLP ⁽²⁾	Shanghai PRC	Investment management and advisory	16%	16%
Shanghai GTJA Chuangxin Equity Investment Master Fund Center LLP	Shanghai PRC	Equity investment and advisory	50%	50%
Qingdao GTJA Xinxing No.1 Equity Investment Fund LLP	Qingdao PRC	Equity investment and advisory	48%	48%
Yancheng GTJA Zhiyuan No.1 Investment Centre LLP	Yancheng PRC	Equity investment and investment advisory	20%	20%

Section VIII Financial Report

30 INVESTMENTS IN ASSOCIATES AND JOINT VENTURES *(continued)*

Name of joint ventures	Place of incorporation or primary business	Principal activities	Percentage of equity interests as at 31 December	
			2025	2024
Xiamen Guomao Guotai Junan Innovation Mergers and Acquisitions Equity Investment Fund Partnership Enterprise (Limited Partnership)	Xiamen PRC	Equity investment, investment management and asset management	30.5%	–
Shanghai Lingao Guotai Haitong Qihang Venture Capital Partnership Enterprise (Limited Partnership) ⁽²⁾	Shanghai PRC	Investment management and equity investment	10%	–

(1) Although the Group's percentages of shareholdings in these investees are higher than 50%, they are accounted for as joint ventures as the Group only has joint control over these investees due to the relevant arrangements stipulated in the articles of association or other agreements.

(2) Although the Group's percentages of shareholdings in these investees are lower than 20%, they are accounted for as joint ventures as the Group has joint control over these investees due to the relevant arrangements stipulated in the articles of association or other agreements.

The following table summarises financial information of Shanghai Securities and Fullgoal Fund Management Co., Ltd. as included in its own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies, if any. The table also reconciles the summarized financial information to the carrying amount of the Group's interests in Shanghai Securities and Fullgoal Fund Management Co., Ltd.

Section VIII Financial Report

30 INVESTMENTS IN ASSOCIATES AND JOINT VENTURES *(continued)*

Shanghai Securities

As at 31 December		
	2025 (Unaudited)	2024 (Audited)
Gross amounts of the associate		
Assets	95,767,602	85,534,888
Liabilities	75,962,515	66,729,607
Net assets	19,805,087	18,805,281
Net assets pro rata to shareholding ratio	4,949,292	4,699,439
Other adjustments	1,108,551	1,115,549
Carrying amount of interest in associate	6,057,843	5,814,988

Year ended 31 December		
	2025 (Unaudited)	2024 (Audited)
Revenue	3,425,398	5,255,679
Profit for the year	1,323,516	953,461
Other comprehensive income	(105,709)	603,154
Other adjustments	(28,001)	(28,001)
Total comprehensive income	1,189,806	1,528,614
Dividend received from the associate	54,478	29,238

Fullgoal Fund Management Company Limited

As at 31 December 2025 (Unaudited)	
Gross amounts of the associate	
Assets	18,086,320
Liabilities	7,792,533
Net assets	10,293,787
Net assets pro rata to shareholding ratio	2,855,235
Other adjustments	1,593,799
Carrying amount of interest in associate	4,449,034

Section VIII Financial Report

30 INVESTMENTS IN ASSOCIATES AND JOINT VENTURES (continued)

Fullgoal Fund Management Company Limited (continued)

	From 14 March 2025 to 31 December 2025 (Unaudited)
Revenue	6,851,260
Profit for the year	1,920,541
Other comprehensive income	(8,814)
Other adjustments	-
Total comprehensive income	1,911,727
Dividend received from the associate	303,303

The following table illustrates the aggregate financial information of the Group's associates and joint ventures that are not individually material:

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Share of associates' profit for the year	225,599	15,559
Share of joint ventures' profit for the year	96,045	58,506

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Share of associates' total comprehensive income for the year	225,599	15,559
Share of joint ventures' total comprehensive income for the year	95,886	57,679

	As at 31 December	
	2025 RMB'000	2024 RMB'000
Aggregate carrying amount of the Group's investments in associates	10,890,839	2,339,076
Aggregate carrying amount of the Group's investments in joint ventures	4,985,048	5,067,765

Section VIII Financial Report

31 FINANCE LEASE RECEIVABLES

	As at 31 December 2025 RMB'000
Minimum finance lease receivables	
– Within one year	6,023,313
– In the second year	3,916,283
– In the third year	2,010,455
– In the fourth year	1,245,481
– In the fifth year	847,545
– After five years	831,541
Gross amount of finance lease receivables	14,874,618
Less: Unearned finance lease income	2,047,357
Present value of minimum finance lease receivables	12,827,261
Less: Allowance for ECL	574,354
Carrying amount of finance lease receivables	12,252,907
Analysed as:	
Current assets	4,806,147
Non-current assets	7,446,760
Total	12,252,907

The Group entered into finance lease arrangements with leased assets for certain machinery equipment of transportation & logistics, advanced manufacturing industries, etc. The Company's subsidiaries are denominated in RMB. The terms of finance leases entered into mainly range from one to twelve years. Finance lease receivables are secured over the underlying leasing assets. The Group is not permitted to sell or repledge the collateral in the absence of default by lessee.

As at 31 December 2025, the finance lease receivables pledged as collateral for the bank borrowings amounted to RMB235 million.

The floating interest rates of finance lease receivables were with reference to the Loan Prime Rate ("LPR") and were adjusted periodically.

Section VIII Financial Report

31 FINANCE LEASE RECEIVABLES (continued)

(a) Analysis of the movements of allowance for ECL:

	As at 31 December 2025 RMB'000
At the beginning of the year	-
Charge for the year	611,488
Reverse during the year	-
Amounts written-off and others	(37,134)
At the end of the year	574,354

(b) Analysis by the stages of allowance for ECL:

	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Total RMB'000
As at 31 December 2025	81,051	374,372	118,931	574,354

Section VIII Financial Report

32 RECEIVABLES ARISING FROM SALE AND LEASEBACK ARRANGEMENTS

	As at 31 December 2025 RMB'000
– Within one year	43,656,620
– In the second year	26,331,780
– In the third year	9,745,629
– In the fourth year	1,682,353
– In the fifth year	1,098,610
– After five years	753,800
Gross amount of receivables arising from sale and leaseback arrangements	83,268,792
Less: Interest adjustment	6,640,574
Present value of receivables arising from sale and leaseback arrangements	76,628,218
Less: Allowance for ECL	1,109,145
Carrying amount of receivables arising from sale and leaseback arrangements	75,519,073
Analysed as:	
Current assets	39,465,713
Non-current assets	36,053,360
Total	75,519,073

(a) Analysis of the movements of allowance for ECL:

	As at 31 December 2025 RMB'000
At the beginning of the year	–
Charge for the year	1,732,480
Reverse during the year	–
Amounts written-off and others	(623,335)
At the end of the year	1,109,145

Section VIII Financial Report

32 RECEIVABLES ARISING FROM SALE AND LEASEBACK ARRANGEMENTS *(continued)*

(b) Analysis by the stages of allowance for ECL:

	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Total RMB'000
As at 31 December 2025	440,247	429,420	239,478	1,109,145

33 DEBT INVESTMENTS AT AMORTISED COST

Non-current

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Government bonds	5,588,825	3,584,371
Corporate bonds	1,500,714	–
Financial bonds	158,630	–
Other bonds	1,219	–
Less: Allowance for ECLs	(21,899)	–
Total	7,227,489	3,584,371
Analysed as:		
Listed in Hong Kong	3,421	–
Listed outside Hong Kong	3,091,201	–
Unlisted	4,132,867	3,584,371
Total	7,227,489	3,584,371

Section VIII Financial Report

33 DEBT INVESTMENTS AT AMORTISED COST (continued)

Current

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Government bonds	1,530,543	410,934
Corporate bonds	279,552	–
Financial bonds	29,416	–
Other bonds	21,812	–
Less: Allowance for ECLs	(5,532)	–
Total	1,855,791	410,934
Analysed as:		
Listed outside Hong Kong	1,392,742	–
Unlisted	463,049	410,934
Total	1,855,791	410,934

As at 31 December 2025, the carrying amount of debt investments at amortised cost comprises RMB4,255,792 thousand of investment from general risk reserve (2024: RMB3,865,973 thousand).

As at 31 December 2025, debt instruments measured at amortised cost of RMB3,332,093 thousand were mainly pledged to repurchase arrangements and refinancing with Bank of Portugal (2024: nil).

(a) Analysis of the movements of allowance for ECL:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
At the beginning of the year	–	–
Charge for the year	18,338	–
Reverse during the year	(1,759)	–
Others	10,852	–
At the end of the year	27,431	–

Section VIII Financial Report

33 DEBT INVESTMENTS AT AMORTISED COST *(continued)*

(b) Analysis by the stages of allowance for ECL:

	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Total RMB'000
As at 31 December 2025	11,666	400	15,365	27,431
As at 31 December 2024	–	–	–	–

34 DEBT INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Non-current

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Government bonds	50,783,661	33,122,137
Corporate bonds	22,835,113	16,267,308
Financial bonds	1,725,294	1,978,039
Other bonds	15,309,538	15,540,199
Total	90,653,606	66,907,683
Analysed as:		
Listed in Hong Kong	151,290	322,708
Listed outside Hong Kong	47,343,791	17,002,178
Unlisted	43,158,525	49,582,797
Total	90,653,606	66,907,683

Section VIII Financial Report

34 DEBT INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (continued)

Current

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Government bonds	12,929,178	547,705
Corporate bonds	25,842,543	11,178,492
Financial bonds	10,903,905	703,562
Other bonds	5,340,258	6,690,276
Total	55,015,884	19,120,035
Analysed as:		
Listed in Hong Kong	16,509,772	3,804,101
Listed outside Hong Kong	27,689,460	7,910,767
Unlisted	10,816,652	7,405,167
Total	55,015,884	19,120,035

As at 31 December 2025, debt instruments at fair value through other comprehensive income of the Group included approximately RMB123,766,362 thousand of pledged, restricted or transferred assets (2024: RMB77,371,726 thousand).

(a) Analysis of the movements of allowance for ECL:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
At the beginning of the year	267,652	160,969
Charge for the year	531,495	154,251
Reverse during the year	(1,301)	(322)
Amounts written-off and others	(48,285)	(47,246)
At the end of the year	749,561	267,652

Section VIII Financial Report

34 DEBT INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (continued)

(b) Analysis by the stages of allowance for ECL:

	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Total RMB'000
As at 31 December 2025	412,600	335,968	993	749,561
As at 31 December 2024	180,478	87,174	–	267,652

35 EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Non-current

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Equity instruments ^{(1) (2) (3)}	65,018,972	21,395,129
Analysed as:		
Listed in Hong Kong	6,630,879	1,900,089
Listed outside Hong Kong	30,369,577	9,886,591
Unlisted	28,018,516	9,608,449
Total	65,018,972	21,395,129

Current

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Equity instruments ^{(1) (2) (3)}	530,407	626,186
Analysed as:		
Listed in Hong Kong	530,407	620,710
Listed outside Hong Kong	–	5,476
Total	530,407	626,186

Section VIII Financial Report

35 EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

(continued)

- (1) The Group has designated those investments held for non-trading purposes as equity instruments at fair value through other comprehensive income. The dividend income related to equity instruments at fair value through other comprehensive income was disclosed in Note 10.

For the year ended 31 December 2025, the Group disposed of some of the equity instruments at fair value through other comprehensive income in response to the change in investment strategies. The accumulated net realized gain of the equity instruments disposed of were RMB540,619 thousand (2024: losses of RMB33,281 thousand).

- (2) As at 31 December 2025, equity instruments at fair value through other comprehensive income of the Group included approximately RMB42,723,285 thousand of pledged, restricted (2024: RMB14,164,832 thousand).
- (3) Securities lending of equity instruments at fair value through other comprehensive income of the Group refer to Note 71 (b).

36 FINANCIAL ASSETS HELD UNDER RESALE AGREEMENTS

(a) Analysed by collateral type:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Debt securities	57,841,353	39,276,134
Equity securities	36,336,124	23,010,879
Others	–	559,832
Less: Allowance for ECLs	(2,312,483)	(2,201,144)
Total	91,864,994	60,645,701

Section VIII Financial Report

36 FINANCIAL ASSETS HELD UNDER RESALE AGREEMENTS (continued)

(b) Analysed by market:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Stock exchanges	56,139,268	31,311,014
Interbank market	37,763,269	30,975,999
Over the counter	274,940	559,832
Less: Allowance for ECLs	(2,312,483)	(2,201,144)
Total	91,864,994	60,645,701

(c) Analysed for reporting purpose as:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Current assets	89,260,251	58,834,713
Non-current assets	2,604,743	1,810,988
Total	91,864,994	60,645,701

(d) Analysis of the movements of allowance for ECLs:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
At the beginning of the year	2,201,144	2,168,516
Charge for the year	253,718	135,745
Reverse during the year	(142,386)	(103,114)
Amounts written-off and others	7	(3)
At the end of the year	2,312,483	2,201,144

Section VIII Financial Report

36 FINANCIAL ASSETS HELD UNDER RESALE AGREEMENTS *(continued)*

(e) Analysis by the stages of allowance for ECL:

	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Total RMB'000
As at 31 December 2025	89,506	75,803	2,147,174	2,312,483
As at 31 December 2024	58,732	155	2,142,257	2,201,144

The carrying amount of financial assets held under resale agreements, for which the loss allowance is measured at an amount equal to 12-month and lifetime expected credit losses, is RMB90,213,002 thousand and RMB1,651,992 thousand respectively (2024: RMB60,515,338 thousand and RMB130,363 thousand respectively).

(f) Analysed by the stages of allowance for ECLs of stock-pledged financing:

	As at 31 December 2025			
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Total RMB'000
Gross carrying amount	31,202,925	795,189	3,079,781	35,077,895
Allowance for ECLs	(85,198)	(75,803)	(2,147,174)	(2,308,175)
Fair value of collateral	98,170,279	3,869,461	2,226,722	104,266,462

As at 31 December 2024

	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Total RMB'000
Gross carrying amount	19,005,767	130,518	2,142,257	21,278,542
Allowance for ECLs	(51,929)	(155)	(2,142,257)	(2,194,341)
Fair value of collateral	54,459,014	490,308	240,636	55,189,958

Section VIII Financial Report

36 FINANCIAL ASSETS HELD UNDER RESALE AGREEMENTS *(continued)*

(g) Fair value of collateral:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Fair value	157,418,126	93,252,186
Including: Available for sale or pledge	17,014,356	9,863,308
Including: Sold or pledged	15,878,442	8,566,422

37 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Non-current

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
At fair value through profit or loss:		
Funds	18,501,091	7,614,639
Equity securities	10,093,799	2,929,575
Debt securities	1,646,339	1,539,185
Other investments	397,906	–
Total	30,639,135	12,083,399
Analysed as:		
Listed in Hong Kong	1,118,723	1,929,668
Listed outside Hong Kong	1,035,881	7,000
Unlisted	28,484,531	10,146,731
Total	30,639,135	12,083,399

Section VIII Financial Report

37 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS *(continued)*

Current

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
At fair value through profit or loss:		
Debt securities	409,872,602	248,547,644
Funds	137,700,949	69,173,434
Equity securities	89,257,583	62,493,298
Wealth management products	12,474,867	5,386,246
Asset management schemes	1,939,075	8,991,387
Other investments	6,678,359	1,797,997
Total	657,923,435	396,390,006
Analysed as:		
Listed in Hong Kong	65,474,601	49,504,086
Listed outside Hong Kong	269,686,193	135,328,023
Unlisted	322,762,641	211,557,897
Total	657,923,435	396,390,006

- (1) As at 31 December 2025, financial assets at fair value through profit or loss of the Group included approximately RMB291,822,747 thousand of pledged, restricted or transferred assets (2024: RMB140,105,172 thousand).
- (2) Securities lending of financial assets at fair value through profit or loss of the Group refer to Note 71(b).

38 LOANS AND ADVANCES

	As at 31 December 2025 RMB'000
Loans and advances	6,323,909
Less: Allowance for ECL	(151,282)
Total	6,172,627

Section VIII Financial Report

38 LOANS AND ADVANCES (continued)

(a) Analysed for reporting purpose as:

	As at 31 December 2025 RMB'000
Current assets	639,389
Non-current assets	5,533,238
Total	6,172,627

(b) Analysis of the movements of allowance for ECLs:

	As at 31 December 2025 RMB'000
At the beginning of the year	-
Charge for the year	115,588
Reverse during the year	(14,346)
Amounts written-off and others	50,040
At the end of the year	151,282

(c) Analysis by the stages of allowance for ECL:

	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Total RMB'000
As at 31 December 2025	13,515	5,773	131,994	151,282

Section VIII Financial Report

39 REFUNDABLE DEPOSITS

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Deposits with exchanges and other financial institutions:		
Futures deposits	117,594,900	62,392,501
Trading deposits	2,353,634	1,840,779
Performance deposits	1,488,969	1,136,309
Credit deposits	226,855	106,199
Other deposits	45,120	29,942
Total	121,709,478	65,505,730

40 DEFERRED TAX

For the purpose of presentation in the Group's statement of financial position, certain deferred tax assets and liabilities have been offset. The following is an analysis of the deferred tax balances for financial reporting purposes:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Deferred tax assets	4,447,890	1,424,446
Deferred tax liabilities	(1,032,565)	(397,060)
Total	3,415,325	1,027,386

Section VIII Financial Report

40 DEFERRED TAX (continued)

The following are the major deferred tax assets and liabilities recognized and the movements therein during the year 2024 and 2025:

Deferred tax arising from:	Allowance for ECLs/ impairment losses RMB'000	Employee benefits payable RMB'000	Changes in fair value of financial instruments RMB'000	Deductible tax losses RMB'000	Right-of-use assets RMB'000	Lease liabilities RMB'000	Fair value adjustment arising on business combination RMB'000	Others RMB'000	Total RMB'000
As at 1 January 2024	952,114	1,491,626	(483,174)	385,472	(400,946)	428,516	-	(71,230)	2,302,378
Recognized in profit or loss	44,107	77,000	(856,422)	(105,812)	51,129	(62,357)	-	(21,381)	(873,736)
Recognized in other comprehensive income	-	-	(394,658)	-	-	-	-	-	(394,658)
Effects of exchange rate and other change	-	-	(6,598)	-	-	-	-	-	(6,598)
As at 31 December 2024	996,221	1,568,626	(1,740,852)	279,660	(349,817)	366,159	-	(92,611)	1,027,386
As at 1 January 2025	996,221	1,568,626	(1,740,852)	279,660	(349,817)	366,159	-	(92,611)	1,027,386
Acquisition through business combinations	1,997,191	180,268	(136,689)	742,175	(169,744)	172,464	264,161	(22,712)	3,027,114
Recognized in profit or loss	296,921	433,890	(635,133)	(292,169)	(549)	(14,613)	(96,617)	(67,096)	(375,366)
Recognized in other comprehensive income	-	-	(464,447)	-	-	-	-	-	(464,447)
Effects of exchange rate and other change	15,842	-	118,037	58,495	-	-	-	8,264	200,638
As at 31 December 2025	3,306,175	2,182,784	(2,859,084)	788,161	(520,110)	524,010	167,544	(174,155)	3,415,325

41 OTHER NON-CURRENT ASSETS

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Receivables from government cooperation projects	1,206,532	-
Other loans and receivables	613,498	-
Other long-term receivables	921,965	-
Others	444,289	70,471
Total	3,186,284	70,471

Section VIII Financial Report

42 ACCOUNTS RECEIVABLE

(a) Analysed by nature:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Accounts receivable from:		
– Brokers and dealers	17,116,160	8,177,695
– Settlement	15,536,977	2,786,207
– OTC business prepayments	3,126,886	3,505,930
– Fee and commission	3,513,622	1,719,771
– Cash and custodian clients	1,326,718	516,891
– Others	1,555,248	1,521,713
Less: Allowance for ECLs	(1,207,393)	(958,731)
Total	40,968,218	17,269,476

(b) Analysed by aging:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Within 1 year	39,841,313	17,020,018
1 to 2 years	802,089	131,798
2 to 3 years	187,378	39,353
Over 3 years	137,438	78,307
Total	40,968,218	17,269,476

(c) Analysis of the movements of allowance for ECLs:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
At the beginning of the year	958,731	943,376
Charge for the year	168,057	17,744
Reverse during the year	(50,797)	(277)
Amounts written-off and others	131,402	(2,112)
At the end of the year	1,207,393	958,731

Section VIII Financial Report

42 ACCOUNTS RECEIVABLE (continued)

(d) Analysed by the stages of allowance for ECLs:

	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	Total RMB'000
As at 31 December 2025	61,258	14,005	1,015,292	116,838	1,207,393
As at 31 December 2024	25,827	–	857,953	74,951	958,731

43 OTHER CURRENT ASSETS

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Other receivables ⁽¹⁾	952,244	217,726
Deductible/prepaid tax	1,311,745	255,266
Other loans and receivables	660,294	–
Other long-term receivables due within one year	411,570	–
Bulk commodities	773,733	1,173,089
Dividends receivable	401,240	36,036
Deferred expenses	91,724	55,485
Receivables from government cooperation projects	167,148	–
Others	947,717	470,805
Total	5,717,415	2,208,407

(1) Other receivables

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Other receivables	1,223,236	434,701
Less: Allowance for ECLs	(270,992)	(216,975)
Total	952,244	217,726

Section VIII Financial Report

43 OTHER CURRENT ASSETS *(continued)*

Analysis of the movements of allowance for ECLs:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
At the beginning of the year	216,975	216,973
Charge for the year	52,038	2
Reversal	–	–
Amounts written-off and others	1,979	–
At the end of the year	270,992	216,975

Analysed by the stages of allowance for ECLs:

	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Total RMB'000
As at 31 December 2025	21,763	503	248,726	270,992
As at 31 December 2024	1,624	–	215,351	216,975

44 MARGIN ACCOUNTS RECEIVABLE

(a) Analysed by nature:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Individuals	217,307,891	87,893,164
Institutions	38,630,663	20,542,583
Less: Allowance for ECLs	(2,366,755)	(2,167,492)
Total	253,571,799	106,268,255

Section VIII Financial Report

44 MARGIN ACCOUNTS RECEIVABLE (continued)

(b) Analysis of the movements of allowance for ECLs:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
At the beginning of the year	2,167,492	2,082,122
Charge for the year	159,166	184,662
Reverse during the year	(38,278)	(136,517)
Amounts written-off and others	78,375	37,225
At the end of the year	2,366,755	2,167,492

(c) Analysed by the stages of allowance for ECLs:

	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Total RMB'000
As at 31 December 2025	420,475	32,153	1,914,127	2,366,755
As at 31 December 2024	255,744	23,636	1,888,112	2,167,492

The carrying amount of margin accounts receivable, for which the loss allowance is measured at an amount equal to 12-month and lifetime expected credit losses, is RMB251,612,619 thousand and RMB1,959,180 thousand respectively (2024: RMB105,906,974 thousand and RMB361,281 thousand respectively).

(d) The fair value of collateral for the margin financing and securities lending business is analysed as follows:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Fair value of collateral:		
– Stocks	777,880,972	320,977,532
– Cash	31,806,190	16,818,001
– Funds	24,689,766	11,101,529
– Bonds	875,828	252,865
Total	835,252,756	349,149,927

Section VIII Financial Report

45 DERIVATIVE FINANCIAL INSTRUMENTS

As at 31 December 2025						
	Non-hedging instruments			Hedging instruments		
	Nominal amount RMB'000	Fair value		Nominal amount RMB'000	Fair value	
		Assets	Liabilities		Assets	Liabilities
		RMB'000	RMB'000		RMB'000	RMB'000
Interest rate derivatives	2,058,250,265	2,336,028	(2,426,511)	247,089	36	(960)
Equity derivatives	325,604,989	8,129,652	(13,040,588)	-	-	-
Currency derivatives	272,642,255	597,136	(590,112)	9,944,798	372,389	(1,891)
Credit derivatives	33,585,189	140,785	(252,215)	-	-	-
Other derivatives	97,329,770	2,418,612	(3,218,494)	-	-	-
Less: Cash (received)/ paid as settlement		(1,019,055)	1,837,322		-	-
Total		12,603,158	(17,690,598)		372,425	(2,851)

As at 31 December 2024						
	Non-hedging instruments			Hedging instruments		
	Nominal amount RMB'000	Fair value		Nominal amount RMB'000	Fair value	
		Assets	Liabilities		Assets	Liabilities
		RMB'000	RMB'000		RMB'000	RMB'000
Interest rate derivatives	1,509,437,896	1,300,260	(1,677,534)	-	-	-
Equity derivatives	236,569,766	6,611,702	(6,228,521)	-	-	-
Currency derivatives	186,058,048	907,514	(1,403,009)	-	-	-
Credit derivatives	26,083,070	52,982	(70,310)	-	-	-
Other derivatives	56,635,528	651,275	(601,188)	-	-	-
Less: Cash (received)/ paid as settlement		(506,950)	588,987		-	-
Total		9,016,783	(9,391,575)		-	-

During the year ended 31 December 2025, the Group used derivative financial instruments to hedge against exposures to cash flow variability primarily from interest rate and foreign exchange risks of borrowings and bonds payable. During the year ended 31 December 2025, the Group's net gain after tax from the cash flow hedges recognized in other comprehensive income was RMB35,361 thousand. Gains or losses arising from ineffective portion of cash flow hedge were immaterial. There were no transactions for which cash flow hedge accounting had to be ceased as a result of the highly probable cash flows no longer being expected to occur.

Section VIII Financial Report

45 DERIVATIVE FINANCIAL INSTRUMENTS (continued)

Among the above derivative financial instruments, those designated hedging instruments in cash flow hedges are set out below:

As at 31 December 2025							
	Notional amount					Fair value	
		Over	Over	Over			
		1 months	3 months	1 year			
	Within	but within	but within	but within	Over		
	1 month	3 months	1 year	5 years	5 years	Assets	Liabilities
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Interest rate derivatives	-	5,298	-	241,791	-	36	960
Currency derivatives	-	13,443	6,549,790	3,381,565	-	372,389	1,891
Total	-	18,741	6,549,790	3,623,356	-	372,425	2,851

Details of the Group's hedged risk exposures in cash flow hedges and the corresponding effect on equities are as follows:

As at 31 December 2025					
	Carrying amount of hedged items		Effect of hedging instruments on other comprehensive income during the year	Accumulated effect of hedging instruments on other comprehensive income	Line items in the statement of financial position
	Assets	Liabilities			
	RMB'000	RMB'000	RMB'000	RMB'000	
Bonds payable	-	10,438,659	101,380	101,380	Bonds payable
Borrowings	-	262,656	(66,020)	(66,020)	Loans and borrowings

Section VIII Financial Report

46 PLACEMENTS TO BANKS AND OTHER FINANCIAL INSTITUTIONS

	As at 31 December 2025 RMB'000
Placements to overseas banks	1,068,301
Less: Allowance for ECL	22
Total	1,068,279

47 CLEARING SETTLEMENT FUNDS

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Deposits with stock exchanges		
– China Securities Depository and Clearing Corporation Limited	19,681,179	8,347,314
– Others	1,501,054	1,465,856
Total	21,182,233	9,813,170

48 DEPOSITS WITH CENTRAL BANKS AND OTHER BANKS

	As at 31 December 2025 RMB'000
Deposits with central banks	
– Deposits with central bank excluding statutory reserve deposits	4,128,372
– Statutory reserve deposits	8,017
Total	4,136,389
Deposits with other banks	89,726

Section VIII Financial Report

49 CASH HELD ON BEHALF OF BROKERAGE CUSTOMERS

The Group maintains segregated deposit accounts with banks and authorized institutions to hold cash on behalf of customers arising from its normal course of business. The Group has recorded the related amounts as cash held on behalf of customers and the corresponding liabilities as accounts payable to brokerage customers on the grounds that it is liable for any loss or misappropriation of its brokerage clients' monies. In Mainland China, the use of cash held on behalf of customers for security and the settlement of their transactions are restricted and governed by relevant third-party deposit regulations issued by the CSRC. In Hong Kong, the "Securities and Futures (Client Money) Rules" implementing the related provisions of the Securities and Futures Ordinance impose similar restrictions.

50 CASH AND BANK BALANCES

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Cash on hand	482	432
Bank balances	75,952,747	26,713,219
Total	75,953,229	26,713,651

As at 31 December 2025 and 2024, the Group's bank balances of RMB3,352,033 thousand and RMB691,743 thousand, respectively, were restricted.

As at 31 December 2025, the ECL allowance for cash and cash balances amounted to RMB3,145 thousand (2024: RMB1,670 thousand).

Section VIII Financial Report

51 LOANS AND BORROWINGS

Non-current

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Credit loans	19,109,526	539,495
Collateralised loans	1,682,073	–
Pledged loans	539,784	–
Total	21,331,383	539,495

Current

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Credit loans	42,488,583	9,196,390
Collateralised loans	313,227	–
Pledged loans	161,843	–
Total	42,963,653	9,196,390

As at 31 December 2025, loans and borrowings of the Group bear interest rates ranging from 0.10% to 7.95% per annum.

As at 31 December 2025, borrowings of RMB2,697 million are secured by finance lease receivables and secured building and aircraft for leasing. As at 31 December 2025, the book value of secured finance lease receivable is RMB235 million, the book value of secured building and aircraft for leasing is RMB5,837 million.

Section VIII Financial Report

52 SHORT-TERM DEBT INSTRUMENTS

	Nominal interest rate	As at 1 January 2025 RMB'000	Acquisition through business combination RMB'000	Increase RMB'000	Decrease RMB'000	As at 31 December 2025 RMB'000
Short-term corporate bonds	1.76% – 2.08%	10,019,348	-	6,239,579	12,700,288	3,558,639
Short-term financing bills	1.59% – 2.21%	30,070,694	1,010,406	51,132,183	40,455,694	41,757,589
Ultra-short-term financing bills	1.69% – 2.10%	-	3,815,628	3,059,555	3,851,036	3,024,147
Medium-term notes	0.00% – 5.85%	6,329,110	-	6,483,264	8,377,097	4,435,277
Structured notes	0.00% – 5.54%	1,071,913	1,804,838	34,934,219	5,166,915	32,644,055
Total		47,491,065	6,630,872	101,848,800	70,551,030	85,419,707

	Nominal interest rate	As at 1 January 2024 RMB'000	Increase RMB'000	Decrease RMB'000	As at 31 December 2024 RMB'000
Short-term financing bills	1.70% – 2.80%	16,170,874	38,333,005	24,433,185	30,070,694
Short-term corporate bonds	1.76% – 1.96%	-	10,019,348	-	10,019,348
Medium-term notes	0.00% – 6.31%	2,296,421	10,213,772	6,181,083	6,329,110
Structured notes	1.70% – 5.54%	904,799	1,425,177	1,258,063	1,071,913
Total		19,372,094	59,991,302	31,872,331	47,491,065

53 PLACEMENTS FROM OTHER FINANCIAL INSTITUTIONS

Non-current

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Placements from banks	1,968,365	-

Current

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Placements from banks	19,238,359	5,416,271

Section VIII Financial Report

54 ACCOUNTS PAYABLE TO BROKERAGE CUSTOMERS

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Margin financing and securities lending deposits	35,937,599	20,158,331
Other brokerage business deposits	478,649,078	231,911,186
Total	514,586,677	252,069,517

Accounts payable to brokerage customers mainly include money held on behalf of customers in banks and clearing houses, and bear interest at the prevailing market interest rates.

The majority of the accounts payable balances are repayable on demand except where certain accounts payable to brokerage customers represent monies received from customers for their margin financing and future trading activities under the normal course of business. Only amounts in excess of the required deposits and cash collateral stipulated are repayable on demand.

No aging analysis is disclosed as in the opinion of the directors of the Company, the aging analysis does not provide additional value in view of the nature of these businesses.

55 EMPLOYEE BENEFITS PAYABLE

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Salaries, bonuses and allowances	11,095,027	7,925,488
Social welfare and others	103,830	120,696
Contributions to a defined contribution scheme	30,821	26,714
Total	11,229,678	8,072,898

Section VIII Financial Report

55 EMPLOYEE BENEFITS PAYABLE *(continued)*

The Group provides an additional enterprise annuity plan to employees in mainland China. According to the plan, when an employee leaves the company, some of the enterprise payment amount may be transferred back to the enterprise annuity enterprise account according to the actual working time. There is no case of using forfeited contributions to reduce the existing contribution level.

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for employees. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The Group’s subsidiary on Portugal operates defined benefit schemes. The retirement pension liabilities are calculated semi-annually, in 31 December and 30 June of each year, for each plan individually, using the Projected Unit Credit Method, being annually reviewed by qualified independent actuaries of Mercer (Portugal) Lda. The discount rate used in this calculation is determined with reference to market rates associated with high-quality corporate bonds, denominated in the currency in which the benefits will be paid out and with a maturity similar to the expiry date of the plan’s liabilities. As at 31 December 2025, the actuarial valuations indicate that the fair value of plan assets of the Group’s subsidiary in Portugal represents a liability financing level of 139.75 per cent. As at 31 December 2025, the present value of defined benefit obligations and fair value of plan assets in respect of this scheme amounted to EUR40,637 thousand equivalent to RMB334,666 thousand and EUR 56,792 thousand equivalent to RMB467,711 thousand respectively.

Section VIII Financial Report

56 FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENTS

(a) Analysed by collateral type:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Bonds	448,232,016	238,127,096
Precious metals	9,889,088	6,810,421
Fund	7,246,512	–
Stock	977,449	–
Total	466,345,065	244,937,517

(b) Analysed by market:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Interbank market	240,611,763	163,598,657
Stock exchanges	207,305,314	74,528,439
Over the counter	8,538,900	–
Shanghai gold exchange	9,889,088	6,810,421
Total	466,345,065	244,937,517

(c) Analysed for reporting purpose as:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Current liabilities	464,895,851	244,937,517
Non-current liabilities	1,449,214	–
Total	466,345,065	244,937,517

Section VIII Financial Report

57 FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

Current

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
At fair value through profit or loss ⁽¹⁾		
– Debt securities	14,186,954	4,603,563
– Equity securities	4,026,559	2,085,886
– Gold	224,586	151,411
Designated as at fair value through profit or loss		
– Debt securities ⁽²⁾	67,867,074	53,356,761
– Equity securities ⁽²⁾	120,209	–
– Interest attributable to other holders of consolidated structured entities ⁽³⁾	1,988,727	6,071,424
Total	88,414,109	66,269,045

Non-current

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Designated as at fair value through profit or loss		
– Debt securities ⁽²⁾	9,427,086	8,806,915
– Interest attributable to other holders of consolidated structured entities ⁽³⁾	163,334	208,012
Total	9,590,420	9,014,927

- (1) As at 31 December 2025 and 2024, included in the Group's financial liabilities through profit or loss were equity securities, bonds and gold borrowed by the Group.
- (2) As at 31 December 2025 and 2024, included in the Group's financial liabilities designated as at fair value through profit or loss were structured notes generally in the form of notes or certificates with the underlying investments related to equity investments, debt investments, indexes, unlisted fund investments and etc.
- (3) As at 31 December 2025 and 2024, the financial liabilities arising from the consolidation of structured entities were designated as at fair value through profit or loss by the Group, as the Group has the obligation to pay other investors or limited partners upon the maturity dates of the structured entities based on the net asset value and related terms of those consolidated structured entities.

Section VIII Financial Report

58 BONDS PAYABLE

Current

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Corporate bonds ⁽¹⁾	86,208,495	27,784,792
Subordinated bonds ⁽¹⁾	6,724,089	3,607,486
Medium-term notes	13,292,021	—
Structured notes	25,242,999	—
Asset-backed securities	5,501,072	—
Financial bonds	348,406	—
Total	137,317,082	31,392,278

Non-current

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Corporate bonds ⁽¹⁾	153,174,640	67,367,521
Subordinated bonds ⁽¹⁾	11,717,855	13,558,238
Medium-term notes	24,187,582	14,037,510
Structured notes	7,025,040	7,642,918
Asset-backed securities	1,839,529	—
Financial bonds	1,656,764	—
Total	199,601,410	102,606,187

Section VIII Financial Report

58 BONDS PAYABLE (continued)

(1) The details of the outstanding corporate bonds and subordinated bonds payable are as follows:

As at 31 December 2025

Name	Currency	Par value '000	Issue date	Maturity date	Coupon rate
Current					
Corporate bonds					
21 GUOJUN G2	RMB	2,000,000	2021.04	2026.04	3.75%
21 GUOJUN G4	RMB	5,000,000	2021.05	2026.05	3.67%
21 GUOJUN G8	RMB	6,100,000	2021.07	2026.07	3.48%
21 GUOJUN 10	RMB	4,200,000	2021.08	2026.08	3.35%
23 GUOJUN G2	RMB	3,000,000	2023.01	2026.01	3.07%
23 GUOJUN G4	RMB	4,500,000	2023.02	2026.02	3.16%
23 GUOJUN G6	RMB	3,400,000	2023.05	2026.04	2.92%
23 GUOJUN G8	RMB	2,000,000	2023.08	2026.08	2.70%
23 GUOJUN 10	RMB	3,500,000	2023.09	2026.09	2.89%
24 GUOJUN G2	RMB	2,000,000	2024.07	2026.08	2.07%
25GTHT09	RMB	4,400,000	2025.09	2026.11	1.75%
25GTHT11	RMB	4,700,000	2025.09	2026.11	1.83%
21 HAITONG 09	RMB	2,000,000	2021.08	2026.08	3.43%
23 HAITONG 02	RMB	3,000,000	2023.02	2026.02	3.23%
23 HAITONG 04	RMB	1,700,000	2023.03	2026.03	3.26%
23 HAITONG 06	RMB	2,700,000	2023.03	2026.03	3.10%
23 HAITONG 08	RMB	4,000,000	2023.04	2026.04	3.05%
23 HAITONG 09	RMB	3,600,000	2023.05	2026.05	2.94%
23 HAITONG 11	RMB	3,000,000	2023.06	2026.06	2.73%
23 HAITONG 13	RMB	2,000,000	2023.07	2026.07	2.72%
23 HAITONG 15	RMB	3,200,000	2023.08	2026.08	2.67%
23 HAITONG 16	RMB	1,800,000	2023.11	2026.11	2.95%
HTISEC 2.125 05/20/26	USD	300,000	2021.05	2026.05	2.13%
HT FN 3.4 04/20/26	RMB	4,000,000	2023.04	2026.04	3.40%
HT FN N2605-R	RMB	2,800,000	2023.05	2026.05	3.20%
23 HENGXIN K1	RMB	1,000,000	2023.04	2026.04	3.90%
23 HENGXIN G1	RMB	1,000,000	2023.06	2028.06	3.80%
23 HENGXIN G2	RMB	1,000,000	2023.07	2028.07	3.63%
24 HENGXIN G1	RMB	1,000,000	2024.01	2028.01	3.03%

Section VIII Financial Report

58 BONDS PAYABLE (continued)

(1) The details of the outstanding corporate bonds and subordinated bonds payable are as follows: (continued)

Name	Currency	Par value '000	Issue date	Maturity date	Coupon rate
Current (continued)					
Subordinated bonds					
24 GUOJUN C2	RMB	1,000,000	2024.10	2026.03	2.17%
24 GUOJUN C3	RMB	2,000,000	2024.10	2026.10	2.24%
24 GUOJUN C4	RMB	3,000,000	2024.12	2026.12	2.05%
25 GUOJUN C3	RMB	700,000	2025.02	2026.03	1.85%
Non-current					
Corporate bonds					
21 GUOJUN 11	RMB	3,000,000	2021.08	2031.08	3.77%
21 GUOJUN 13	RMB	3,400,000	2021.09	2031.09	3.80%
21 GUOJUN 15	RMB	3,400,000	2021.10	2031.10	3.99%
22 GUOJUN G2	RMB	1,400,000	2022.03	2032.03	3.74%
22 GUOJUN G4	RMB	2,500,000	2022.04	2032.04	3.70%
22 GUOJUN G6	RMB	2,400,000	2022.05	2032.05	3.58%
22 GUOJUN G8	RMB	2,500,000	2022.07	2027.07	3.27%
22 GUOJUN 10	RMB	3,000,000	2022.09	2027.09	2.90%
23 GUOJUN 12	RMB	2,500,000	2023.10	2028.10	3.12%
23 GUOJUN 15	RMB	1,700,000	2023.11	2028.11	3.08%
24 GUOJUN G1	RMB	5,000,000	2024.05	2027.05	2.30%
25 GUOJUN G1	RMB	3,500,000	2025.01	2028.01	1.73%
25 GUOJUN G2	RMB	3,500,000	2025.01	2030.01	1.81%
25 GUOJUN G3	RMB	2,000,000	2025.03	2028.03	2.04%
25 GUOJUN G4	RMB	1,000,000	2025.03	2030.03	2.10%
25GTHT01	RMB	7,000,000	2025.05	2028.05	1.88%
25GTHT02	RMB	1,200,000	2025.05	2030.05	1.95%
25GTHT03	RMB	2,000,000	2025.07	2027.06	1.73%
25GTHT04	RMB	5,200,000	2025.07	2028.07	1.75%
25GTHT05	RMB	2,000,000	2025.08	2027.08	1.73%
25GTHT06	RMB	2,500,000	2025.08	2028.08	1.77%
25GTHT07	RMB	3,800,000	2025.08	2027.08	1.85%
25GTHT08	RMB	2,500,000	2025.08	2028.08	1.90%
25GTHT10	RMB	3,200,000	2025.09	2028.09	1.90%
25GTHT12	RMB	2,500,000	2025.09	2028.09	1.95%
25GTHT13	RMB	4,500,000	2025.10	2027.01	1.80%
25GTHT14	RMB	5,500,000	2025.10	2028.10	2.02%

Section VIII Financial Report

58 BONDS PAYABLE (continued)

(1) The details of the outstanding corporate bonds and subordinated bonds payable are as follows: (continued)

Name	Currency	Par value '000	Issue date	Maturity date	Coupon rate
Non-current (continued)					
Corporate bonds (continued)					
25GTHT15	RMB	4,000,000	2025.10	2027.02	1.80%
25GTHT16	RMB	3,000,000	2025.10	2028.10	1.97%
25GTHTK1	RMB	6,600,000	2025.05	2028.05	1.70%
25GTHTK2	RMB	1,400,000	2025.05	2035.05	2.10%
25GTHTK3	RMB	2,000,000	2025.09	2027.04	1.80%
25GTHTK4	RMB	3,000,000	2025.12	2027.12	1.84%
25GTHTK5	RMB	2,000,000	2025.12	2028.12	1.90%
GTHT 2025 Sci-tech Innovation Bonds (Series 1)	RMB	1,900,000	2025.07	2030.07	1.72%
GTHT 2025 Sci-tech Innovation Bonds (Series 2)	RMB	1,100,000	2025.11	2030.11	1.85%
17 HAITONG 03	RMB	5,500,000	2017.09	2027.09	4.99%
23 HAITONG 10	RMB	1,400,000	2023.05	2028.05	3.10%
23 HAITONG 12	RMB	2,000,000	2023.06	2028.06	3.07%
23 HAITONG 14	RMB	2,700,000	2023.07	2028.07	3.05%
24 HAITONG 01	RMB	1,000,000	2024.02	2027.02	2.58%
24 HAITONG 02	RMB	5,000,000	2024.02	2029.02	2.75%
24 HAITONG 03	RMB	1,700,000	2024.03	2027.03	2.50%
24 HAITONG 04	RMB	3,300,000	2024.03	2029.03	2.70%
24 HAITONG 05	RMB	4,100,000	2024.03	2027.03	2.55%
24 HAITONG 06	RMB	3,000,000	2024.03	2029.03	2.69%
GTJAHLD B3211 ⁽¹⁾	HKD	3,880,000	2025.11	2032.11	0.00%
HT FN N2703-R	RMB	3,500,000	2024.03	2027.03	3.30%
23 HENGXIN G3	RMB	1,000,000	2023.10	2027.10	2.06%
24 HENGXIN G2	RMB	1,000,000	2024.05	2029.05	2.48%
24 HENGXIN G4	RMB	1,000,000	2024.06	2029.06	2.29%
24 HENGXIN Z1	RMB	500,000	2024.07	2029.07	2.28%
24 HENGXIN K1	RMB	1,000,000	2024.08	2029.08	2.20%
25 HENGXIN K1	RMB	800,000	2025.06	2030.06	2.09%
25 HENGXIN G1	RMB	1,000,000	2025.09	2030.09	2.23%
25 HENGXIN Z1	RMB	1,000,000	2025.11	2030.11	2.09%

Section VIII Financial Report

58 BONDS PAYABLE (continued)

- (1) The details of the outstanding corporate bonds and subordinated bonds payable are as follows: (continued)

Name	Currency	Par value '000	Issue date	Maturity date	Coupon rate
Non-current (continued)					
Subordinated bonds					
24 GUOJUN C1	RMB	3,000,000	2024.06	2027.08	2.28%
24 GUOJUN C5	RMB	3,000,000	2024.12	2027.12	2.10%
25 GUOJUN C1	RMB	500,000	2025.01	2027.01	1.88%
25 GUOJUN C2	RMB	1,500,000	2025.01	2028.01	1.93%
25 GUOJUN C4	RMB	1,600,000	2025.02	2028.02	1.96%
24 JUNQI C1	RMB	1,000,000	2024.03	2027.03	2.77%
24 JUNQI C2	RMB	500,000	2024.11	2027.11	2.30%
25 JUNQI C1	RMB	500,000	2025.09	2031.09	2.20%

- (1) In November 2025, Guotai Junan Holdings Limited (BVI) issued 7-year Zero Coupon Guaranteed Exchangeable Bonds (the “2025 Exchangeable Bonds”) with a par value of HKD3.88 billion. The 2025 Exchangeable Bonds are listed on the Hong Kong Stock Exchange with the bond code of 6013. The 2025 Exchangeable Bonds reference the ordinary shares of GJIHL. The ordinary shares of GJIHL are listed on the Hong Kong Stock Exchange (“GJIHL Shares”).

The 2025 Exchangeable Bonds may be exchanged into the GJIHL Shares, at the option of holders, at any time prior to the maturity date at an initial exchange rate of approximately 471,698.1132 GJIHL Shares per HK\$2,000,000 principal amount. The initial exchange rate is subject to adjustment in some events such as dividend distribution by GJIHL. As at 31 December 2025, the exchange rate for the 2025 Exchangeable bonds remained unadjusted at its initial exchange rate.

The Group may redeem all but not some of the 2025 Exchangeable Bonds in the event of certain tax law changes, or at any time if less than 10% of the aggregate principal amount of the 2025 Exchangeable Bonds originally issued remains outstanding. The Group may also redeem all but not some of the 2025 Exchangeable Bonds after 10 November 2028, provided that the GJIHL Shares price has been at least 130% of the then effective exchange price for a specific period of time. The redemption price will be equal to the principal amount of the bonds being redeemed.

The holder of the 2025 Exchangeable Bonds have the right to require the Group to redeem all or some of the 2025 Exchangeable Bonds on 10 November 2028 and 10 November 2030, or in a relevant event, subject to certain conditions. The redemption price will be equal to the principal amount of the bonds being redeemed.

The 2025 Exchangeable Bonds issued have been split into the liability and equity components. The Group recognized the equity part of the 2025 Exchangeable Bonds as non-controlling interests amounting to RMB802,008 thousand.

Section VIII Financial Report

58 BONDS PAYABLE (continued)

(1) The details of the outstanding corporate bonds and subordinated bonds payable are as follows: (continued)

As at 31 December 2024

Name	Currency	Par value '000	Issue date	Maturity date	Coupon rate
Current					
Corporate bonds					
22 GUOJUN G1	RMB	2,000,000	2022.03	2025.03	3.04%
22 GUOJUN G3	RMB	2,800,000	2022.04	2025.04	2.96%
22 GUOJUN G5	RMB	3,100,000	2022.05	2025.05	2.78%
22 GUOJUN G7	RMB	2,500,000	2022.07	2025.07	2.92%
22 GUOJUN G9	RMB	2,000,000	2022.09	2025.09	2.52%
23 GUOJUN G1	RMB	3,000,000	2023.01	2025.02	2.90%
23 GUOJUN G3	RMB	1,500,000	2023.02	2025.02	2.92%
23 GUOJUN G5	RMB	1,600,000	2023.05	2025.05	2.79%
23 GUOJUN G7	RMB	3,000,000	2023.08	2025.08	2.53%
23 GUOJUN G9	RMB	1,500,000	2023.09	2025.10	2.80%
23 GUOJUN 11	RMB	900,000	2023.10	2025.10	2.82%
23 GUOJUN 13	RMB	3,500,000	2023.11	2025.11	2.82%
Subordinated bonds					
22 GUOJUN C2	RMB	3,500,000	2022.01	2025.01	3.17%
Non-current					
Corporate bonds					
21 GUOJUN G2	RMB	2,000,000	2021.04	2026.04	3.75%
21 GUOJUN G4	RMB	5,000,000	2021.05	2026.05	3.67%
21 GUOJUN G8	RMB	6,100,000	2021.07	2026.07	3.48%
21 GUOJUN 10	RMB	4,200,000	2021.08	2026.08	3.35%
21 GUOJUN 11	RMB	3,000,000	2021.08	2031.08	3.77%
21 GUOJUN 13	RMB	3,400,000	2021.09	2031.09	3.80%
21 GUOJUN 15	RMB	3,400,000	2021.10	2031.10	3.99%
22 GUOJUN G2	RMB	1,400,000	2022.03	2032.03	3.74%
22 GUOJUN G4	RMB	2,500,000	2022.04	2032.04	3.70%
22 GUOJUN G6	RMB	2,400,000	2022.05	2032.05	3.58%
22 GUOJUN G8	RMB	2,500,000	2022.07	2027.07	3.27%
22 GUOJUN 10	RMB	3,000,000	2022.09	2027.09	2.90%
23 GUOJUN G2	RMB	3,000,000	2023.01	2026.01	3.07%
23 GUOJUN G4	RMB	4,500,000	2023.02	2026.02	3.16%
23 GUOJUN G6	RMB	3,400,000	2023.05	2026.04	2.92%

Section VIII Financial Report

58 BONDS PAYABLE (continued)

(1) The details of the outstanding corporate bonds and subordinated bonds payable are as follows: (continued)

Name	Currency	Par value '000	Issue date	Maturity date	Coupon rate
Non-current (continued)					
Corporate bonds (continued)					
23 GUOJUN G8	RMB	2,000,000	2023.08	2026.08	2.70%
23 GUOJUN 10	RMB	3,500,000	2023.09	2026.09	2.89%
23 GUOJUN 12	RMB	2,500,000	2023.10	2028.10	3.12%
23 GUOJUN 15	RMB	1,700,000	2023.11	2028.11	3.08%
24 GUOJUN G1	RMB	5,000,000	2024.05	2027.05	2.30%
24 GUOJUN G2	RMB	2,000,000	2024.07	2026.08	2.07%
Subordinated bonds					
24 GUOJUN C1	RMB	3,000,000	2024.06	2027.08	2.28%
24 GUOJUN C2	RMB	1,000,000	2024.10	2026.03	2.17%
24 GUOJUN C3	RMB	2,000,000	2024.10	2026.10	2.24%
24 GUOJUN C4	RMB	3,000,000	2024.12	2026.12	2.05%
24 GUOJUN C5	RMB	3,000,000	2024.12	2027.12	2.10%
24 JUNQI C1	RMB	1,000,000	2024.03	2027.03	2.77%
24 JUNQI C2	RMB	500,000	2024.11	2027.11	2.30%

59 CONTRACT LIABILITIES

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Advance fee and commission	11,843	6,120
Others	69,572	15,956
Total	81,415	22,076

Contract liabilities represent the advance payment of the sponsorship business, the asset management business and others. The Group received these advance payments when the contracts are signed, and will recognize the expected revenue in future when or as the work is completed.

Section VIII Financial Report

60 LEASE LIABILITIES

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
With 1 year	706,948	666,432
After 1 year but within 5 years	1,102,352	944,535
After 5 years	175,065	30,618
	1,277,417	975,153
Total	1,984,365	1,641,585

61 CUSTOMER ACCOUNTS

	As at 31 December 2025 RMB'000
Demand deposits – corporate	70,669
Time deposits – corporate	2,864,134
Demand deposits – individual	19,845
Time deposits – individual	6,664,153
Total	9,618,801
Analysed as:	
Current liabilities	4,585,101
Non-current liabilities	5,033,700
Total	9,618,801

Section VIII Financial Report

62 OTHER CURRENT LIABILITIES

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Accounts payable arising from derivative transactions	80,729,691	60,142,920
Accounts payable to brokers	27,777,604	9,686,078
Dividends payable	484,577	603,222
Settlement payables to clearing house and customers	4,526,864	2,413,488
Accounts payable arising from warehouse receipt pledge	3,727,040	3,777,473
Bank's acceptance bill payable	3,090,636	1,280,500
Long-term payables due within one year	1,421,953	–
Proceeds from underwriting securities received on behalf of customers	155,247	173,734
Other tax payable	1,510,372	395,990
Commission payable to other distributors	434,859	332,668
Payables for the securities investor protection fund	138,113	86,087
Interest payable	54,341	30,955
Accounts payable arising from equity incentives	17,272	173,322
Others	5,765,259	1,601,858
Total	129,833,828	80,698,295

63 LONG-TERM PAYABLES

	As at 31 December 2025 RMB'000
Finance lease guarantee deposits	3,181,049
Deferred income	237,592
Others	694,494
Total	4,113,135

Long-term payables are mainly due to the guaranteed fund received by the Group through finance lease business. These amounts will expire beyond one year upon contract agreement and are classified as non-current liabilities.

Section VIII Financial Report

64 OTHER NON-CURRENT LIABILITIES

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Risk reserve	756,993	201,682
Provisions	596,429	281,621
Others	649,648	–
Total	2,003,070	483,303

65 SHARE CAPITAL

All shares issued by the Company are fully paid ordinary shares. The par value per share is RMB1 yuan. The Company's number of shares issued and their nominal value are as follows:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
At the beginning of the year	8,903,731	8,904,611
Issue of ordinary shares ⁽¹⁾	626,174	–
Issue of ordinary shares related to business combinations ⁽²⁾	8,099,804	–
Deregistration of treasury shares	(783)	(880)
At the end of the year	17,628,926	8,903,731

- (1) In February 2025, the Company issued 626,174 thousand Placement A Shares to Shanghai State-owned Assets Operation Co., Ltd. to raise ancillary funds, which have been verified by KPMG Huazhen LLP.
- (2) In March 2025, the Company merged with Haitong Securities by way of share exchange and absorption through completing the issuance of 5,985,871 thousand A shares to all A share-exchange shareholders of Haitong Securities (including treasury shares) and completing the issuance of 2,113,933 thousand H shares to all H share-exchange shareholder of Haitong Securities, which have been verified by KPMG Huazhen LLP.

Section VIII Financial Report

66 OTHER EQUITY INSTRUMENTS

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Perpetual subordinated bonds ⁽¹⁾	<u>9,975,283</u>	<u>14,946,981</u>

- (1) As approved by the CSRC, the Company issued four batches of perpetual subordinated bonds (collectively the “perpetual subordinated bonds”, including “20 Guojun Y1”, “22 Guojun Y1” and “23 Guojun Y1”) with an initial interest rate of 3.85%, 3.59% and 3.53% in March 2020, July 2022 and June 2023. The actual proceeds from each of the perpetual subordinated bonds was RMB5 billion each with a carrying amount of RMB100 per bond. The perpetual subordinated bonds have no fixed maturity dates and the Company has an option to redeem “20 Guojun Y1” at principal amounts plus any accrued interest on the fifth interest payment date or any interest payment date afterwards. The Company has an option to extend one cycle at the end of each repricing cycle, or redeem “22 Guojun Y1” and “23 Guojun Y1” in full. As at 31 December 2025, the Company has redeemed “20 Guojun Y1” in full.

The interest rate for perpetual subordinated bonds is fixed in the first 5 years and will be repriced every 5 years when the right of redemption and option of renewal are not exercised. The repriced interest rate is determined as the sum of the current base rate and the initial spread plus 300bp. The current base rate is defined as the average yield of 5 years treasury from the interbank fixed rate bond yield curve published on China Bond webpage 5 working days before the adjustment.

The issuer has the option to defer interest payment, except in the event of mandatory interest payments, so that at each interest payment date, the issuer may choose to defer the interest payment to the next payment date for the current period as well as all interest and accreted interest already deferred, without being subject to any limitation with respect to the number of deferrals. Of which, mandatory interest payment events are limited to dividend distributions to ordinary equity holders and reductions of registered capital.

The perpetual subordinated bonds issued by the Company are classified as equity instruments and presented under equity in the Group's and the Company's statement of financial position.

As at 31 December 2025 and 2024, the Company recognized dividends payable to holders of the perpetual subordinated bonds amounting to approximately RMB356 million and RMB938 million (Note 21), respectively.

Section VIII Financial Report

67 RESERVES, TREASURY SHARES AND RETAINED PROFITS

(a) Capital reserve

Capital reserve mainly includes share premium arising from the issuance of new shares at prices in excess of face value and the difference between the considerations of the acquisition of equity interests from non-controlling shareholders and the carrying amount of the proportionate net assets.

(b) Investment revaluation reserve

Investment revaluation reserve mainly represents the fair value changes of debt instruments at fair value through other comprehensive income and equity instruments at fair value through other comprehensive income.

(c) Translation reserve

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group at the rate of exchange prevailing at the end of the reporting period, and the income and expenses are translated at the average exchange rates or at the approximate exchange rates for the period. Exchange differences arising, if any, are recognized in other comprehensive income and accumulated in the translation reserve.

(d) Surplus reserve

The surplus reserve includes the statutory surplus reserve and discretionary surplus reserve.

Pursuant to the "Company Law of the People's Republic of China", the articles of association of the Company and the decision of the Board, the Company is required to set aside 10% of its net profit (after offsetting the accumulated losses incurred in previous years) to the statutory surplus reserve until the balance reaches 50% of the respective registered capital. Subject to the approval of the shareholders, the statutory surplus reserve may be used to offset accumulated losses, and may also be converted into capital of the Company, provided that the balance of the statutory surplus reserve after such capitalization is not less than 25% of the registered capital immediately before capitalization.

(e) General reserve

The general reserve includes the general risk reserve and the transaction risk reserve.

In accordance with the requirements of the CSRC Circular regarding the Annual Reporting of Securities Companies in 2007 (Zhengjian Jigou Zi [2007] No. 320) issued on 18 December 2007, the Company appropriates 10% of its annual net profit to the general risk reserve. The Company's PRC subsidiaries are also subject to the statutory requirements to appropriate their earnings to general reserves.

Section VIII Financial Report

67 RESERVES, TREASURY SHARES AND RETAINED PROFITS *(continued)*

(e) General reserve *(continued)*

In accordance with the requirements of the CSRC Circular regarding the Annual Reporting of Securities Companies in 2007 (Zhengjian Jigou Zi [2007] No. 320) issued on 18 December 2007 and in compliance with the Securities Law, for the purpose of covering securities trading losses, the Company appropriates 10% of its annual net profit to the transaction risk reserve.

In accordance with the requirements of Provisional Measures on Supervision and Administration of Risk Provision of Public Offering of Securities Investment Funds (Order of the CSRC No. 94) issued on 24 September 2013, the Group appropriates 10% of fund management fee to the general risk reserve.

(f) Treasury shares

		As at 31 December 2024 RMB'000	Increase for the year RMB'000	Decrease for the year RMB'000	As at 31 December 2025 RMB'000
Restricted Share Incentive Scheme	(1)	173,322	–	(156,050)	17,272
Share repurchase	(2)	–	1,210,812	–	1,210,812
Others	(3)	–	47,786	–	47,786
Total		173,322	1,258,598	(156,050)	1,275,870

- (1) As the expiry of the First Grant and Reserved Grant lock-up period, a total of 27,799,107 restricted shares were unlocked in May 2025, based on the achievement of the appraisal targets at both company and individual level. Accordingly, the Company adjusted the share repurchase obligation by RMB150,423 thousand.

On 28 July 2025, the 2024 profit had been distributed. The Company adjusted the share repurchase obligation by RMB840 thousand based on the distributed dividend amount. On 28 October 2025, the 2025 interim profit had been distributed. The Company adjusted the share repurchase obligation by RMB450 thousand based on the distributed dividend amount.

In August 2025, the Company cancelled a total of 782,867 restricted shares due to the termination of the employment relationship or failure to meet the performance condition by the incentive participants. Accordingly, the Company adjusted the share repurchase obligation by RMB4,337 thousand.

- (2) On 9 April 2025, the Company convened the second meeting (extraordinary meeting) of the seventh session of the Board, at which the Resolution on the Plan of Repurchase of A Shares of the Company through Centralized Price was considered and approved. The Company proposed to repurchase its A Shares through centralized price bidding with its own funds.

As at 31 December 2025, the Company has repurchased a total of 67,516,831 A Shares through centralized price bidding, accounting for 0.3830% of the Company's total share capital. The total amount paid was RMB1,210,812 thousand.

- (3) According to the *Report on Guotai Junan Securities Co., Ltd. Merging with Haitong Securities Co., Ltd. by way of Absorption and Share Exchange, Fundraising and Related Party Transaction*, the treasury Haitong A Shares of 77,074,467 were also exchanged for Guotai Junan A Shares under the share exchange and the proposed merger, at the exchange ratio of 1:0.62, resulting in 47,786,169 treasury shares of the Company.

Section VIII Financial Report

67 RESERVES, TREASURY SHARES AND RETAINED PROFITS *(continued)*

(g) Retained profits

The movements in retained profits are set out below:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
At the end of last year	63,279,619	58,506,243
At the beginning of the year	63,279,619	58,506,243
Profit for the year	27,809,206	13,024,085
Appropriation to surplus reserve	(2,595,816)	–
Appropriation to general reserve	(5,693,843)	(2,388,974)
Dividends	(7,530,858)	(4,897,052)
Distribution to other equity instrument holders	(356,000)	(938,000)
Others	404,046	(26,683)
At the end of the year	75,316,354	63,279,619

68 CASH AND CASH EQUIVALENTS

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Cash on hand	482	432
Bank balances	75,952,747	26,713,219
Deposits with central banks and other banks	4,226,115	–
Clearing settlement funds	21,182,233	9,813,170
Financial assets held under resale agreements with original maturity of less than three months	56,670,520	39,675,145
Financial assets at fair value through profit or loss with original maturity of less than three months	–	110,000
Less: bank deposits with original maturity of more than three months, risk reserve deposits, restricted bank balances, clearing settlement funds and statutory reserve deposits with central banks	(7,418,757)	(4,920,446)
Total	150,613,340	71,391,520

Section VIII Financial Report

69 BUSINESS COMBINATIONS

Guotai Junan issued 5,985,871,332 A shares on 13 March 2025, and 2,113,932,668 H shares on 14 March 2025. Haitong Securities A shares were delisted from the Shanghai Stock Exchange, and the listing of Haitong Securities H shares on the Hong Kong Stock Exchange was revoked. From 14 March 2025, Guotai Junan assumed all assets, liabilities, businesses, personnel, contracts, qualifications, and other rights and obligations of Haitong Securities.

After the business combination, the operations of the acquiree have been integrated with those of the acquirer, the information about post-combination revenues and profit or loss of Haitong Securities, as well as the disclosure of supplemental pro forma information as though the acquisition had been as of 1 January 2025 is not available.

(a) Consideration transferred

The following table summarises the acquisition date fair value of consideration transferred.

	As at the acquisition date RMB'000
Equity instruments	<u>133,549,276</u>

Note :

Guotai Junan merged with Haitong Securities by way of share exchange and absorption through completing the issuance of 5,985,871,332 A shares to all A share-exchange shareholders of Haitong Securities (including treasury shares) and completing the issuance of 2,113,932,668 H shares to all H share-exchange shareholder of Haitong Securities. The fair value of the consideration are based on the quoted market prices of the Company's shares issued to all A share exchange shareholders and H share exchange shareholders of Haitong Securities as at 14 March 2025.

Section VIII Financial Report

69 BUSINESS COMBINATIONS (continued)

(b) Identifiable assets acquired and liabilities assumed

	Haitong Securities	
	Fair value RMB'000	Book value RMB'000
Assets:		
Cash and bank balances	158,273,484	158,273,484
Clearing settlement funds	19,209,066	19,209,066
Margin accounts receivable	76,739,046	76,830,867
Derivative financial assets	5,130,903	5,130,903
Financial assets held under resale agreements	33,981,859	34,093,222
Accounts receivable	10,510,030	10,483,728
Refundable deposits	21,654,716	21,654,716
Financial assets at fair value through profit or loss	114,893,272	114,893,272
Debt investments at amortised cost	4,786,498	4,786,498
Debt instruments at fair value through other comprehensive income	43,889,473	43,889,473
Equity instruments at fair value through other comprehensive income	15,363,251	15,363,251
Finance lease receivables	14,516,346	14,516,346
Receivables arising from sale and leaseback arrangements	74,320,160	74,320,160
Investments in associates	10,068,714	8,474,915
Investment property	2,205,863	2,133,809
Property and equipment	16,272,194	15,263,415
Other intangible assets	1,465,508	1,413,042
Deferred tax assets	3,424,889	3,160,728
Other assets	15,201,967	15,190,188

Section VIII Financial Report

69 BUSINESS COMBINATIONS (continued)

(b) Identifiable assets acquired and liabilities assumed (continued)

	Haitong Securities	
	Fair value RMB'000	Book value RMB'000
Liabilities:		
Loans and borrowings	61,468,963	61,468,963
Short-term debt instruments	13,495,107	13,495,107
Placements from other financial institutions	15,534,893	15,534,893
Financial liabilities at fair value through profit or loss	787,155	787,155
Derivative financial liabilities	370,330	370,330
Financial assets sold under repurchase agreements	69,391,769	69,391,769
Accounts payable to brokerage customers	140,861,930	140,861,930
Employee benefits payable	1,217,850	1,217,850
Bonds payable	147,765,036	145,880,091
Lease liabilities	1,038,516	1,038,516
Deferred tax liabilities	339,611	339,611
Other payables and liabilities	39,463,891	39,463,891
Net assets	150,172,188	149,230,977
Less: Non-controlling interests	7,796,289	7,842,878
Total of identifiable net assets acquired	142,375,899	141,388,099

The fair value of the above identifiable assets are based on quoted prices in active markets for identical assets when the market are available; where there is no active market, but there is an active market for the identical or similar assets, the fair value is referred to the market price of the identical or similar assets; where there is no active market for identical or similar assets, valuation techniques such as DCF model and market approach are used to determine the fair value.

The fair value of the above identifiable liabilities are based primarily on the amounts payable and prices quoted by third party.

Section VIII Financial Report

69 BUSINESS COMBINATIONS *(continued)*

(c) Bargain purchase gain

Gain on the acquisition has been recognized as follows:

	<i>Note</i>	Haitong Securities RMB'000
Consideration transferred	69(a)	133,549,276
Less: Fair value of identifiable net assets	69(b)	<u>142,375,899</u>
Gain on the acquisition		<u><u>8,826,623</u></u>

The merger and absorption is by way of share exchange, the fair value of the share issued is lower than the fair value of identifiable net assets acquired, resulting in the bargain purchase gain.

The acquisition-related costs of the merger are not significant.

Section VIII Financial Report

70 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Changes in liabilities arising from financing activities

	Loans and borrowings RMB'000	Short-term debt instruments RMB'000	Bonds payable RMB'000	Lease liabilities RMB'000
At 1 January 2024	12,211,242	19,372,094	134,025,543	1,829,351
Changes from financing cash flows	(2,711,295)	28,119,217	(44,268)	(700,900)
Interest expenses	1,179,815	668,694	4,172,824	59,359
Interest paid	(1,179,871)	(668,940)	(4,302,046)	(59,359)
New leases	–	–	–	525,641
Other non-cash changes	235,994	–	146,412	(12,507)
At 31 December 2024	9,735,885	47,491,065	133,998,465	1,641,585
Business combination	61,468,963	6,630,872	147,764,985	1,038,516
Changes from financing cash flows	(6,679,115)	31,000,904	55,441,359	(1,075,258)
Interest expenses	2,329,682	1,334,152	6,710,859	68,158
Interest paid	(2,560,379)	(1,037,286)	(6,997,176)	(68,158)
New leases	–	–	–	1,125,550
Other non-cash changes	–	–	–	(746,028)
At 31 December 2025	64,295,036	85,419,707	336,918,492	1,984,365

(b) Total cash outflow for leases

The total cash outflow for leases included in the consolidated statement of cash flows is as follows:

	Year ended 31 December	
	2025 RMB'000	2024 RMB'000
Within operating activities	78,932	35,609
Within financing activities	1,143,416	760,259

Section VIII Financial Report

71 TRANSFERRED FINANCIAL ASSETS

In the normal course of business, the Group enters into certain transactions in which it transfers recognized financial assets to third parties or customers. If these transfers qualify for derecognition, the Group derecognizes all or part of the financial assets where appropriate. If the Group has retained substantially all the risks and rewards of these assets, the Group continues to recognize these assets.

(a) Repurchase agreements

Transferred financial assets that do not qualify for derecognition include debt securities held by counterparties as collateral under repurchase agreements. The Group transfers the contractual rights to receive the cash flows of these securities, but has an obligation to repurchase them at the agreed date and price. The Group has determined that it retains substantially all the risks and rewards of these securities and therefore has not derecognized them. In addition, they are recognized as financial assets sold under repurchase agreements.

(b) Securities lending

Transferred financial assets that do not qualify for derecognition include securities lent to customers for the securities lending business, for which the customers provide the Group with collateral that could fully cover the credit risk exposure of the securities lent. The customers have an obligation to return the securities according to the contracts. The Group has determined that it retains substantially all the risks and rewards of these securities and therefore has not derecognized the securities lent.

Section VIII Financial Report

71 TRANSFERRED FINANCIAL ASSETS (continued)

(c) Asset-backed securities

The Group enters into securitization transactions in the normal course of business by which it transfers advances to customers on finance lease receivables and receivables arising from sale and leaseback arrangements to structured entities which issue asset-backed securities to investors. As the Group holds all the junior tranches asset-backed securities, substantially all the risks and rewards of ownership of the transferred assets are retained, so the Group continues to recognize the transferred asset in its entirety and recognizes bonds payable for the consideration received.

The following tables provide a summary of the carrying amounts related to transferred financial assets that are not derecognized in their entirety and the associated liabilities:

31 December 2025	Repurchase agreements RMB'000	Securities lending RMB'000	Asset-backed securities RMB'000
Carrying amount of transferred assets	<u>96,103,959</u>	<u>4,706,236</u>	<u>6,712,512</u>
Carrying amount of related liabilities	<u>89,596,006</u>	<u>N/A</u>	<u>7,340,601</u>
31 December 2024		Repurchase agreements RMB'000	Securities lending RMB'000
Carrying amount of transferred assets		<u>62,809,831</u>	<u>2,088,034</u>
Carrying amount of related liabilities		<u>58,007,332</u>	<u>N/A</u>

Section VIII Financial Report

72 COMMITMENTS

(a) Capital commitments

As at 31 December 2025, the capital expenditure contracted but not provided in respect of acquisition of long-term assets is RMB761,263 thousand.

(b) Credit commitments

	As at 31 December 2025 RMB'000
Guarantees and standby letters of credit	806,547
Irrevocable credit commitments	524,553
Total	1,331,100

Guarantees and standby letters of credits are banking operations that may imply out-flow by the Group only at default condition.

Irrevocable commitments represent contractual agreements to extend credit to the Haitong Bank S.A.'s customers (e.g. unused credit lines). These agreements are, generally, contracted for fixed periods of time or with other expiration requisites, and usually require the payment of a commission. Substantially, all credit commitments require that clients maintain certain conditions verified at the time when the credit was granted.

73 FINANCIAL RISK MANAGEMENT

(1) Policies for and structure of risk management

Policies for risk management

The Group faces various financial risks in the normal course of business, mainly including credit risk, liquidity risk and market risk. The Group has established policies and procedures to identify and evaluate these risks, and continually monitors these risks by setting appropriate risk limits and internal control systems and through reliable management and information systems. The Group's risk management policies include two aspects: the objective of risk management and the principles of risk management.

Objective for risk management

The overall objective of the Group's risk management is to establish a management mechanism that enables scientific decision-making, standardized operation, efficient management and sustainable development that can maintain the Group's financial stability and improve its market position and performance. Specifically, it includes:

- ensuring strict compliance with relevant laws, regulations and the Group's policies;
- establishing and improving corporate governance that meets current requirements, and building scientific and proper processes of decision-making, execution, supervision and feedback;
- establishing a set of robust and effective risk management policies to identify errors and fraud, close loopholes, and ensure a healthy conduct of business activities;
- setting up a proper and effective risk measurement and analysis system, which can effectively identify, measure, analyze and evaluate various risks that may arise from the normal course of business, to ensure the safety and integrity of the Group's assets;
- improving management efficiency and effectiveness, striving to keep assets secured and risks well managed based on effective control of risk.

Principles for risk management

The principles for risk management include: appropriateness, coverage, independence, effectiveness, forward looking.

Section VIII Financial Report

73 FINANCIAL RISK MANAGEMENT *(continued)*

(1) Policies for and structure of risk management *(continued)*

Policies for risk management (continued)

Structure of risk management

The Group's risk management structure includes corporate governance structure and risk management organizational structure.

Corporate governance structure

According to the "Company Law", "Securities Law" and "Code of Corporate Governance for Securities Companies" and other laws and regulations, the Group has established a modern corporate governance structure that features management comprising of Shareholders' Meetings, the Board of Directors and the senior management. The Group manages risks by explicitly stipulating management's authorization, responsibility and business objectives, and regulating their behaviors.

Organizational structure of risk management

The Company has established a four-level risk management system consisting of the Board (including Risk Control Committee), operation management (including risk management committee and assets and liabilities management committee), risk management department, other business departments and branches and subsidiaries. Risk management departments include those which are specifically responsible for risk management, such as the risk management department, the internal audit risk management department, the legal compliance department, and the group audit center, as well as departments that perform other risk management duties, such as the planning and finance department, the assets and liabilities department, the IT department, the operation center and the executive office.

73 FINANCIAL RISK MANAGEMENT *(continued)*

(2) Credit risk

The Group's cash and bank balances are mainly deposited with state-owned commercial banks or joint-stock commercial banks with adequate capital. Clearing settlement funds are mainly deposited with China Securities Depository and Clearing Corporation Limited. The credit risk on cash and cash equivalents is relatively low.

The Group primarily faces four types of credit risks: firstly, the risk of loss arising from the Group's obligation to settle on behalf of its customers in securities trading or derivative trading on the customers' accounts which become under-margined on the settlement date due to the Group's failure to require full margin deposits before the transactions or because the customers are unable to cover their transactions due to other reasons; secondly, the credit risk associated with its securities financing activities, which is the risk of losses due to defaults of its margin financing and securities lending clients, securities repurchase clients and stock-pledged financing clients; thirdly, the default risk of investments in credit products, namely the risk of asset impairment and changes in investment returns due to defaults of borrowers or issuers who refuse to repay the principal and interest when due; fourthly, the credit risk is attributable to its finance lease receivables and receivables arising from sale and leaseback arrangements which is the risk of the lessees being unable to meet its contractual obligations.

In order to manage the credit risk arising from the brokerage business, securities and futures brokerage transactions in Mainland China are all settled on a full-pledged basis, which enables the Group's credit risk associated with the brokerage business to be well under control.

Credit risk arises from the margin financing and securities lending business and stock-pledged financing primarily due to fraudulent information from clients, failure of customers to repay debts in full in a timely manner, customers' breach of contracts with respect to the size and structure of trading positions, customers' violation of regulatory requirements in their trading actions, and the involvement of collateral in legal disputes, among others. The Credit Business Department of the Company and its Hong Kong subsidiary has dedicated employees who are responsible for the approval of limits of margin deposits, stock-pledged financing business, and the margin financing and securities lending business, which are updated based on the periodic assessment of customers' ability to repay. The Credit and Risk Management Department monitors the status of margin deposits and stock-pledged financing, and makes margin calls when necessary. In cases where customers fail to deposit more money as required, collateralized securities will be sold to control the risk. When determining the expected credit loss of the margin financing and securities lending business, securities repurchase and stock-pledged financing, the Group estimates the probability of default based on practical experience and historical data, sets loss given default based on industrial information and market data, and takes forward-looking factors into consideration.

Section VIII Financial Report

73 FINANCIAL RISK MANAGEMENT *(continued)*

(2) Credit risk *(continued)*

In order to manage default risks associated with investments in credit products, for bond investments, the Group has established credit lines for counterparties and investment restrictions in accordance with their credit ratings. When determining the expected credit loss on bond investments, the Group estimates the probability of default based on the mapping relationship of rating, sets loss given default based on industrial information and market data, and takes forward-looking factors into consideration.

In order to manage the risk of the lessees being unable to meet its contractual obligations, the Group implemented standardised management procedures over the processes of target customers selection, the due diligence and application, credit review and approval, finance lease business disbursement, post-lending monitoring, management of non-performing receivables and other aspects. When determining the expected credit loss on finance lease receivables and receivables arising from sale and leaseback arrangements, the Group estimates the probability of default based on the mapping relationship of rating, sets loss given default based on different business, and takes forward-looking factors into consideration.

For trade receivables, the Group applies a simplified approach in calculating ECLs based on the historical credit loss experience, adjusted for related information specific to the debtors and the economic environment, etc.

For other financial assets where the simplified approach was not adopted, the ECL is based on the 12-month ECL. The 12-month ECL is the portion of lifetime ECLs (“LTECL”) that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL.

Both LTECLs and 12-month ECLs are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments.

The Group has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument’s credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument. Based on the above process, the Group groups debt financial assets under the requirement of IFRS 9 into Stage 1, Stage 2, Stage 3 and POCL, as described below:

73 FINANCIAL RISK MANAGEMENT *(continued)*

(2) Credit risk *(continued)*

Stage 1: When debt financial assets are first recognized, the Group recognizes an allowance based on 12-month ECLs. Stage 1 debt financial assets also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2.

Stage 2: When debt financial assets have shown a significant increase in credit risk since origination, the Group records an allowance for the LTECLs. Stage 2 debt financial assets also include financial assets, where the credit risk has improved and the financial assets have been reclassified from Stage 3.

Stage 3: Debt financial assets are considered credit-impaired. The Group records an allowance for the LTECLs.

POCI: Purchased or originated credit-impaired ("POCI") assets are financial assets that are credit-impaired on initial recognition. POCI assets are recorded at fair value at original recognition and interest income is subsequently recognized based on a credit-adjusted EIR. ECLs are only recognized or released to the extent that there is a subsequent change in the expected credit losses.

For financial assets for which the Group has no reasonable expectations of recovering either the entire outstanding amount, or a proportion thereof, the gross carrying amount of the financial asset is reduced. This is considered to be a (partial) derecognition of the financial asset.

When estimating the ECLs, the Group considers different scenarios. Each of these is associated with different PDs. When relevant, the assessment of multiple scenarios also incorporates how defaulted debt instruments are expected to be recovered, including the probability that the debt instruments will cure and the value of collateral or the amount that might be received for selling the asset.

For financial assets held under resale agreements and margin accounts receivable, the allowance for ECLs may significantly fluctuate due to the decline in fair value of collaterals caused by stock market volatility, which may not fully cover the receivables. The Group considers multiple factors to determine the allowance for ECLs, such as the credit situation, repayment ability of the debtor, the credit enhancement measures of the third party, the liquidity and disposal cycle of collaterals.

Section VIII Financial Report

73 FINANCIAL RISK MANAGEMENT *(continued)*

(2) Credit risk *(continued)*

Criteria of significant increase in credit risk

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group considers reasonable and supportable information that is available without undue cost or effort, including qualitative and quantitative analyses based on historical data, internal and external credit risk ranking, and forward-looking information. The Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition, on either an individual basis or a collective basis for the underlying portfolio of financial instruments with similar credit risk characteristics, to determine the change in the risk of a default occurring over the expected life of the financial instrument.

Relevant considerations in assessing whether the credit risk on the financial instrument has increased significantly include: whether the probability of default has increased significantly at the reporting date since initial recognition, whether the borrower's operating and financial condition has significant and adverse changes, whether the maintenance margin ratio has under a force liquidation level, whether the latest rating has under investment grade. Generally, the credit risk on a financial instrument is considered to have increased significantly when the contractual payment is more than or equal to 30 days past due regardless of the way in which the Group assesses significant increases in credit risk unless the Group has reasonable and supportable information that is available without undue cost or effort, that demonstrates that the credit risk has not increased significantly.

Definition of credit-impaired financial asset

Credit impairment may be due to the combined effect of several events rather than a single discrete event. To determine whether a financial asset is credit-impaired, the Group considers one or more of the following both quantitative and qualitative indicators:

- The borrower is more than 90 days past due on its contractual payments;
- The collateral valuation falls short of the related loan amounts;
- The latest ratings are in default grade;
- Significant financial difficulty of the issuer or the borrower;
- The disappearance of an active market for that financial asset because of financial difficulties;

73 FINANCIAL RISK MANAGEMENT *(continued)*

(2) Credit risk *(continued)*

Definition of credit-impaired financial asset *(continued)*

- The Group, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
- Other circumstances that show financial assets are credit-impaired.

For Stock-pledged financing, based on the borrowers' credit quality, contract maturity date, the related collateral securities information, which includes the sector situation, liquidity discount factor, restrictions, concentration, volatility, maintenance margin ratio, issuers' operation condition and related information, the Group sets differentiated collateral to loan ratios (generally no less than 130%) as force liquidation thresholds against different exposures related to these transactions.

- Stock-pledged financing with maintenance margin ratio above the force liquidation thresholds, past due for no more than 30 days are classified under Stage 1;
- Stock-pledged financing with maintenance margin ratio above 100% while fall below the force liquidation thresholds, past due for more than 30 days but less than 90 days are classified under Stage 2;
- Stock-pledged financing with maintenance margin ratio fall below 100%, past due for more than 90 days are classified under Stage 3.

Key parameters for expected credit losses

Depending on whether the credit risk is significantly increased or credit-impaired, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month or lifetime expected credit losses. The key parameters for measuring expected credit losses include the probability of default ("PD"), loss given default ("LGD") and exposure at default ("EAD"). The Group considers the quantitative analysis of historical data (such as the credit rating of counter parties, ways of guarantee, the category of collateral, and ways of repayment, etc.) and forward-looking information, to establish a model of PD, LGD, and EAD.

Section VIII Financial Report

73 FINANCIAL RISK MANAGEMENT *(continued)*

(2) Credit risk *(continued)*

Methods that is used in the calculation of expected credit losses

The Group considers PD/LGD impact on measuring expected credit losses:

- PD is an estimate of the likelihood that a borrower will be unable to meet its debt obligations over the future 12 months or the whole remaining lifetime. The Group estimates PD based on the historical default data, internal and external credit ratings and forward-looking information, etc.
- LGD is the estimated share of the exposure at default that is lost when a borrower defaults. LGD varies depending on the category of counterparties, ways and priority of recourse, and the category of collateral. LGD is the percentage of loss when default occurs;
- EAD is an estimation of the extent to which the Group may be exposed to a counterparty in the event of the counterparty's default in the future 12 months or the whole remaining lifetime;
- Forward-looking information, both the assessment of a significant increase in credit risk and calculation of expected credit losses include forward-looking information. The Group identifies the key economic factors affecting credit risk and the expected credit losses of different kinds of business based on historical data analysis. The Group forecasts economic factors periodically and applies expert judgments to determine the impact of forward-looking information on PD, etc.

For Stock-pledged financing, the Group periodically make assessments on the borrowers' credit risk based on available internal and external information, such as: historical default data, maintenance margin ratio, the liquidity, etc. Loss ratio (considers PD& LGD) applied by the Group under the 3 stages as at 31 December 2025 were as follows:

Stage 1: no less than 0.1% according to different maintenance margin ratios;

Stage 2: 0.5% to 10% according to different maintenance margin ratios;

Stage 3: Evaluate and determine the allowance for ECLs after considering the recoverable amount of each contract based on multiple factors, including qualitative and quantitative indicators such as the value of collaterals, maintenance margin ratio, the credit quality and repayment ability of the borrower, other collaterals conditions, the credit enhancement measures of the third party.

Section VIII Financial Report

73 FINANCIAL RISK MANAGEMENT (continued)

(2) Credit risk (continued)

Methods that is used in the calculation of expected credit losses (continued)

(i) Maximum exposure to credit risk

The table below summarizes the Group's maximum exposure to credit risk without taking account of any collateral and other credit enhancements.

	As at 31 December	
	2025	2024
Debt instruments at fair value through other comprehensive income	145,669,490	86,027,718
Financial assets held under resale agreements	91,864,994	60,645,701
Financial assets at fair value through profit or loss	411,518,941	250,086,829
Debt investments at amortised cost	9,083,280	3,995,305
Refundable deposits	121,709,478	65,505,730
Other non-current assets	2,741,997	–
Accounts receivable	40,968,218	17,269,476
Other current assets	2,592,496	577,677
Margin accounts receivable	253,571,799	106,268,255
Finance lease receivables	12,252,907	–
Receivables arising from sale and leaseback arrangements	75,519,073	–
Derivative financial assets	12,975,583	9,016,783
Placements to other financial institutions	1,068,279	–
Loans and advances	6,172,627	–
Clearing settlement funds	21,182,233	9,813,170
Deposits with central banks	4,136,389	–
Deposits with other banks	89,726	–
Cash held on behalf of brokerage customers	416,418,711	202,568,220
Bank balances	75,952,747	26,713,219
Total maximum credit risk exposure	1,705,488,968	838,488,083

Section VIII Financial Report

73 FINANCIAL RISK MANAGEMENT *(continued)*

(3) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities for shortage of capital or fund. The Group has adopted the following measures to manage liquidity risk:

Risk monitoring system built using net capital as the core indicator

The Group establishes a risk monitoring system using net capital as the core indicator and includes other indicators such as the risk coverage ratio, capital leverage ratio, etc. according to “Administrative Measures for Risk Control Indicators of Securities Companies”. Meanwhile, the Company strictly adheres to the requirements as per “Guidance for Liquidity Risk Management of Securities Companies” and sets up a framework of the liquidity risk management which features with the liquidity coverage ratio and the net stable funding ratio as the core indicators. The Company continually monitors these indicators and maintains sufficient liquidity reserves by establishing multi-hierarchies of an efficient liquid asset management system.

Strictly controlling the scale of the proprietary trading business

The Group controls the scale of the proprietary trading business strictly. The proprietary investment to net capital ratio falls within the safety zone determined by the regulators. In addition, the Group also sets limits on the percentage of investments in securities and monitors them on a timely basis.

Implementation of risk budget

With the authorization of the Board of Directors, the Group prepares a risk budget for all businesses twice a year, i.e. at the beginning and in the middle of a year. Liquidity risk management is included as part of the risk budget.

Temporary liquidity replenishment mechanism

The Group has business cooperation with various commercial banks and obtains appropriate credit facilities, so as to establish a temporary liquidity replenishment mechanism. The commercial banks agreed to provide an overdraft facility amounting to RMB18,000 million and RMB9,000 million as at 31 December 2025 and 2024, respectively, in case of any temporary position shortage.

Section VIII Financial Report

73 FINANCIAL RISK MANAGEMENT (continued)

(3) Liquidity risk (continued)

Temporary liquidity replenishment mechanism (continued)

The table below lists the maturity profiles of financial liabilities of the Group based on the remaining undiscounted contractual cash flows:

31 December 2025	On demand	Within 1 month	1 to 3 months	3 months to 1 year	1 to 5 years	Over 5 years	Total
Financial liabilities							
Loans and borrowings	-	25,559,704	3,764,304	14,405,036	21,634,011	512,841	65,875,896
Short-term debt instruments	-	4,972,224	23,584,071	58,309,729	-	-	86,866,024
Placements from other financial institutions	-	17,732,448	1,520,427	85,108	2,196,562	60,368	21,594,913
Accounts payable to brokerage customers	514,586,677	-	-	-	-	-	514,586,677
Financial assets sold under repurchase agreements	-	425,738,449	8,026,468	31,575,879	1,506,401	-	466,847,197
Financial liabilities at fair value through profit or loss	1,195,674	25,489,930	11,391,967	50,336,538	9,590,420	-	98,004,529
Derivative financial liabilities	297,225	1,492,479	4,181,101	10,002,264	1,531,211	189,169	17,693,449
Bonds payable	-	6,057,945	22,074,107	113,699,856	193,574,265	22,764,851	358,171,024
Lease liabilities	-	101,600	165,923	540,697	1,251,280	184,646	2,244,146
Customer accounts	90,514	16,934	-	4,477,653	5,008,472	25,228	9,618,801
Long-term payables	-	-	-	-	3,721,812	391,323	4,113,135
Other current liabilities	36,844,653	79,774,972	609,119	9,403,655	-	-	126,632,399
Other non-current liabilities	-	-	-	-	684,801	15,972	700,773
Total financial liabilities	<u>553,014,743</u>	<u>586,936,685</u>	<u>75,317,487</u>	<u>292,836,415</u>	<u>240,699,235</u>	<u>24,144,398</u>	<u>1,772,948,963</u>

Section VIII Financial Report

73 FINANCIAL RISK MANAGEMENT (continued)

(3) Liquidity risk (continued)

Temporary liquidity replenishment mechanism (continued)

31 December 2024	On demand	Within 1 month	1 to 3 months	3 months to 1 year	1 to 5 years	Over 5 years	Total
Financial liabilities							
Loans and borrowings	16,730	8,328,234	840,159	46,330	583,278	–	9,814,731
Short-term debt instruments	–	3,254,924	3,654,162	41,126,821	–	–	48,035,907
Placements from other financial institutions	–	4,254,347	646,381	523,199	–	–	5,423,927
Accounts payable to brokerage customers	252,069,517	–	–	–	–	–	252,069,517
Financial assets sold under repurchase agreements	–	207,087,501	12,483,243	25,721,508	–	–	245,292,252
Financial liabilities at fair value through profit or loss	–	20,484,566	7,609,166	38,175,313	8,904,975	109,952	75,283,972
Derivative financial liabilities	1,385	884,322	1,899,972	5,930,527	665,895	9,474	9,391,575
Bonds payable	–	3,728,575	7,052,440	24,130,806	91,437,291	17,548,260	143,897,372
Lease liabilities	–	69,576	117,919	521,340	973,511	31,502	1,713,848
Other current liabilities	<u>3,777,577</u>	<u>72,927,477</u>	<u>226,549</u>	<u>2,536,823</u>	<u>–</u>	<u>–</u>	<u>79,468,426</u>
Total financial liabilities	<u>255,865,209</u>	<u>321,019,522</u>	<u>34,529,991</u>	<u>138,712,667</u>	<u>102,564,950</u>	<u>17,699,188</u>	<u>870,391,527</u>

(4) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates, exchange rates and securities' market prices.

The Group also engages in the stock and bond underwriting business, and may commit to purchase any remaining shares or bonds in standby underwriting agreements. Under these circumstances, the Group faces the risk that the market prices of the left-over portion may fall below the subscription price due to changes in market conditions.

The Group sets the maximum exposure for market risk. The monitoring and measurement of the exposure is determined according to the principal amount and the stop-loss limit. Market risk is controlled within the predetermined range set by management.

Section VIII Financial Report

73 FINANCIAL RISK MANAGEMENT (continued)

(4) Market risk (continued)

Value at Risk (VaR)

The Group's Value at Risk (VaR) calculation applies a historical simulation method based on historical data for the previous 12 months, assuming the holding period is one day and the confidence level is 95%. The calculation model of VaR covers equity price risk, interest rate risk, commodity price risk and exchange rate risk. The analysis of the VaR classified by risk types are as follows:

In RMB0'000

As at 31 December		
	2025	2024
Equity price-sensitive financial instruments	51,476	35,369
Interest rate-sensitive financial instruments	34,597	15,679
Commodity price-sensitive financial instruments	1,712	698
Exchange rate-sensitive financial instruments	6,103	2,357
Total portfolio VaR	67,953	33,654

In RMB0'000

	Year ended 31 December 2025			Year ended 31 December 2024		
	Average	Minimum	Maximum	Average	Minimum	Maximum
Equity price-sensitive financial instruments	59,729	32,714	77,335	27,049	16,039	35,475
Interest rate-sensitive financial instruments	31,850	15,550	41,311	13,513	7,037	20,263
Commodity price-sensitive financial instruments	1,022	345	2,289	1,400	527	2,500
Exchange rate-sensitive financial instruments	5,124	2,111	8,752	1,855	284	3,137
Total portfolio VaR	62,487	31,093	77,717	27,312	19,230	34,716

Section VIII Financial Report

73 FINANCIAL RISK MANAGEMENT (continued)

(4) Market risk (continued)

Value at Risk (VaR) (continued)

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's exposure to interest rate risk relates primarily to financial instruments that are interest-bearing.

Sensitivity analysis

The Group uses sensitivity analysis to measure the impact on net interest income, fair value gains or losses and equity due to changes in interest rates. The sensitivity of net interest income represents the fluctuation of net interest income, as a result of certain changes in interest rates, arising from financial assets and liabilities held at the year end which will be repriced within the next year. The sensitivity of fair value gains or losses and equity are calculated as the fluctuations in fair values of fixed-rate financial assets that are classified as financial instruments at fair value, due to certain changes in interest rates.

The table below summarizes the results of the sensitivity analysis, and shows the impact on net profits and other comprehensive income (net of tax) resulting from a reasonably possible change in the interest rate, based on the assets and liabilities held as at 31 December 2025 and 2024, with all other variables held constant.

	As at 31 December			
	2025		2024	
	+50 BP	-50 BP	+50 BP	-50 BP
Change in				
– net profit	(4,007,169)	4,151,059	(1,366,980)	1,417,756
– other comprehensive income	(2,275,998)	2,313,326	(1,502,417)	1,553,918
Change in equity	(6,283,167)	6,464,385	(2,869,397)	2,971,674

73 FINANCIAL RISK MANAGEMENT *(continued)*

(4) Market risk *(continued)*

Value at Risk (VaR) *(continued)*

(ii) Currency risk

Currency risk is the risk of fluctuation in the fair value of financial instruments or future cash flows arising from movements in foreign exchange rates. The Group's currency risk primarily relates to business activities denominated in foreign currencies different from the Group's functional currency, and its net investments in foreign subsidiaries.

If RMB is strengthened or weakened by 5% against other foreign currencies while other variables are held constant, the net profit of the Group will increase or decrease by RMB1.46 billion in 2025.

(iii) Price risk

Price risk is the risk that the fair value of equity securities declines because of unfavorable changes in the stock index level or the price of individual securities.

The Group mainly invests in listed equity securities, warrants, funds, stock futures, etc. The Group's maximum exposure to price risk is determined by the fair value of financial instruments it holds.

The above financial instruments are exposed to price risk due to fluctuations in fair values, which can be caused by factors specific to individual financial instruments or their issuers, or factors affecting all financial instruments traded in the market.

The analysis below is to show the impact on net profit and other comprehensive income (net of tax) due to changes in fair values of investments in equity securities, funds, equity derivative financial assets/liabilities, trust products, stock futures and other equity investments by 10%, based on the carrying amounts at the end of each reporting period, with all other variables held constant.

Section VIII Financial Report

73 FINANCIAL RISK MANAGEMENT (continued)

(4) Market risk (continued)

Value at Risk (VaR) (continued)

(iii) Price risk (continued)

Sensitivity analysis

	As at 31 December			
	2025		2024	
	+10%	-10%	+10%	-10%
Change in				
– net profit	16,103,798	(16,103,798)	8,135,869	(8,135,869)
– other comprehensive income	4,925,855	(4,925,855)	1,656,875	(1,656,875)
Change in equity	21,029,653	(21,029,653)	9,792,744	(9,792,744)

(5) Capital management

The Group's objectives for capital management are:

- to safeguard the Group's ability to continue as a going concern so that they can continue to provide returns for shareholders and benefits for other stakeholders;
- to support the Group's stability and growth;
- to maintain a strong capital base to support the development of their business; and
- to comply with the capital requirements under the PRC and Hong Kong regulations.

The Group manages and adjusts its capital structure in accordance with changes in the economic situation and risk characteristics of relevant assets. In order to maintain or adjust its capital structure, the Company may adjust profit distribution to shareholders, return capital, issue new shares, subordinated debts and convertible bonds, etc.

The Group adopts net capital as the indicator to manage its capital. Net capital is a comprehensive risk control indicator which is calculated as net assets minus risk adjustments on certain assets, liabilities and business, determined in accordance with securities companies' business scope and liquidity of their assets and liabilities.

Section VIII Financial Report

73 FINANCIAL RISK MANAGEMENT *(continued)*

(5) Capital management *(continued)*

On 13 September 2024 and 20 March 2020, the CSRC issued the Calculation Rules for Risk Control Indicators of Securities Companies and the Administrative Measures for Risk Control Indicators of Securities Companies, further improving the risk control indicator system of securities companies. The Company is required to meet the following standards for risk control indicators on a continual basis:

- (i) the ratio of net capital divided by the sum of its various risk capital provisions shall be no less than 100%;
- (ii) the ratio of net capital divided by net assets shall be no less than 20%;
- (iii) the ratio of net capital divided by liabilities shall be no less than 8%;
- (iv) the ratio of net assets divided by liabilities shall be no less than 10%;
- (v) the ratio of the value of equity securities and derivatives held divided by net capital shall not exceed 100%;
- (vi) the ratio of the value of non-equity securities and non-equity derivatives held divided by net capital shall not exceed 500%;
- (vii) the ratio of core net capital divided by total assets on and off-balance sheet shall be no less than 8%;
- (viii) the ratio of high quality liquid assets divided by net cash outflows within 30 days shall be no less than 100%;
- (ix) the ratio of stable funds available divided by stable funds required shall be no less than 100%; and
- (x) the ratio of the value of margin financing, securities lending, stock-pledged financing and securities repurchase divided by net capital shall not exceed 400%.

Certain subsidiaries of the Company are also subject to capital requirements under the PRC and Hong Kong regulations, imposed by the CSRC and the Hong Kong Securities and Futures Commission, respectively.

Section VIII Financial Report

74 CONTINGENCIES

The Group is exposed to the risk of economic benefit outflows due to litigations or arbitrations in the course of operations. The Group assessed and made provisions for any probable outflow of economic benefits in relation to the contingent liabilities in accordance with relevant accounting policies.

75 RELATED PARTY RELATIONSHIPS AND TRANSACTIONS

(a) Relationship of related parties

(1) Major shareholders

Name of the shareholder	Place of registration and operations	Principal activities	Registered share capital	Percentage of equity interest	Voting rights	Controlling Shareholders
Shanghai State-owned Assets Operation Co., Ltd. (Shanghai SA)	Shanghai	Industrial investment, capital operation, asset acquisition, etc	RMB28 billion	15.20%	15.20%	Controlling shareholder
Shanghai International Group Co., Ltd. (SIG)	Shanghai	Investment, capital operation and asset management in the financial sector and supplemented with non-financial sectors	RMB30 billion	4.57%	4.57%	Ultimate controller

(2) Associates and joint ventures of the Group

The detailed information of the Group's associates and joint ventures is set out in Note 30.

Section VIII Financial Report

75 RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (continued)

(a) Relationship of related parties (continued)

(3) Other related parties of the Group

Name of the related parties	Relationship of the related parties
Shanghai International Group Assets Management Co., Ltd.	SIG controls the entity
Shanghai International Group (Hong Kong) Co., Ltd.	SIG controls the entity
Shanghai Guohe Capital Co., Ltd.	The senior management of SIG acts as a director of the entity
Shanghai International Group Co., Ltd.	Actual Controller
Shanghai Rural Commercial Bank	The senior management of SIG acts as a director of the entity
China Pacific Insurance (Group) Co., Ltd.	The senior management of SIG acts as a director of the entity
Shanghai Guoxin Venture Investment Co., Ltd.	Shanghai SA controls the entity
Shanghai Guoxin Investment Development Co., Ltd.	Shanghai SA controls the entity
SPDB Financial Leasing Co., Ltd.	The senior management of Shanghai SA acts as a director of the entity
Guotai Junan Investment Management Co., Ltd.	Shanghai SA holds more than 30% of the shares
Beijing Futaihua Investment Management Co., Ltd.	Subsidiary of a company in which Shanghai SA holds more than 30% of the shares
China Foreign Economy and Trade Trust Co., Ltd.	The trustee of a trust in favor of Shanghai SA
Guang Dong Yuecai Trust Co., Ltd.	The trustee of a trust in favor of Shanghai SA
China Securities Credit Investment Co., Ltd.	The senior management of the Company acts as a director of the entity
Shenzhen Investment Holdings Co., Ltd.	The director of the Company acts as a senior management of the entity
Shanghai Guosheng Capital Management Co., Ltd.	The director of the Company acts as a senior management of the entity
Shanghai Pudong Development Bank Co., Ltd.	The director of the Company acts as the director of the entity
Shenzhen Special Economic Zone Development Group Co., Ltd.	The director of the Company acts as the director of the entity
Allinpay Network Service Co., Ltd.	The director of the Company acted as the director of the entity
Galaxy Asset Management Co., Ltd.	The former director of the Company acted as the director of the entity
Shenzhen Energy Group Co., Ltd.	The former supervisor of the Company acted as the senior management of the entity
Anhui Huamao Industry Investment Co., Ltd.	The former supervisor of the Company acted as the director of the entity
Shanghai State owned Assets Management Co., Ltd.	Controlling Shareholder
Xinhua Asset Management Co., Ltd.	A director of the Company serves as a director and senior executive of the entity

Other related parties can be individuals or enterprises, which include members of the Board of Directors, the Board of Supervisors and senior management, and close family members of such individuals.

Section VIII Financial Report

75 RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (continued)

(b) Transactions between the Group and other related parties

(1) Net fee and commission income from related parties

	Year ended 31 December	
Related parties	2025	2024
	RMB'000	RMB'000
Associates and joint ventures	107,186	100,890
Other major related parties	6,496	5,794
Major shareholders and their subsidiaries	5,665	1,394

(2) Interest received from related parties

	Year ended 31 December	
Related parties	2025	2024
	RMB'000	RMB'000
Other major related parties	302,098	227,647
Associates and joint ventures	1,542	842
Major shareholders and their subsidiaries	–	6,150

(3) Interest paid to related parties

	Year ended 31 December	
Related parties	2025	2024
	RMB'000	RMB'000
Other major related parties	346,721	63,693
Associates and joint ventures	1,296	1,660
Major shareholders and their subsidiaries	212	96

(4) Operating expenses and costs paid to related parties

	Year ended 31 December	
Related parties	2025	2024
	RMB'000	RMB'000
Other major related parties	52,939	23,413
Associates and joint ventures	166	137

Section VIII Financial Report

75 RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (continued)

(b) Transactions between the Group and other related parties (continued)

(5) The Group's gains and losses from holding and disposing of derivative transactions with related parties

	Year ended 31 December	
Related parties	2025 RMB'000	2024 RMB'000
Income from investment		
Associates and joint ventures	(3,847)	(3,192)
Other major related parties	914,723	(27,047)
Gains/Losses on changes in fair value		
Associates and joint ventures	–	835,193
Other major related parties	84,595	(186,908)

(6) Related party transactions with SIG and HuaAn Funds constitute continuing connected transactions as defined by the Hong Kong Listing Rules. In 2024, the annual caps and the actual amounts of securities and financial products transactions and financial services related continuing connected transactions with SIG and/or its associates and HuaAn Funds and/or its subsidiaries are as follows:

	Year ended 31 December			
SIG	2025		2024	
	Caps (RMB in million)	Actual amount (RMB in million)	Caps (RMB in million)	Actual amount (RMB in million)
Securities and financial products				
Inflow	1,785.04	339.04	1,536.40	686.96
Outflow	1,687.16	1,327.29	1,447.42	1,082.48
Financial services				
Revenue generated	261.62	13.85	252.76	7.55
Fees paid	44.21	2.33	40.20	–
Huaan Funds	Year ended 31 December 2025		Year ended 31 December 2024	
	Caps (RMB in million)	Actual amount (RMB in million)	Caps (RMB in million)	Actual amount (RMB in million)
Securities and financial products				
Inflow	17,088.34	3,315.70	13,983.86	4,477.77
Outflow	23,956.51	5,446.61	20,684.59	4,219.25
Financial services				
Revenue generated	272.47	77.50	241.67	79.87
Fees paid	58.52	5.15	49.70	4.83

Section VIII Financial Report

75 RELATED PARTY RELATIONSHIPS AND TRANSACTIONS *(continued)*

(c) Balances of related party transactions between the Group and its related parties

(1) Deposits with related parties

Related parties	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Other major related parties	24,822,468	9,798,415

(2) Financial assets held under resale agreements

Related parties	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Other major related parties	283,057	49,003

(3) Accounts receivable from fee and commission

Related parties	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Associates and joint ventures of the Group	104,830	1,329

(4) Accounts payable

Related parties	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Other major related parties	165,537	14,402
Associates and joint ventures of the Group	8,742	51

(5) Financial assets sold under repurchase agreements

Related parties	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Other major related parties	377,052	758,730

Section VIII Financial Report

75 RELATED PARTY RELATIONSHIPS AND TRANSACTIONS *(continued)*

(c) Balances of related party transactions between the Group and its related parties *(continued)*

(6) Bonds held by the Company

Related parties	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Other major related parties	2,125,326	3,553,883
Associates and joint ventures	101,891	30,866

(7) Structured notes held by the related parties

Related parties	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Other major related parties	10,832,740	–

(8) Loans and borrowings with related parties

Related parties	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Other major related parties	8,279,027	1,708,899

(9) Derivative transactions with related parties

Related parties	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Derivative financial assets		
Associates and joint ventures of the Group	–	3,847
Other major related parties	608,629	6,951
Derivative financial liabilities		
Other major related parties	974,050	3,975

Section VIII Financial Report

75 RELATED PARTY RELATIONSHIPS AND TRANSACTIONS *(continued)*

(c) Balances of related party transactions between the Group and its related parties *(continued)*

(10) Balance of Derivative Transactions with Related Parties

Related parties	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Major shareholders and their subsidiaries	15,420	225,953
Other major related parties	44,332	20,912
Associates and joint ventures of the Group	196,660	121,827

(d) Remuneration of directors, supervisors and senior management

During the year ended 31 December 2025, the Company accrued and attributed pre-tax remuneration of current year to directors, supervisors and senior management of the Company amounting to RMB13,902 thousand (During the year ended 31 December 2024: RMB10,872 thousand). During the year ended 31 December 2025, the Company's contribution to pension scheme and other social insurance for directors, supervisors and senior management amounted to RMB4,597 thousand (For the year ended 31 December 2024, RMB3,454 thousand). The final amount of compensation of directors, supervisors and senior management who received compensation from the Company during the Reporting Period is still in the process of confirmation and the remaining part will be disclosed upon confirmation.

Further details of directors' and supervisors' emoluments are included in Note 19.

76 FAIR VALUE DISCLOSURE

Fair value is the amount for which an asset could be exchanged, or a liability could be settled, between knowledgeable and willing parties in an arm's length transaction. Methods and assumptions below are used to estimate the fair value.

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments.

- (a) Fair value is based on quoted prices (unadjusted) in active markets for identical assets or liabilities ("Level 1");
- (b) Fair value is based on inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) ("Level 2"); and
- (c) Fair value is based on inputs for the asset or liability that are not based on observable market data (unobservable inputs) ("Level 3").

Section VIII Financial Report

76 FAIR VALUE DISCLOSURE (continued)

(a) Fair values of the assets and liabilities that are measured at fair value on a recurring basis:

31 December 2025	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
Financial assets at fair value through profit or loss				
At fair value through profit or loss				
– Debt securities	9,080,833	401,137,990	1,300,118	411,518,941
– Funds	101,693,996	37,504,817	17,003,227	156,202,040
– Equity securities	80,924,668	7,878,861	10,547,853	99,351,382
– Other investments	–	20,652,191	838,016	21,490,207
Debt instruments at fair value through other comprehensive income				
– Debt securities	1,785,580	143,326,913	556,997	145,669,490
Equity instrument at fair value through other comprehensive income				
– Equity instruments	30,087,280	35,392,497	69,602	65,549,379
Derivative financial assets	1,286,948	10,456,135	1,232,500	12,975,583
Other current assets	–	625,713	–	625,713
Total	<u>224,859,305</u>	<u>656,975,115</u>	<u>31,548,313</u>	<u>913,382,733</u>
Financial liabilities at fair value through profit or loss				
At fair value through profit or loss				
– Equity securities	4,026,559	–	–	4,026,559
– Debt securities	6,715	14,180,239	–	14,186,954
– Others	–	224,586	–	224,586
Designated as at fair value through profit or loss				
– Equity securities	–	120,209	–	120,209
– Debt securities	–	34,544,183	42,749,977	77,294,160
– Others	936,648	1,068,204	147,209	2,152,061
Derivative financial liabilities	1,019,692	13,287,239	3,386,518	17,693,449
Total	<u>5,989,614</u>	<u>63,424,660</u>	<u>46,283,704</u>	<u>115,697,978</u>

Section VIII Financial Report

76 FAIR VALUE DISCLOSURE (continued)

(a) Fair values of the assets and liabilities that are measured at fair value on a recurring basis: (continued)

31 December 2024	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
Financial assets at fair value through profit or loss				
At fair value through profit or loss				
– Debt securities	1,367,828	248,155,349	563,652	250,086,829
– Funds	54,036,796	17,139,841	5,611,436	76,788,073
– Equity securities	56,035,022	2,162,088	7,225,763	65,422,873
– Other investments	4,221,042	11,954,588	–	16,175,630
Debt instruments at fair value through other comprehensive income				
– Debt securities	–	86,027,718	–	86,027,718
Equity Instruments at fair value through other comprehensive income				
– Equity instruments	11,052,633	10,795,150	173,532	22,021,315
Derivative financial assets	1,199,787	7,816,996	–	9,016,783
Total	<u>127,913,108</u>	<u>384,051,730</u>	<u>13,574,383</u>	<u>525,539,221</u>
Financial liabilities at fair value through profit or loss				
At fair value through profit or loss				
– Equity securities	2,085,886	–	–	2,085,886
– Debt securities	–	4,603,563	–	4,603,563
– Others	–	151,411	–	151,411
Designated as at fair value through profit or loss				
– Debt securities	–	56,295,212	5,868,464	62,163,676
– Others	5,555,526	370,026	353,884	6,279,436
Derivative financial liabilities	1,143,403	8,248,172	–	9,391,575
Total	<u>8,784,815</u>	<u>69,668,384</u>	<u>6,222,348</u>	<u>84,675,547</u>

During the year mentioned above, there were no significant transfers of fair value measurements between Level 1 and Level 2.

76 FAIR VALUE DISCLOSURE *(continued)*

(b) Valuation process and methods for specific investments

As at the end of the reporting period, the Group's valuation methods and assumptions are as follows:

Level 1

Fair value of financial investment is based on quoted prices (unadjusted) reflected in active markets for identical assets or liabilities.

Level 2

Fair value of financial investment is based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly.

During the period, the Group held no changes on the valuation techniques for level 2.

Level 3

Fair value of financial investment is based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. For certain unlisted equity securities and debt securities, the Group adopts the valuation techniques and quotation from counterparties' quotations or valuation techniques to determine the fair value. Valuation techniques include a discounted cash flow analysis, the market approach, etc. The fair value measurement of these financial instruments may involve unobservable inputs such as risk adjusted discount rate, liquidity discount, etc. Fair value change resulting from changes in the unobservable inputs was not significant. The Management periodically reviews all significant unobservable inputs and valuation adjustments used to measure the fair values of financial instruments in Level 3.

Section VIII Financial Report

76 FAIR VALUE DISCLOSURE (continued)

(c) Movements in Level 3 financial instruments measured at fair value:

	Year ended 31 December 2025				
	Financial assets at fair value through profit or loss RMB'000	Debt instruments at fair value through other comprehensive income RMB'000	Equity instruments at fair value through other comprehensive income RMB'000	Financial liabilities at fair value through profit or loss RMB'000	Derivative financial instruments RMB'000
As at 1 January 2025	13,400,851	-	173,532	(6,222,348)	-
Losses for the year	(3,653,541)	-	-	(267,200)	(4,437,776)
Changes in fair value recognized in other comprehensive income	(112,427)	6,344	(17,014)	91,048	-
Additions	21,551,331	667,006	18,362	(36,788,363)	5,588,113
Including: Acquisition through business combination	20,147,149	459,646	16,962	(6,568,733)	(39,725)
Transfers in	10,122	-	-	-	-
Transfers out	(108,444)	-	-	-	-
Decrease	(1,398,678)	(116,353)	(105,278)	289,677	(3,304,355)
As at 31 December 2025	29,689,214	556,997	69,602	(42,897,186)	(2,154,018)

	Year ended 31 December 2024		
	Financial assets at fair value through profit or loss RMB'000	Equity instruments at fair value through other comprehensive income RMB'000	Financial liabilities at fair value through profit or loss RMB'000
As at 1 January 2024	15,289,698	171,702	(7,298,068)
(Losses)/gains for the year	(489,639)	-	144,147
Changes in fair value recognized in other comprehensive income	169,178	40,702	(132,094)
Additions	793,687	88	(7,441)
Transfers in	52,919	804	-
Transfers out	(782,650)	-	-
Decrease	(1,632,342)	(39,764)	1,071,108
As at 31 December 2024	13,400,851	173,532	(6,222,348)

76 FAIR VALUE DISCLOSURE (continued)

(d) Important unobservable input value in fair value measurement of Level 3

For financial instruments in Level 3, prices are determined using valuation techniques such as discounted cash flow models and other similar techniques. Categorization of fair value measured within Level 3 of the valuation hierarchy is generally based on the significance of the unobservable inputs to the overall fair value measurement. The following table presents the valuation techniques and inputs of major financial instruments in Level 3.

As at 31 December 2025:

Financial assets/liabilities	Fair value	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable input(s) to fair value
Stocks/unlisted equity investments	4,747,689	Net asset value	N/A	N/A
Stocks/unlisted equity investments	2,773,379	Discounted cash flow model	Risk adjusted discount rate	The higher the risk adjusted discounted rate, the lower the fair value
Stocks/unlisted equity investments	2,571,790	Market approach	Valuation multiples, and discount for lack of marketability	The higher the valuation multiples, the higher the fair value; the higher the discount, the lower the fair value
Stocks/unlisted equity investments	521,797	Recent transaction price	N/A	N/A
Debt investments	1,248,351	Discounted cash flow model	Risk adjusted discount rate	The higher the risk adjusted discounted rate, the lower the fair value
Debt investments	336,665	Income approach	Collateral value	N/A
Debt investments	272,100	Price quoted by third party	N/A	N/A
Unlisted funds	13,654,270	Net asset value	N/A	N/A
Unlisted funds	1,307,378	Income approach	Collateral value	N/A
Unlisted funds	1,061,575	Market approach	Valuation multiples, and discount for lack of marketability	The higher the valuation multiples, the higher the fair value; the higher the discount, the lower the fair value

Section VIII Financial Report

76 FAIR VALUE DISCLOSURE (continued)

(d) Important unobservable input value in fair value measurement of Level 3 (continued)

Financial assets/liabilities	Fair value	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable input(s) to fair value
Unlisted funds	942,316	Recent transaction price	N/A	N/A
Unlisted funds	37,688	Discounted cash flow model	Risk adjusted discount rate	The higher the risk adjusted discounted rate, the lower the fair value
Other investments	429,181	Net asset value	N/A	N/A
Other investments	408,632	Discounted cash flow model	Risk adjusted discount rate	The higher the risk adjusted discounted rate, the lower the fair value
Other investments	3,003	Market approach	Valuation multiples, and discount for lack of marketability	The higher the valuation multiples, the higher the fair value; the higher the discount, the lower the fair value
Financial liabilities	(37,351,386)	Option pricing model	Price volatility, dividend yield, etc	N/A
Financial liabilities	(5,398,591)	Net asset value	N/A	N/A
Financial liabilities	(147,209)	Market approach	Valuation multiples, and discount for lack of marketability	The higher the valuation multiples, the higher the fair value; the higher the discount, the lower the fair value
Derivative financial instruments	(2,154,018)	Option pricing model	Price volatility, dividend yield, etc	N/A

Section VIII Financial Report

76 FAIR VALUE DISCLOSURE (continued)

(d) Important unobservable input value in fair value measurement of Level 3 (continued)

As at 31 December 2024:

Financial assets/liabilities	Fair value	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable input(s) to fair value
Stocks/unlisted equity investments	2,068,174	Market approach	Valuation multiples, and discount for lack of marketability	The higher the valuation multiples, the higher the fair value; the higher the discount, the lower the fair value
Stocks/unlisted equity investments	545,255	Recent transaction price	N/A	N/A
Stocks/unlisted equity investments	117,813	Discounted cash flow model	Risk adjusted discount rate	The higher the risk adjusted discounted rate, the lower the fair value
Stocks/unlisted equity investments	4,668,053	Net Asset Value	N/A	N/A
Debt investments	204,183	Market approach	Valuation multiples, and discount for lack of marketability	The higher the valuation multiples, the higher the fair value; the higher the discount, the lower the fair value
Debt investments	359,469	Income approach	Collateral Value	N/A
Unlisted funds	1,089,920	Market approach	Valuation multiples, and discount for lack of marketability	The higher the valuation multiples, the higher the fair value; the higher the discount, the lower the fair value
Unlisted funds	4,521,516	Net Asset Value	N/A	N/A
Financial liabilities	(353,884)	Market approach	Valuation multiples, and discount for lack of marketability	The higher the valuation multiples, the higher the fair value; the higher the discount, the lower the fair value
Financial liabilities	(5,868,464)	Net Asset Value	N/A	N/A

The fair value of the financial instruments in level 3 is not significantly sensitive to a reasonable change in these unobservable inputs.

Section VIII Financial Report

76 FAIR VALUE DISCLOSURE (continued)

(e) Financial assets and liabilities not measured at fair value

As at 31 December 2025 and 2024, the carrying amounts of the Group's financial instruments carried at cost or amortised cost approximated to their fair values, except for debt investments at amortised cost and bonds payable, whose carrying amounts and fair values are summarized below:

As at 31 December 2025					
	Carrying amounts RMB'000	Fair values RMB'000	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000
Debt investments at amortised cost	9,083,280	9,284,184	2,690,524	5,857,115	736,545
Bonds payable	<u>336,918,492</u>	<u>339,649,252</u>	<u>12,528,239</u>	<u>325,126,806</u>	<u>1,994,207</u>

As at 31 December 2024					
	Carrying amounts RMB'000	Fair values RMB'000	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000
Debt investments at amortised cost	3,995,305	4,300,966	–	4,300,966	–
Bonds payable	<u>133,998,465</u>	<u>137,533,378</u>	<u>–</u>	<u>137,533,378</u>	<u>–</u>

Section VIII Financial Report

77 EQUITY-SETTLED SHARE-BASED PAYMENTS

(a) Share-based payments of the Company

The Company carried out a Restricted Share Incentive Scheme of A Shares whereby the Company grant restricted A shares to the Incentive Participants in return for their services. Details of the scheme as at 31 December 2025 and 2024 are set out below:

	Year ended 31 December	
Number of shares	2025	2024
Granted during the year	–	–
Unlocked during the year	27,799,107	27,704,280
Cancelled during the year	782,867	880,196

As at 31 December 2025, cumulative amount of RMB855,275 thousand was recognized within the capital reserve of the Company (2024: RMB852,148 thousand). The total expenses booked for the year ended 31 December 2025 was RMB3,127 thousand (2024: RMB46,345 thousand).

The fair value of services received in return for restricted share incentive scheme is measured by reference to the fair value of shares. The estimate of the fair value of restricted shares granted is measured based on the closing price of shares at grant date.

78 OPERATING LEASE ARRANGEMENT

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Within one year	584,647	50,928
In the second year	511,316	47,081
In the third year	361,898	44,661
In the fourth year	244,940	43,258
In the fifth year	219,713	42,591
Over five years	606,540	112,491
Total	2,529,054	341,010

Section VIII Financial Report

79 EVENTS AFTER THE REPORTING PERIOD

Other than those already disclosed elsewhere in the consolidated financial statements, significant events after the reporting period included the following events:

(a) Issuance of bonds

From 31 December 2025 to the date of the consolidated financial statements approved and authorized for issue, the Company has issued 7 corporate bonds with a cumulative amount of RMB39.7 billion bearing interest of 1.70% to 2.00% per annum, and Haitong Unitrust International Financial Leasing Co., Ltd. ("Haitong UT") has issued a corporate bond with a cumulative amount of RMB1 billion bearing interest of 2.15% per annum.

(b) Drawdown of medium-term notes

From 31 December 2025 to the date of the consolidated financial statements approved and authorized for issue, GJIHL issued 8 medium-term notes with a total amount of RMB2.56 billion and USD578 million.

(c) Issuance of short-term financing bills

From 31 December 2025 to the date of the consolidated financial statements approved and authorized for issue, the Company has issued 1 short-term financing bills with a cumulative amount of RMB4 billion bearing interest of 1.73% per annum.

(d) Issuance of ultra-short-term financing bills

From 31 December 2025 to the date of the consolidated financial statements approved and authorized for issue, Haitong UT has issued 3 ultra-short-term financing bills with a cumulative amount of RMB2.8 billion bearing interest of 1.64% to 1.72% per annum.

80 COMPARATIVE FIGURES

As a result of the changes in accounting policies disclosed in Note 5, and to conform to current period's presentation, certain comparative figures have been adjusted.

Section VIII Financial Report

81 STANDARDS AND AMENDMENTS RELEVANT TO THE GROUP THAT ARE NOT YET EFFECTIVE AND HAVE NOT BEEN ADOPTED BEFORE THEIR EFFECTIVE DATES IN 2025

The following new standards and amendments to standards have not come into effect for the financial year beginning on 1 January 2025 and have not been early adopted by the Group in preparing the consolidated financial statements.

	Effective for annual periods beginning on or after
(1) Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7	1 January 2026
(2) Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7	1 January 2026
(3) Annual Improvements to IFRS Accounting Standards – Volume 11	1 January 2026
(4) IFRS 18, Presentation and Disclosure in Financial Statements	1 January 2027
(5) IFRS 19, Subsidiaries without Public Accountability: Disclosures	1 January 2027
(6) Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Effective date has been deferred indefinitely

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a material impact on the Group's consolidated financial statements.

Section VIII Financial Report

82 STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	As at 31 December	
	2025	2024
Non-current assets		
Property and equipment	10,361,017	2,658,548
Investment property	1,252,068	–
Right-of-use assets	1,318,815	1,113,098
Other intangible assets	1,258,181	755,633
Investments in subsidiaries	71,402,617	27,919,187
Investments in associates	10,384,183	5,282,498
Debt instruments at fair value through other comprehensive income	87,716,436	49,076,793
Equity instruments at fair value through other comprehensive income	64,724,159	21,220,372
Financial assets held under resale agreements	2,604,743	1,810,988
Financial assets at fair value through profit or loss	7,795,920	2,487,919
Refundable deposits	15,515,484	13,763,121
Deferred tax assets	625,052	701,038
Other non-current assets	12,726,385	232,411
Total non-current assets	287,685,060	127,021,606
Current assets		
Accounts receivable	18,999,765	1,962,193
Other current assets	8,443,368	7,030,344
Margin accounts receivable	240,988,903	99,094,778
Debt instruments at fair value through other comprehensive income	16,653,738	10,198,122
Financial assets held under resale agreements	70,099,600	46,180,401
Financial assets at fair value through profit or loss	488,331,217	286,619,280
Derivative financial assets	13,764,064	9,190,286
Clearing settlement funds	23,568,802	10,847,817
Cash held on behalf of brokerage customers	254,919,994	116,730,823
Cash and bank balances	45,493,396	15,739,406
Total current assets	1,181,262,847	603,593,450
Total assets	1,468,947,907	730,615,056

The Company completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination.

Section VIII Financial Report

82 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

	As at 31 December	
	2025	2024
Current liabilities		
Loans and borrowings	10,000	–
Short-term debt instruments	72,328,701	40,579,109
Placements from other financial institutions	19,238,359	5,416,271
Accounts payable to brokerage customers	262,321,398	117,191,423
Employee benefits payable	7,569,157	5,891,151
Income tax payable	2,275,211	321,329
Financial assets sold under repurchase agreements	384,552,343	191,447,612
Financial liabilities at fair value through profit or loss	48,226,049	23,903,564
Derivative financial liabilities	16,658,169	8,871,499
Bonds payable	105,030,066	31,392,278
Contract liabilities	11,843	6,120
Lease liabilities	670,053	505,344
Other current liabilities	85,531,595	64,556,134
Total current liabilities	1,004,422,944	490,081,834
Net current assets	176,839,903	113,511,616
Total assets less current liabilities	464,524,963	240,533,222
Non-current liabilities		
Loans and borrowings	419,363	539,495
Bonds payable	156,092,892	87,044,756
Lease liabilities	714,820	733,255
Financial liabilities at fair value through profit or loss	3,563,487	5,113,867
Other non-current liabilities	430,407	281,618
Total non-current liabilities	161,220,969	93,712,991
Net assets	303,303,994	146,820,231
Equity		
Share capital	17,628,926	8,903,731
Other equity instruments	9,975,283	14,946,981
Treasury shares	(1,275,870)	(173,322)
Reserves	223,288,202	80,129,584
Retained profits	53,687,453	43,013,257
Total equity	303,303,994	146,820,231

The Company completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination.

Section VIII Financial Report

82 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

	Reserves								
	Share capital	Other equity instruments – perpetual bonds	Capital reserve	Investment revaluation reserve	Surplus reserve	General reserve	Treasury shares	Retained profits	Total
At 31 December 2024	8,903,731	14,946,981	45,873,160	1,955,811	7,172,529	25,128,084	(173,322)	43,013,257	146,820,231
Profit for the year	-	-	-	-	-	-	-	25,958,159	25,958,159
Other comprehensive income for the year	-	-	-	968,394	-	-	-	-	968,394
Total comprehensive income for the year	-	-	-	968,394	-	-	-	25,958,159	26,926,553
Issue of ordinary shares	626,174	-	9,358,637	-	-	-	-	-	9,984,811
Business Combinations	8,099,804	-	125,463,210	-	-	-	(47,786)	-	133,515,228
Redemption of perpetual bonds	-	(4,971,698)	(28,302)	-	-	-	-	-	(5,000,000)
Appropriation to surplus reserve	-	-	-	-	2,595,816	-	-	(2,595,816)	-
Appropriation to general reserve	-	-	-	-	-	5,191,632	-	(5,191,632)	-
Dividends	-	-	-	-	-	-	-	(7,530,858)	(7,530,858)
Distribution to other equity instrument holders	-	-	-	-	-	-	-	(356,000)	(356,000)
Other comprehensive income that has been reclassified to retained profits	-	-	-	(390,343)	-	-	-	390,343	-
Deregistration of treasury shares	(783)	-	(3,554)	-	-	-	4,337	-	-
Equity-settled share-based payments	-	-	3,128	-	-	-	151,713	-	154,841
Shares repurchased	-	-	-	-	-	-	(1,210,812)	-	(1,210,812)
At 31 December 2025	17,628,926	9,975,283	180,666,279	2,533,862	9,768,345	30,319,716	(1,275,870)	53,687,453	303,303,994

The Company completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination.

Section VIII Financial Report

82 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

	Reserves								
	Share capital	Other equity instruments – perpetual bonds	Capital reserve	Investment revaluation reserve	Surplus reserve	General reserve	Treasury shares	Retained profits	Total
At 31 December 2023	8,904,611	19,918,679	45,859,788	312,811	7,172,529	23,127,196	(361,484)	40,864,559	145,798,689
Profit for the year	-	-	-	-	-	-	-	10,004,433	10,004,433
Other comprehensive income for the year	-	-	-	1,623,205	-	-	-	-	1,623,205
Total comprehensive income for the year	-	-	-	1,623,205	-	-	-	10,004,433	11,627,638
Redemption of perpetual bonds	-	(4,971,698)	(28,302)	-	-	-	-	-	(5,000,000)
Appropriation to general reserve	-	-	-	-	-	2,000,888	-	(2,000,888)	-
Dividends	-	-	-	-	-	-	-	(4,897,052)	(4,897,052)
Distribution to other equity instrument holders	-	-	-	-	-	-	-	(938,000)	(938,000)
Other comprehensive income that has been reclassified to retained profits	-	-	-	19,795	-	-	-	(19,795)	-
Deregistration of treasury shares	(880)	-	(4,672)	-	-	-	5,552	-	-
Equity-settled share-based payments	-	-	46,346	-	-	-	182,610	-	228,956
At 31 December 2024	8,903,731	14,946,981	45,873,160	1,955,811	7,172,529	25,128,084	(173,322)	43,013,257	146,820,231

The Company completed a business combination on 14 March 2025 and the comparative figures in this annual financial report represent the financial information of the former Guotai Junan Securities Co., Ltd. before the business combination.

83 APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorized for issue by the Board of Directors on 27 March 2026.

Section IX Information Disclosure of Securities Company

I. RELEVANT INFORMATION ABOUT SIGNIFICANT ADMINISTRATIVE PERMISSIONS FOR THE COMPANY

No.	Date of approval	Headings of approval	No. of approval
1	17 January 2025	Reply of China Securities Regulatory Commission on the Consent for the Registration of Guotai Junan Securities Co., Ltd. Merging with Haitong Securities Co., Ltd. (海通證券股份有限公司) by Way of Absorption and Raising of Ancillary Funds, Approval for Guotai Junan Securities Co., Ltd. Merging with Haitong Securities Co., Ltd. by Way of Absorption, Change of Major Shareholder and De Facto Controller of HFT Investment Management Co., Ltd. (海富通基金管理有限公司), Change of Major Shareholder of Fullgoal Fund Management Co., Ltd. (富國基金管理有限公司), Change of Major Shareholder and De Facto Controller of Haitong Futures Co., Ltd. (海通期貨股份有限公司)	Zheng Jian Xu Ke [2025] No.96
2	1 April 2025	Reply of China Securities Regulatory Commission on Approving the Registration of the Public Issuance of Corporate Bonds by Guotai Junan Securities Co., Ltd. to Professional Investors	Zheng Jian Xu Ke [2025] No.643
3	11 June 2025	Affirmative Decision on Administration Approval from the People's Bank of China (for Issuance of Science and Technology Innovation Bonds)	Yin Xu Zhun Yu Jue Zi [2025] No. 75
4	12 June 2025	Reply of China Securities Regulatory Commission on Approving the Registration of the Public Issuance of Science and Technology Innovation Corporate Bonds by Guotai Haitong Securities Co., Ltd. to Professional Investors	Zheng Jian Xu Ke [2025] No.1213
5	1 September 2025	Reply of China Securities Regulatory Commission on Approving the Registration of the Public Offering of Subordinated Corporate Bonds by Guotai Haitong Securities Co., Ltd. to Professional Investors	Zheng Jian Xu Ke [2025] No.1942
6	18 December 2025	Reply of China Securities Regulatory Commission on Approving the Registration of the Public Issuance of Corporate Bonds by Guotai Haitong Securities Co., Ltd. to Professional Investors	Zheng Jian Xu Ke [2025] No.2825

II. RESULT OF CLASSIFICATION OF THE COMPANY BY REGULATORY AUTHORITY

The Company's classified evaluation result in 2025: Class A Grade AA.

Appendix I Business Qualifications for Each Individual Business

No.	Approval Department	Qualification Name/Membership
1	The People's Bank of China	Interbank Borrowing Qualification (Yin Huo Zheng [2000] No. 122, Yin Zong Bu Han [2016] No. 22) Participation of Gold Trading on Shanghai Gold Exchange (Yin Shi Huang Jin Bei [2014] No. 143) Free Trade Accounting Business (August 2015) Participating in Southbound Trading Link Business (December 2021) RMB Cross-border Payment and Receipt Information Management System (RCPMIS) Direct Link Entry Qualification (October 2024) Pilot securities company of "Cross-boundary Wealth Management Connect Scheme" Securities Company (November 2024)
2	CSRC and its local branches	The Company's business scope includes: licensed projects: securities business; securities investment consulting; securities companies to provide intermediary introduction business for futures companies. (Items subject to approval by law may be carried out only after obtaining approval from relevant departments, and the specific business projects are subject to the approval documents or licenses of the relevant departments) General projects: securities financial advisory services (Except for items subject to approval by laws, business activities can be conducted independently with the business license in accordance with the laws). (No. 9131000063159284XQ) Online Agency Securities Trading (Zheng Jian Xin Xi Zi [2001] No. 3) Agency Sale Business of Open-ended Securities Investment Fund (Zheng Jian Ji Jin Zi [2002] No. 31) Provision of Intermediary Introduction Business for Futures Companies (Zheng Jian Xu Ke [2008] No. 124, Hu Zheng Jian Ji Gou Zi [2010] No. 103)

Appendix I Business Qualifications for Each Individual Business

No.	Approval Department	Qualification Name/Membership
		Participating in Stock Index Futures Transaction (Hu Zheng Jian Ji Gou Zi [2010] No. 253)
		Bond-pledged Quotation and Repurchase Business (Ji Gou Bu Bu Han [2011] No. 573, Shang Zheng Han [2013] No. 257)
		Agreed Repurchase Securities Trading Business (Ji Gou Bu Bu Han [2012] No. 250)
		Pilot Qualification for Conducting Consumer Payment Services for Client Securities Funds (Ji Gou Bu Bu Han [2012] No. 555)
		New Transfer-in Function for Client Securities Funds Consumption Payment Service (Ji Gou Bu Bu Han [2013] No. 963)
		Margin Financing and Securities Lending Business (Zheng Jian Xu Ke [2010] No. 311)
		Agency Sale of Financial Products (Hu Zheng Jian Ji Gou Zi [2013] No. 56)
		Pilot of Agency Services for Gold and Other Precious Metal Spot Contracts and Proprietary Business for Gold Spot Contracts (Ji Gou Bu Bu Han [2014] No. 121)
		Qualification for Securities Investment Fund Custody Business (Zheng Jian Xu Ke [2014] No. 511)
		Self-operated and Nominee Foreign Exchange Settlement and Sale, Self-operated and Nominee Foreign Exchange Trading, Cross-border Guarantee, Foreign Exchange Borrowing and Lending Business (Zheng Quan Ji Jin Ji Gou Jian Guan Bu Bu Han [2014] No. 1614)
		Stock Options Market Making Business (Zheng Jian Xu Ke [2015] No. 154)

Appendix I Business Qualifications for Each Individual Business

No.	Approval Department	Qualification Name/Membership
		Proprietary Participation in Carbon Emissions Trading (Ji Gou Bu Han [2015] No. 862)
		Conducting Cross-border Business at Pilot (Ji Gou Bu Han [2017] No. 3002)
		Qualification for First-class Dealer for Over-the-counter Options (Ji Gou Bu Han [2018] No. 1789)
		Qualifications to Conduct Credit Derivative Business (Ji Gou Bu Han [2018] No. 2545)
		Stock Index Options Market Making Business (Ji Gou Bu Han [2019] No. 3066)
		Conducting Fund Investment Advisory Business at Pilot (Ji Gou Bu Han [2020] No. 385)
		Account Management Function Optimization Pilot Business (Ji Gou Bu Han [2021] No. 3750)
		Treasury Futures Market Making Business (Ji Gou Bu Han [2021] No. 4029)
		Listed Securities Market Making Business (Zheng Jian Xu Ke [2022] No. 2453)
		Individual Pension Fund Sales Agency (November 2022)
		Swap Facilitation Business Qualification (Ji Gou Si Han [2024] No. 1864)

Appendix I Business Qualifications for Each Individual Business

No.	Approval Department	Qualification Name/Membership
3	SAC	Pilot of Underwriting Business of SME Private Placement Bonds (Zhong Zheng Xie Han [2012] No. 378) OTC Trading Business (Zhong Zheng Xie Han [2012] No. 825) Financial Derivatives Business (Zhong Zheng Xie Han [2013] No. 1224)
4	China Securities Depository and Clearing Corporation Limited	Clearing Participant (Zhong Guo Jie Suan Han Zi [2006] No. 67) Class A Clearing Participant (Zhong Guo Jie Suan Han Zi [2008] No. 24) Qualified Institution Establishment for Credit Protection Bond Pledge Repo Business (Zhong Guo Jie Suan Han Zi [2021] No. 200)
5	China Securities Finance Corporation Limited	Pilot Margin and Securities Refinancing Business (Zhong Zheng Jin Han [2012] No. 116) Pilot Securities Refinancing Business (Zhong Zheng Jin Han [2013] No. 45) Science and Technology Innovation Board Securities Refinancing Business (Zhong Zheng Jin Han [2019] No. 130) GEM Transfer and Financing Business (Zhong Zheng Jin Han [2020] No.145) Science and Technology Innovation Board Market Making and Bond Lending Business (Zhong Zheng Jin Han [2022] No. 272)

Appendix I Business Qualifications for Each Individual Business

No.	Approval Department	Qualification Name/Membership
6	Shanghai Stock Exchange/ Shenzhen Stock Exchange/ Beijing Stock Exchange	Treasury Bonds Outright Repo Business (December 2004) Carrying out the Business of “SSE Fund Connect (上證基金通)” (July 2005) First-class Dealer for SSE 180 Trading Open-ended Index Securities Investment Fund (March 2006) Trader of Integrated Electronic Platform for Fixed Income Securities (Shang Zheng Hui Han [2007] No. 90) Qualified Investor of Block Trade System (No. A00001) Stock Pledge Repo Business (Shang Zheng Hui Zi [2013] No. 64, Shen Zheng Hui [2013] No. 58) Financing Business Pilot for Exercise of Options under Share Options Incentive Schemes of Listed Companies (Shen Zheng Han [2015] No. 15) Participant for Trading of Stock Options (Shang Zheng Han [2015] No. 66) SSE 50ETF Options Market Maker (Shang Zheng Han [2015] No. 212, Shang Zheng Gong Gao [2015] No. 4) Southbound Business (Shang Zheng Han [2014] No. 654, Shen Zheng Hui [2016] No. 326) Trading Authorization for Chinese Depositary Receipt under the Shanghai-London Stock Connect (30 November 2018) Core Dealer of Credit Protection Contract (Shang Zheng Han [2019] No. 205) SZSE Core Dealers in Credit Protection Contracts (18 April 2019) Business Qualification as Lead Market Maker of Listed Funds (Shang Zheng Han [2019] No. 1288)

Appendix I Business Qualifications for Each Individual Business

No.	Approval Department	Qualification Name/Membership
		Credit Protection Certificate Creation Agency (Shang Zheng Han [2019] No. 2253)
		Stock Option Business (Shen Zheng Hui [2019] No. 470)
		CSI 300ETF Options Lead Market Maker (Shang Zheng Han [2019] No. 2303, Shen Zheng Hui [2019] No. 483)
		H-share "Full Circulation" Business Qualification (June 2020)
		Member of BSE (Bei Zheng Gong Gao [2021] No. 56)
		CSI 500 ETF Options Lead Market Maker (Shang Zheng Han [2022] No. 1626, Shen Zheng Hui [2022] No. 313)
		SSE Fund Connect Platform Market Maker (February 2022)
		GEM ETF Options Lead Market Maker (Shen Zheng Hui [2022] No. 313)
		SZSE 100ETF Options Lead Market Maker (Shen Zheng Hui [2022] No. 421)
		SSE Bonds Lead Market Maker, SZSE Bonds Lead Market Maker (February 2023)
		China AMC STAR 50ETF Options Lead Market Maker (Shang Zheng Gong Gao [2023] No. 25)
		E FUND STAR 50ETF Options Lead Market Maker (Shang Zheng Gong Gao [2023] No. 26)
		Qualification for Financing and Securities Financing Business on the BSE (9 February 2023)
		Qualification for Market Making and Trading Business of the BSE (20 February 2023)
		Qualification of SZSE Fund Liquidity Service Provider (2023)

Appendix I Business Qualifications for Each Individual Business

No.	Approval Department	Qualification Name/Membership
7	State Administration of Foreign Exchange	Securities Brokerage and Underwriting Business of Foreign Currency (Hui Zi Zi No. SC201221) Settlement and Sale of Foreign Exchange (including Spot Settlement and Sale of Foreign Exchange, RMB and Foreign Exchange Derivatives) (Hui Fu [2014] No. 325) Businesses, such as Quanto Product Settlement and Sale, Foreign Exchange Settlement and Sale for QFII Custody Customer, Foreign Exchange Trading on behalf of Customers (Hui Zong Bian Han [2016] No.505) Handling the Sale and Purchase of Foreign Exchange for the customers engaging in cross-border investment and financing transactions (Hui Zong Bian Han [2020] No. 469) Pilot Business Account Management for Settlement and Sale of Foreign Exchange, Current Account Settlement and Sale of Foreign Exchange on Behalf of Customers (Hui Zi Bian Han [2021] No. 238)
8	National Association of Financial Market Institutional Investors	Main Underwriting Business of Debt Financing Instruments for Non Financial Businesses (Announcement of National Association of Financial Market Institutional Investors [2012] No. 19) Core Dealer of Credit Risk Mitigation Instruments (December 2016) Creator of Credit Risk Mitigation Warrants (2017) Creator of Credit-linked Notes (2017) Independently carrying out the Main Underwriting Business of Debt Financing Instruments for Non-Financial Businesses (Zhong Shi Xie Fa [2022] No. 155)

Appendix I Business Qualifications for Each Individual Business

No.	Approval Department	Qualification Name/Membership
9	Shanghai Gold Exchange	Special Membership (Certificate No. T002) Qualification for International Membership (Class A) (Certificate No. IM0046) Qualification for Proprietary Gold Trading (Shang Jin Jiao Fa [2013] No. 107) Interbank Gold Price Inquiries Business (Shang Jin Jiao Fa [2014] No. 114) Pilot Member of Implied Volatility Curve Quotation Group for Gold Inquiry Options (November 2017)
10	China Foreign Exchange Trading Center	China Interbank FX Market RMB Foreign Exchange Current Membership (Zhong Hui Jiao Fa [2015] No. 3) China Interbank FX Market RMB Foreign Exchange Derivatives Membership (Zhong Hui Jiao Fa [2015] No. 59) Northbound Trading Link Business under "Bond Connect" (July 2017) Inter-bank Foreign Currency Market Membership (Zhong Hui Jiao Fa [2018] No. 412) Qualifications for Real-time Acceptance of Interest Rate Swap Business (December 2019) Interbank Interest Rate Exchange Fixing (Closing) Curve Quote Agency (November 2019) Interest Rate Options Quotation Agency (March 2020) Inter-Bank Bond Market Spot Bond Market Maker (Comprehensive Type) (March 2021) Pilot Institution for Automated Market-making Services in the Inter Bank Bond Market (November 2021) Interest Rate Swap Exclusive Market Maker (November 2022) "Northbound Swap Connect" Dealer (May 2023)

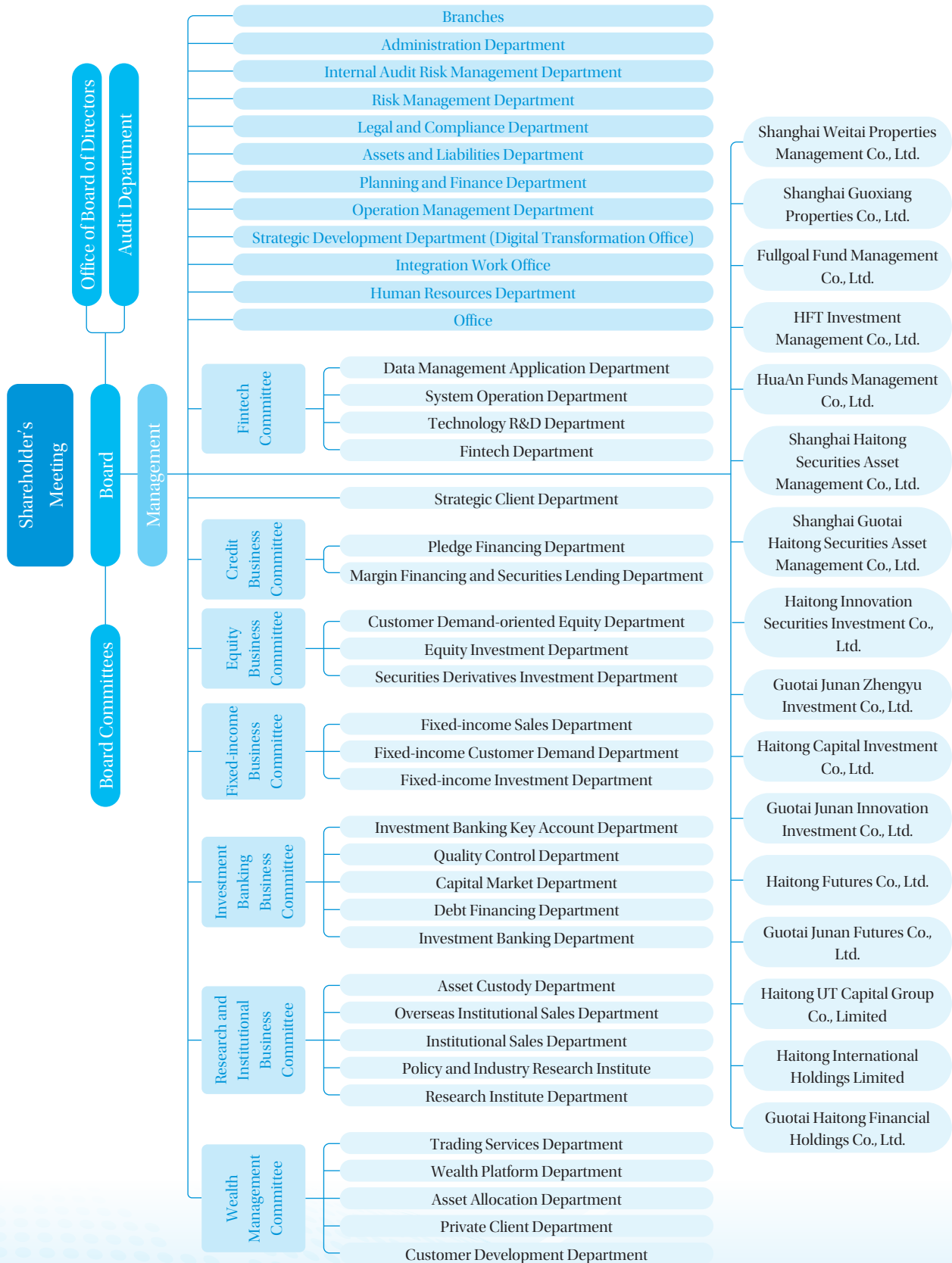
Appendix I Business Qualifications for Each Individual Business

No.	Approval Department	Qualification Name/Membership
11	Interbank Market Clearing House Company Limited	Central Clearing Transaction of Shipping and Commodities Derivatives (Zhun Zi [2015] No. 016 for Membership of Clearing House) Business of Liquidation Agency of RMB Interest Rate Swap (2018 Bian Han No. 8, Qing Suan Suo Fa [2018] No. 30) Business of Central Clearing for Credit Default Swap (2018 Bian Han No. 29) Comprehensive Clearing Member for the Business of Central Clearing of Standard Bond Forwards (Qing Suan Suo Fa [2018] No. 193) General Clearing Member of Credit Default Swap Centralized Clearing Business (2021 Bian Han No. 183) Comprehensive Clearing Member for Comprehensive Liquidation Business of Net Bonds (Business Letter [2023] No. MS16)
12	Shanghai Futures Exchange	Physical Delivery Business (September 2021) Primary Dealer in Commodity Swaps (June 2022)
13	Shanghai International Energy Exchange	Crude Oil Futures Market Maker (October 2018) Physical Delivery Business (September 2021)
14	Asset Management Association of China	Filing Certification of Private Equity Outsourcing Institutions (Filing No. A00005) Member of Fund Rating Agency (May 2010)

Appendix I Business Qualifications for Each Individual Business

No.	Approval Department	Qualification Name/Membership
15	China Financial Futures Exchange	CSI 300 Stock Index Options Market Maker (December 2019) Treasury Bonds Futures Lead Market Maker (March 2024) CSI 1000 Stock Index Options Market Maker (July 2022) SSE 50 Stock Index Options Market Maker (December 2022)
16	Shanghai Commercial Paper Exchange Corporation Ltd	Access into the Chinese commercial paper trading system (July 2020)
17	Shanghai Clearing House	Qualification for Central Bond Lending (July 2025)

Appendix II Organization Chart of the Company



Appendix III Basic Information of Branch Office

Branch office	Address	Date of establishment	Registered capital (or working capital)	Person-in-charge	Contact number
Anhui Branch Office	Rooms 601 and 602, Huiyun Building, No. 230 Huangshan Road, Baohe District, Hefei	21 February 2013	RMB5 million	Sun Wei (孫偉)	0551-63629707
Beijing Branch Office	Room 201 and 202, 2/F, Zhizhen Building, 7 Zhichun Road, Haidian District, Beijing City	6 September 2000	RMB10 million	Tang Chengli (唐成立)	010-82263688
Chongqing Branch Office	17-1/F, No. 3 Finance Street, Jiangbei District, Chongqing City	30 June 2009	RMB5 million	He Fuwei (何符偉)	023-63707386
Fujian Branch Office	11/F, Export-Import Bank of China Building, 350 Jiangbin Central Boulevard, Taijiang District, Fuzhou City, Fujian Province	2 July 2009	RMB5 million	Chen Meixin (陳美心)	0591-88325166
Gansu Branch Office	Room 001, 28/F, Unit 2, No. 3 Tianshui Middle Road, Donggang West Road Street, Chengguan District, Lanzhou City, Gansu Province	30 June 2009	RMB5 million	An Ding (安定)	0931-8436687
Guangdong Branch Office	Room 2701, Room 2702 No. A & Room 2801-06, No. 32 Huaxia Road, Tianhe District, Guangzhou City	29 June 2009	RMB5 million	Yao Guohai (姚國海)	020-28023333
Guangxi Branch Office	Office rooms 2201 & 2205, Tower A, Nanhu Mingdu Plaza, 30 Shuangyong Road, Qingxiu District, Nanning City	20 February 2013	RMB5 million	Lin Guokui (林國奎)	0771-5651966
Guizhou Branch Office	No. 1, 22/F, Unit (3)1, Tower 1-5, East Zone, Financial Business District, Area B, Zhongtian Exhibition, Changling North Road, Guanshanhu District, Guiyang City, Guizhou Province	1 July 2009	RMB5 million	Zhong Jian (鐘健)	0851-85815823
Hainan Branch Office	No. B2001, B2002, B2003, B2004, 20F, West Block of Office Building, Tower B, Lot S5, Haikuotiankong • Guorui Town, 11 Guoxing Avenue, Meilan District, Haikou City, Hainan Province	30 June 2009	RMB5 million	Lu Xiangyang (盧向陽)	0898-68551022
Hebei Branch Office	9/F, Tower A, Fangbei Building, No. 133, Yuhua East Road, Shijiazhuang City, Hebei Province	2 July 2009	RMB5 million	Mo Xiankun (莫獻坤)	0311-85662778
Henan Branch Office	9th Floor, Entire Floor; part of 15th Floor, Rooms 1513-1515 and Room 1516, Unit 2, Pacific Insurance Building, No.51 Nongye South Road, Zhengzhou Zone (Zhengdong), Henan Free Trade Pilot Zone	29 June 2009	RMB5 million	Yu Ping (于萍)	0371-65752727

Appendix III Basic Information of Branch Office

Branch office	Address	Date of establishment	Registered capital (or working capital)	Person-in-charge	Contact number
Heilongjiang Branch Office	12/F Zhongshi Building, 193 Zhongshan Road, Nangang District, Harbin City, Heilongjiang Province	30 June 2009	RMB5 million	Hu Haibin (胡海斌)	0451-82271301
Hubei Branch Office	7/F, 73 Xudong Street, Hongshan District, Wuhan City	11 August 2000	RMB10 million	Hou Xiaopeng (侯霄鹏)	027-87267558
Hunan Branch Office	Units 09-16, 41/F, Building T1, IFC, No. 188 Jiefang West Road, Dingwangtai Street, Furong District, Changsha City, Hunan Province	1 July 2009	RMB5 million	Hu Lan (胡蘭)	0731-84800639
Jilin Branch Office	Rooms 2506-2509, Huamao International Building, 4848 Renmin Street, Nanguan District, Changchun City	30 June 2009	RMB5 million	Bai Qian (白茜)	0431-89825678
Jiangsu Branch Office	Room 5101 & 5102, 51/F, Office Building T1, Building 3, Huaxin City, 258 Jiangdong Middle Road, Jianye District, Nanjing City	9 July 2009	RMB5 million	Liu Tao (劉濤)	025-83208065
Jiangxi Branch Office	Rooms 3002-3009, 3101-3106, 3112 & 3113, Cuilin Building, 1266 Fenghe Middle Avenue, Honggutan New District, Nanchang City, Jiangxi Province	3 July 2009	RMB5 million	Wang Lei (王蕾)	0791-86113053
Liaoning Branch Office	Units 05, 06 and 07, 33/F, 286 Qingnian Street, Heping District, Shenyang City	1 July 2009	RMB5 million	Zhang Bo (張博)	024-28200105
Inner Mongolia Branch Office	Room 1701-1702, International Finance Building, 18 Xinhua East Street, Ruyi Industrial Park, Hohhot City, Inner Mongolia Autonomous Region	30 June 2009	RMB5 million	Liao Guangwei (廖光蔚)	0471-5212939
Shandong Branch Office	5/F, 5A/F (West Side), and 19/F, Building 1, Long Ao Jin Zuo Office Building, No. 8000 Jingshi Road, High-tech Zone, Ji'nan City	29 June 2009	RMB5 million	Li Jian (李建)	0531-88512977
Shanxi Branch Office	12/F, Maisi Building, 8 Dongrong Street, Xuefu Industrial Park, Transformation Comprehensive Reform Demonstration Zone, Shanxi	3 July 2009	RMB5 million	Han Gang (韓綱)	0351-3531351
Shaanxi Branch Office	Rooms 15301, 15303, 15304, 15305, 15306, 53/F, Tower B, Greenland Center, 11 Jinye Road, Gaoxin District, Xi'an City, Shaanxi Province	2 July 2009	RMB5 million	Hua Yuwei (華宇煒)	029-88304680
Shanghai Branch Office	8F, 9F, 689 Guangdong Road, Huangpu District, Shanghai City	15 August 2000	RMB10 million	Jiang Tao (姜濤)	021-52400388
Shanghai Qingpu Branch Office	Room 301, No. 2, Lane 99, Jiajie Road, Zhaoxiang Town, Qingpu District, Shanghai	30 March 2023	RMB5 million	Yang Wei (楊薇)	021-60298866

Appendix III Basic Information of Branch Office

Branch office	Address	Date of establishment	Registered capital (or working capital)	Person-in-charge	Contact number
Shenzhen Branch Office	Units 3901, 3902, 3903 and 3905, Tower T1, UpperHills (South Zone), No. 5001 Huanggang Road, Lianhua Yicun Community, Huaifu Street, Futian District, Shenzhen	21 July 2000	RMB10 million	Zou Ning (鄒寧)	0755-23976888
Sichuan Branch Office	Unit 01-04, 43/F, Building 1, No. 10 Shuangqing Road, Chenghua District, Chengdu City, Sichuan Province	31 July 2000	RMB10 million	Chen Yaohua (陳耀華)	028-65775166
Suzhou Branch Office	Room 2701, Building 2, Suzhou International Fortune Plaza, No. 9 West Suzhou Avenue, Suzhou Industrial Park, Suzhou Area of China (Jiangsu) Pilot Free Trade Zone	9 December 2020	RMB5 million	Xu Bo (徐博)	0512-69828186
Tianjin Branch Office	Units 07-09, 42F, Surveying and Mapping Level, Jinta Office Building, Tianjin Worldwide Finance Center, No. 2 Dagou North Road, Xiaobailou Street, Heping District, Tianjin City	30 June 2009	RMB5 million	Hu Jiaqi (胡嘉奇)	022-58308306
Xinjiang Branch Office	6F, Tower A, Gongxiao Building, 314 Yangtze River Road, Shayibake District, Urumqi, Xinjiang	4 March 2013	RMB5 million	Liu Cengceng (劉層層)	0991-6293216
Yunnan Branch Office	Rooms 1701, 1702, 1703, 1706, 1707, 1708, 1709 & 1710, 17/F, Building 4, Qicaijunyuan, Baita Road, Panlong District, Kunming City, Yunnan Province	30 June 2009	RMB5 million	Xiao Bohao (肖波浩)	0871-63105290
Zhejiang Branch Office	Rooms 1701, 1702, 1703, 1704-1, 1704-2, 17/F, Building 1, Hongshou Financial Center, 300 Xinye Road, Shangcheng District, Hangzhou City, Zhejiang Province	30 June 2009	RMB5 million	Zhu Liming (朱黎明)	0571-87248669
Beijing Jinrong Street Branch Office	Room 101-12, 1F, Building 28, Fengsheng Hutong, Xicheng District, Beijing City	6 March 2015	RMB3 million	Jiang Dandan (薑丹丹)	010-56535706
Beijing Free Trade Pilot Zone Yizhuang Branch Office	Room 105, Building 4, No. 10 Compound, Ronghua South Road Beijing Economic-Technological Development Area Beijing	27 December 2023	RMB3 million	Yu Hao (于昊)	010-53269668
Guangzhou Nansha Branch Office	Room 2101, 2110, and 2111 No. 1 Mingzhu 1st Street, Hengli Town, Nansha District, Guangzhou City	20 January 2015	RMB3 million	Wu Yi (伍奕)	020-22973860

Appendix III Basic Information of Branch Office

Branch office	Address	Date of establishment	Registered capital (or working capital)	Person-in-charge	Contact number
Hebei Xiongan Branch Office	Room 509, Building 5, No. 165; Ground Floor Commercial Space at No. 159, Minglang North Street, Rongcheng County, Xiongan Area of China (Hebei) Pilot Free Trade Zone	28 July 2022	RMB5 million	Guo Jiang (郭江)	0311-85662770
Ningbo Branch Office	No. 63, Jingju Center, Units 1-15; No. 64, Units 1-14; No. 66, Jingju Center; No. 1201, Heqing North Road, Units 19-5, 19-6, Ningbo Hi-Tech Zone, Zhejiang Province	11 April 2024	RMB8 million	Liang Ziyang (梁子揚)	0574-87067895
Qingdao Branch Office	B3/F, No. 108 Nanjing Road, Shinan District, Qingdao City, Shandong Province	9 May 2023	RMB5 million	Wang Heyun (王河雲)	0532-85842555
Shanxi Transformation Comprehensive Reform Demonstration Zone Branch Office	No. 8, 1F, Building 6, No.2 Longsheng Street Tanghuai Industrial Park, Transformation Comprehensive Reform Demonstration Zone, Shanxi	15 September 2002	RMB5 million	Du Yuqing (都玉清)	0351-6587813
Shanghai Lingang New Area Branch Office	Room 304, Odd No. 859-863 Huanhu West 1st Road, Lingang Section, China (Shanghai) Pilot Free Trade Zone	21 April 2023	RMB5 million	Jin Shiwei (金世偉)	021-33751007
Shanghai Pudong Branch Office	B-1, 1/F, Building I, No. 800 Naxian Road, China (Shanghai) Pilot Free Trade Zone	25 September 2013	RMB10 million	Chen Hao (陳浩)	021-50911191
Shanghai Pilot Free Trade Zone No. 1 Branch Office	Room 306, Odd No. 859-863 Huanhu West 1st Road, Lingang Section, China (Shanghai) Pilot Free Trade Zone	19 March 2014	RMB2.5 billion	Xu Feng (許鋒)	021-23183561
Shanghai Pilot Free Trade Zone No. 2 Branch Office	16th Floor (Actual Floor: 13th Floor), No. 18 Dongyuan Road, China (Shanghai) Pilot Free Trade Zone	13 December 2013	RMB5 million	He Jun (何俊)	021-63897299
Shenzhen Qianhai Branch Office	Units 1501, 1502, 1506, 1507, 1508, 1509, 1510, 1511, 1512, Office Building T5, Qianhai China Resources Financial Center, No. 5035 Menghai Avenue, Nanshan Subdistrict, Qianhai Shenzhen – Hong Kong Cooperation Zone, Shenzhen City	10 August 2022	RMB5 million	Gao Dawang (高大望)	0755-83799772
Xiamen Branch Office	Units 04-06, 26/F, Xiamen Century Center, No. 50 Minzu Road, Siming District, Xiamen City	12 June 2023	RMB5 million	Cai Bingzheng (蔡炳政)	0591-88325175

Appendix IV Establishment and Disposal of Branches

1. RELOCATED BRANCH OFFICES AND SECURITIES BRANCHES:

No.	Names of branches before relocation	Names of branches after relocation	Locations of branches after relocation
1	Guotai Junan Shenzhen Branch	Guotai Haitong Shenzhen Branch	Units 3901, 3902, 3903 and 3905, Tower T1, UpperHills (South Zone), No. 5001 Huanggang Road, Lianhua Yicun Community, Huafu Street, Futian District, Shenzhen
2	Guotai Junan Anhui Branch	Guotai Haitong Anhui Branch	Rooms 601 and 602, Huiyun Building, No. 230 Huangshan Road, Baohe District, Hefei
3	Guotai Haitong Shanghai Branch	Guotai Haitong Shanghai Branch	8F, 9F, 689 Guangdong Road, Huangpu District, Shanghai City
4	Guotai Haitong Henan Branch	Guotai Haitong Henan Branch	9th Floor, Entire Floor; part of 15th Floor, Rooms 1513-1515 and Room 1516, Unit 2, Pacific Insurance Building, No.51 Nongye South Road, Zhengzhou Zone (Zhengdong), Henan Free Trade Pilot Zone
5	Guotai Haitong Hunan Branch	Guotai Haitong Hunan Branch	Units 09-16, 41/F, Building T1, IFC, No. 188 Jiefang West Road, Dingwangtai Street, Furong District, Changsha City, Hunan Province
6	Guotai Haitong Yunnan Branch	Guotai Haitong Yunnan Branch	Rooms 1701, 1702, 1703, 1706, 1707, 1708, 1709 & 1710, 17/F, Building 4, Qicaijunyuan, Baita Road, Panlong District, Kunming City, Yunnan Province
7	Guotai Haitong Hainan Branch	Guotai Haitong Hainan Branch	No. B2001, B2002, B2003, B2004, 20F, West Block of Office Building, Tower B, Lot S5, Haikuotiankong • Guorui Town, 11 Guoxing Avenue, Meilan District, Haikou City, Hainan Province

Appendix IV Establishment and Disposal of Branches

No.	Names of branches before relocation	Names of branches after relocation	Locations of branches after relocation
8	Guotai Haitong Shandong Branch	Guotai Haitong Shandong Branch	5/F, 5A/F (West Side), and 19/F, Building 1, Long Ao Jin Zuo Office Building, No. 8000 Jingshi Road, High-tech Zone, Ji'nan City, Shandong Province
9	Guotai Junan Beijing Zhongguancun Avenue Securities Business Office	Guotai Haitong Beijing Zhongguancun Avenue Securities Business Office	Room 112 (North Section, 1st Floor) and Rooms 301 and 302 (3rd Floor), Building B, No. 3 Haidian Avenue, Haidian District, Beijing
10	Guotai Junan Jiangmen Heshan Dongsheng Road Securities Business Office	Guotai Haitong Jiangmen Wanda Plaza Securities Business Office	Rooms 3910 and 3911, Building 2, Jiangmen Wanda Plaza, Pengjiang District, Jiangmen
11	Guotai Junan Chongqing Xinnan Road Securities Business Office	Guotai Haitong Chongqing Jiazhou Road Securities Business Office	Units 16-1 and 16-2 (partial), No. 90 Jiazhou Road, Longxi Street, Yubei District, Chongqing
12	Guotai Junan Shenzhen Qianhai Securities Business Office	Guotai Haitong Shenzhen Yabao Road Securities Business Office	Units 4602B and 4603, 46th Floor, West Tower, Galaxy World Twin Towers, No. 8 Yaxing Road, Nankeng Community, Bantian Street, Longgang District, Shenzhen
13	Guotai Junan Nanjing Lishui Zhongda Street Securities Business Office	Guotai Haitong Nanjing Lishui Zhongshan Road Securities Business Office	Southeast Corner of Floors 1-2, No. 109-1 Majiayuan, Zhongshan Road, Yongyang Street, Lishui District, Nanjing
14	Guotai Junan Hengyang Yancheng Road Securities Business Office	Guotai Haitong Hengyang Sanjiang Road Securities Business Office	Rooms 110, 202, 203 and 302, Building 30C, Phase 6, Xiangjiang Riverside City, No. 48 Zhengshui Avenue, Zhengxiang District, Hengyang, Hunan Province
15	Guotai Junan Zhuhai Jingshan Road Securities Business Office	Guotai Haitong Zhuhai Jiuzhou Avenue Securities Business Office	Units 04A and 05, 3rd Floor, Office Tower A, Midtown Center, No. 2021 West Jiuzhou Avenue, Xiangzhou District, Zhuhai
16	Haitong Securities Tianjin Nanjing Road Securities Business Office	Guotai Haitong Tianjin Nanjing Road Securities Business Office	No. L3-07, 3rd Floor, Hechuan Building, No. 237 Nanjing Road, Nanyingmen Street, Heping District, Tianjin

Appendix IV Establishment and Disposal of Branches

No.	Names of branches before relocation	Names of branches after relocation	Locations of branches after relocation
17	Guotai Haitong Nantong Renmin Middle Road Securities Business Office	Guotai Haitong Nantong Yuelong Road Securities Business Office	No. 73-1 Yuelong Road, Chongchuan District, Nantong, Jiangsu Province
18	Guotai Haitong Shenzhen Songgang Securities Business Office	Guotai Haitong Shenzhen Bao'an Huaide International Tower Securities Business Office	2305, 2306 and 2307, Huaide International Tower, No. 73 Guangshen Road (Fuyong Section), Huaide Community, Fuyong Street, Bao'an District, Shenzhen
19	Guotai Haitong Mudanjiang Dongning Fanrong Street Securities Business Office	Guotai Haitong Mudanjiang Dongning Zhonghua Road Securities Business Office	Room 15, 1F, Building 2, Ruiyang Residential Complex, Zhonghua Road, Dongning Town, Dongning City, Mudanjiang City, Heilongjiang Province
20	Guotai Haitong Jinan Shengli Street Securities Business Office	Guotai Haitong Jinan Shungeng Road Securities Business Office	2nd Floor, Building D, Shunhuayuan, 28 Shungeng Road, Shizhong District, Jinan City, Shandong Province
21	Guotai Haitong Shaoyang Baoqing West Road Securities Business Office	Guotai Haitong Shaoyang Shaoyang Avenue Securities Business Office	Unit 1001, 1st Floor, and Unit 2001, 2nd Floor, Building 3, Heshang Central City East of ShaoYang Avenue Times Park Shuangqing District, Shaoyang City, Hunan Province
22	Guotai Haitong Urumqi Xinhua North Road Securities Business Office	Guotai Haitong Urumqi Xinhua North Road Securities Business Office	1st Floor, VIP Building, Meilihua Hotel 305 Xinhua North Road, Tianshan District Urumqi City, Xinjiang Uygur Autonomous Region
23	Guotai Haitong Shanghai Xuhui Liuzhou Road Securities Business Office	Guotai Haitong Shanghai Xuhui Yunxiu Road Securities Business Office	2nd Floor, No. 9 Yunxiu Road, Xuhui District, Shanghai City
24	Guotai Haitong Shenzhen Branch Hongling South Road Securities Business Office	Guotai Haitong Shenzhen Qianhai Tinghai Avenue Securities Business Office	2302, 2303A, Tower A, Qianhai Hongrongyuan Center 5059 Tinghai Avenue, Nanshan Subdistrict, Qianhai Shenzhen – Hong Kong Cooperation Zone, Shenzhen City

Appendix IV Establishment and Disposal of Branches

No.	Names of branches before relocation	Names of branches after relocation	Locations of branches after relocation
25	Guotai Haitong Qingdao Jiushui East Road Securities Business Office	Guotai Haitong Qingdao Xianxialing Road Securities Business Office	Shops 108 and 109, Commercial Area, Guoxin Financial Center 31 Xianxialing Road, Laoshan District Qingdao City, Shandong Province
26	Guotai Haitong Changsha Wuyi Avenue No.1 Securities Business Office	Guotai Haitong Changsha Wuyi Avenue No.1 Securities Business Office	Parts of the 1st and 2nd floors, the entire 3rd floor, the entire 4th floor, and the rear courtyard at No. 89 Wuyi Avenue, Chaoyang Subdistrict, Furong District, Changsha City, Hunan Province
27	Guotai Haitong Chengdu Rongdu Avenue Securities Business Office	Guotai Haitong Chengdu Rongdu Avenue Securities Business Office	Unit 7, 9th Floor, Building 1, No. 59 South Section 1, Rongdu Avenue, Xindu Subdistrict, Xindu District, Chengdu
28	Guotai Haitong Zhengzhou Jinshui East Road Securities Business Office	Guotai Haitong Zhengzhou Jinshui East Road Securities Business Office	B201, 2nd Floor, North Tower, Building B, Publishing Building, No. 39 Jinshui East Road, Zhengzhou Zone (Zhengdong), Henan Free Trade Pilot Zone
29	Guotai Haitong Nanjing Guangzhou Road Securities Business Office	Guotai Haitong Nanjing Guangzhou Road Securities Business Office	Room 1601-1603, Room 1606, Room 1608 188 Guangzhou Road, Gulou District, Nanjing City
30	Guotai Haitong Shanghai Changning Jiangsu Road Securities Business Office	Guotai Haitong Shanghai Changning Jiangsu Road Securities Business Office	1A, 10A-I, 11A-I 369 Jiangsu Road Changning District, Shanghai City
31	Guotai Haitong Shanghai Pudong New Area Songtao Road Securities Business Office	Guotai Haitong Shanghai Pudong New Area Songtao Road Securities Business Office	Rooms 202, 203, 204, 205, 2nd Floor, Building 3, No. 696 Songtao Road, China (Shanghai) Pilot Free Trade Zone
32	Guotai Haitong Shanghai Minhang Suhong Road Securities Business Office	Guotai Haitong Shanghai Minhang Suhong Road Securities Business Office	Room 301, Building 1, No. 333 Suhong Road Minhang District, Shanghai City

Appendix IV Establishment and Disposal of Branches

No.	Names of branches before relocation	Names of branches after relocation	Locations of branches after relocation
33	Guotai Haitong Guangzhou Zhujiang West Road Securities Business Office	Guotai Haitong Guangzhou Zhujiang West Road Securities Business Office	Unit 01-02, Self-Designated Unit, Room 901, Gaode Plaza, No. 8 Zhujiang West Road, Tianhe District, Guangzhou City
34	Guotai Haitong Haikou Guoxing Avenue Securities Business Office	Guotai Haitong Haikou Guoxing Avenue Securities Business Office	Part of Room 202, 203, and 203A, 2nd Floor, Building B, Internet Finance Tower, No. 3 Guoxing Avenue, Meilan District, Haikou City, Hainan Province

2. DEREGISTERED SECURITIES BRANCHES

No.	Names of securities branches
1	Guotai Junan Shanghai Jiujiang Road Securities Business Office
2	Guotai Haitong Horgos Shenzhou Road Securities Business Office

3. DEREGISTERED OF BRANCH OFFICE STATUS

The Company considered and approved the Resolution on Deregistration of 33 Branches of Former Haitong Securities at the third meeting of the seventh session of the Board, to deregister 33 branches of former Haitong Securities in Shanghai, Zhejiang, Jiangsu, Jilin, Beijing, Xinjiang, Yunnan, Gansu, Shenzhen, Anhui, Hainan, Shanxi, Hubei, Chongqing, Guangdong, Liaoning, Shandong, Guangxi, Hebei, Jiangxi, Sichuan, Henan, Guizhou, Hunan, Fujian, Heilongjiang, Shaanxi, Tianjin, Suzhou, Qingdao, Xiamen, Shanghai Lingang and Shenzhen Qianhai.

Stock Code: 02611 Stock Name: GTHT

