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

(A joint-stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02611)

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Guotai Haitong Securities Co., Ltd. (the "**Company**") will be held at 1:30 p.m. on Thursday, 30 April 2026 at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, the PRC, to consider and, if thought fit, pass the following resolutions. Unless otherwise specified, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 9 April 2026 (the "**Circular**").

ORDINARY RESOLUTIONS

1. To consider and approve the 2025 Work Report of the Board.

2. To consider and approve the 2025 Annual Report of the Company.

3. To consider and approve the 2025 profit distribution proposal of the Company.

4. To consider and approve the resolution on the authorisation to the Board to determine the 2026 interim profit distribution plan.

5. To consider and approve the resolution on the re-appointment of external auditors.

6. To consider and approve the resolution on the estimated investment amount for the proprietary business of the Company for 2026.

7. To consider and approve the resolution on the potential related party transactions contemplated in the ordinary course of business of the Company in 2026, including:

   7.1 to consider and approve the potential related party transactions with International Group and its related enterprises; and

   7.2 to consider and approve the potential related party transactions with other related legal persons as well as the related natural persons of the Company.

8. To consider and approve the 2025 Duty Performance Report of the Independent Directors.

9. To consider and approve the report on the appraisal and remuneration of the Directors of the Company in 2025.

SPECIAL RESOLUTIONS

10. To consider and approve the resolution on the repurchase and cancellation of part of the restricted A Shares.

11. To consider and approve the resolution on the grant of general mandate to the Board to issue additional A Shares and/or H Shares.

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

Shanghai, the PRC
9 April 2026

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

Notes:

1. Details of the aforesaid resolutions are set out in the **Appendix I** to the Circular.

2. **Closure of register of members and eligibility for attending the AGM**

   In order to determine H Shareholders who are entitled to attend the AGM, **the H Share register of members of the Company will be closed from Monday, 27 April 2026 to Thursday, 30 April 2026 (both days inclusive), during which period no share transfer will be registered**. In order for H Shareholders to be qualified for attending the AGM, all share certificates together with the share transfer documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Tel: (852) 2862 8555), **by 4:30 p.m. on Friday, 24 April 2026.** H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on **Thursday, 30 April 2026** are entitled to attend the AGM.

3. **Proxy**

   (1) H Shareholders who are entitled to attend and vote at the AGM may designate one or more proxies to attend and vote at the AGM on his/her behalf. A proxy needs not be a Shareholder of the Company.

   (2) To be valid, the proxy form together with the power of attorney (if any) or other relevant authorization document(s) (if any) which have been notarized shall be deposited at the Board's office (for A Shareholders) or the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) not less than 24 hours before the time designated for the AGM (i.e., by 1:30 p.m. on Wednesday, 29 April 2026). Completion and return of the proxy form will not preclude Shareholders from attending and voting at the AGM should they so wish.

The address of the Board's office is at 768 Nanjing West Road, Jingan District, Shanghai, the PRC, Postal code: 200041 (Tel: (8621) 3867 6798, Fax: (8621) 3867 0798). The address of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Fax: (852) 2865 0990).

(3) Any voting on any resolution at the AGM shall be taken by poll.

4. **Recommendation of 2025 Final Dividend and closure of register of members**

Subsequent to the date of the Board meeting for approving the 2025 profit distribution proposal but prior to the record date for the implementation of profit distribution, if there is any change in the total share capital of the Company after deducting the Shares in the special stock account for share repurchase of the Company, the distribution ratio per Share will remain unchanged and the total amount of distribution will be adjusted accordingly. 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 registered on the record date for the 2025 annual dividend distribution, 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). The balance of profits distributable to investors in 2025 will be carried forward to the next year.

The 2025 Final Dividend is denominated and declared in Renminbi and paid to A Shareholders in Renminbi and to H Shareholders in Hong Kong dollars or Renminbi with currency option. The H Shareholders have the right to choose to receive the 2025 Final Dividend of H Shares in Hong Kong dollars or Renminbi in whole (HKSCC Nominees Limited may choose to receive the year-end dividend in whole or in part).

Subject to the approval of the 2025 profit distribution proposal of the Company by the AGM, the 2025 Final Dividend will be paid to the holders of H Shares on Friday, 26 June 2026. In order to determine the entitlement of H Shareholders to the 2025 Final Dividend, the register of members of H Shares will be closed from Thursday, 7 May 2026 to Tuesday, 12 May 2026 (both days inclusive), during which period no registration of H Shares will be effected. Shareholders whose names appear on the register of members of H Shareholders on Tuesday, 12 May 2026 shall be entitled to the 2025 Final Dividend. In order to qualify for receiving the 2025 Final Dividend, the H Shareholders must lodge the transfer documents, accompanied by the relevant share certificates with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 6 May 2026.

5. In case of joint Shareholders, if more than one of them are presented at the meeting, either in person or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint Shareholders. For this purpose, seniority shall be determined by the order in which the names of the joint Shareholders stand in the register of members of the Company in respect of the joint shareholding.

6. The AGM is expected to last for half a day. Shareholders attending (in person or by proxy) the AGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the AGM.

7. The above ordinary resolutions 7.1 to 7.2 will be voted by the Shareholders who do not have any interest in such resolutions. International Group and Shanghai SA (each being a substantial Shareholder of the Company) and the related enterprises of International Group (if they are Shareholders) shall abstain from voting on the above ordinary resolution 7.1. Other related legal persons and the related natural persons who are Shareholders shall abstain from voting on the above ordinary resolution 7.2.

8. Please refer to the Circular of the AGM dated 9 April 2026 for the details of the above resolutions to be proposed at the AGM for consideration and approval.