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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)

**CHANGE OF BOARD SECRETARY, JOINT COMPANY SECRETARIES
AND AUTHORISED REPRESENTATIVE
AND
WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND
8.17 OF THE LISTING RULES**

**CHANGE OF BOARD SECRETARY, JOINT COMPANY SECRETARIES AND
AUTHORISED REPRESENTATIVE**

The board of directors (the “**Board**”) of Guotai Haitong Securities Co., Ltd. (the “**Company**”) hereby announces that, due to work arrangement, Mr. Nie Xiaogang (“**Mr. Nie**”) has resigned from the office of the Secretary to the Board, the joint company secretary and an authorised representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), as well as the Company’s authorized person who receives the password of the e-Submission system of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and for subsequent registration matters (the “**ESS Authorised Person**”), with effect from 24 April 2026. Upon resignation from the above positions, Mr. Nie will continue to serve as an executive Director, Vice President and Chief Risk Officer of the Company.

During his term of office as the Secretary to the Board, Mr. Nie discharged his duties with diligence and dedication, and consistently adopted an overall and best-practice-oriented approach, and contributed to the advancement of the Company’s corporate governance and major capital market initiatives. The Board of the Company would like to express its sincere gratitude to Mr. Nie for his outstanding contributions to the development of the Company during his term of office as the Secretary to the Board. Mr. Nie has confirmed that he does not have any disagreement with the Board, and there are no matters that need to be brought to the attention of the shareholders of the Company due to his resignations.

The Board is pleased to announce that, Ms. Xu Lan (徐嵐) (“**Ms. Xu**”) has been appointed as the Secretary to the Board, the joint company secretary and the Authorised Representative of the Company as well as the the Company’s ESS Authorised Person, with effect from 24 April 2026. Ms. Xu has obtained the certificate of appointment training for the secretary to the board of directors issued by the Shanghai Stock Exchange, for a term of office as the Secretary to the Board the same as the seventh session of the Board.

Biographical details of Ms. Xu are set out as below:

Ms. Xu Lan (徐嵐), born in February 1984, is currently the general manager of the Strategic Clients Department (戰略客戶部) of the Company, the deputy director of the Integration Work Office (整合工作辦公室), and the chairwoman and general manager of Guotai Junan Zhengyu Investment Co., Ltd. (國泰君安證裕投資有限公司). Ms. Xu joined the Company in 2008, and has successively served as the administrative head of the financial industry department of the Investment Banking Department (投資銀行部), the administrative head of the financial and technology group of the Investment Banking Business Department (投行事業部), the co-administrative head of the Comprehensive Execution Group – Party Committee Office (綜合執行組 – 黨委辦公室), the administrative head of the Financial Advisory Business Department (財務顧問業務部), the deputy general manager of the Strategic Clients Department, the co-general manager of the Investment Banking Department, the general manager of the Strategic Clients Department and the vice chairman and general manager of Guotai Junan Zhengyu Investment Co., Ltd. Ms. Xu obtained her bachelor's degree in law and master's degree in law from Zhejiang University in 2006 and 2008 respectively.

Ms. Tsang Wing Man (“**Ms. Tsang**”), another joint company secretary of the Company, will continue to serve as the joint company secretary. Ms. Tsang holds a bachelor degree in business administration from City University of Hong Kong. She currently serves as a manager of SWCS Corporate Services Group (Hong Kong) Limited and has over 10 years of experience in company secretarial matters. She is an associate member of The Chartered Governance Institute and The Hong Kong Chartered Governance Institute. Ms. Tsang satisfies the qualification requirements for a company secretary under Rule 3.28 of the Listing Rules.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Listing Rules, issuers are required to appoint a company secretary who meets the requirements of Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules requires the issuer to appoint a person as company secretary who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Although Ms. Xu does not currently possess the qualifications set out in Rule 3.28 of the Listing Rules, having considered (i) Ms. Xu's understanding of the Company's business and her familiarity with the operations of the Company through her current role as the general manager of Strategic Clients Department of the Company; (ii) her knowledge in the Listing Rules and Takeovers Code acquired from her role in the Integration Work Office and in her participation in the process of the merger of former Guotai Junan Securities Co., Ltd. with former Haitong Securities Co., Ltd.; (iii) she has extensive experience in investment banking and is familiar with the governance, capital operation, and operation management of listed companies both domestic and international; and (iv) she has been appointed as the Secretary to the Board of the Company, the Board believes that Ms. Xu is a suitable candidate to act as a joint company secretary of the Company and that her appointment is in the interest of the Company and will facilitate the corporate governance and on-going compliance with the Listing Rules.

In view of the above, the Company has applied for and the Stock Exchange has granted the Company a waiver from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”), and the Waiver is valid for a period of three years commencing from the date (i.e. 24 April 2026) of Ms. Xu’s appointment as a joint company secretary (the “**Waiver Period**”), based on the following conditions:

- (i) Ms. Xu must be assisted by Ms. Tsang as a joint company secretary during the Waiver Period; and
- (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the Waiver Period, the Company must demonstrate and seek the Stock Exchange’s confirmation that Ms. Xu, having had the benefit of Ms. Tsang’s assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary. The Waiver only applies to Ms. Xu’s appointment as a joint company secretary and may be withdrawn or changed by the Stock Exchange in the event of changes in the situation of the Company.

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

Shanghai, the PRC
24 April 2026

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