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)

POTENTIAL CONNECTED TRANSACTION – POTENTIAL DISPOSAL OF 24.99% EQUITY INTERESTS IN SHANGHAI SECURITIES

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The Board is pleased to announce that on 6 May 2026, the Company, Bailian Group, SIG Investment, SIG and Shanghai Chengtou Group (each being a Vendor) entered into a Framework Agreement with the Purchaser, pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendors have conditionally agreed to dispose of, the Target Equities, being 100% of the equity interests in Shanghai Securities, of which, (i) 18.7400% equity interests held by the Company shall be satisfied by the issuance of the Consideration A Shares by the Purchaser, and the remaining 6.2500% equity interests shall be satisfied by payment of cash consideration by the Purchaser; and (ii) 50.0000% equity interests held by Bailian Group, 16.3333% equity interests held by SIG Investment, 7.6767% equity interests held by SIG, and 1.0000% equity interests held by Shanghai Chengtou Group shall each be satisfied by the issuance of the Consideration A Shares by the Purchaser.

The Total Consideration will be determined after arm's length negotiations between the parties based on the appraised value of the Target Equities set out in the Asset Valuation Report to be issued by a PRC asset appraisal agency with appropriate qualifications and experience and filed with the Shanghai SASAC, and will be confirmed by way of entering into the Definitive Agreement between the Company, the other Vendors and the Purchaser.

As at the date of this announcement, Shanghai Securities is an associate of the Company and its financial statements are not consolidated into the consolidated financial statements of the Company. If the Potential Transaction materialises, the Company will cease to hold any equity interest in Shanghai Securities.

Shareholders of and potential investors to the Company are advised that further announcement(s) will be made by the Company with respect to, among other things, the entering into of the Definitive Agreement, the Total Consideration and the number of the Consideration A Shares for the Potential Transaction, in accordance with the applicable laws and regulations.

IMPLICATIONS UNDER THE HONG KONG LISTING RULES

As at the date of this announcement, SIG directly and indirectly holds an aggregate of approximately 20.40% equity interests in the Company and is a substantial shareholder of the Company. SIG Investment is a wholly-owned subsidiary of SIG and an associate of SIG. Both SIG and SIG Investment constitute connected persons of the Company under the Hong Kong Listing Rules.

The Company, together with its connected persons, SIG and SIG Investment, will dispose of their respective equity interests in Shanghai Securities, to the Purchaser and will enter into the relevant agreement with the Purchaser. Accordingly, pursuant to Rule 14A.24 of the Listing Rules, the Potential Disposal may constitute a connected transaction of the Company.

Upon the finalisation of the consideration for the Potential Transaction, the Company will enter into the Definitive Agreement with the other Vendors and the Purchaser. The Company will, as and when appropriate, comply with all applicable requirements under Chapter 14A of the Hong Kong Listing Rules in respect of the Potential Disposal, including but not limited to the reporting, announcement, and independent shareholders' approval (if applicable), and, where applicable, the requirements under Chapter 14 of the Hong Kong Listing Rules.

GENERAL

The effectiveness of the Framework Agreement is conditional upon the fulfilment of, among others, the granting of a Whitewash Waiver by the Executive in respect of the Potential Transaction and the approval thereof by the Purchaser's independent shareholders at its general meeting. If the Potential Transaction materialises, mandatory general offer obligations of the Company, the Vendors and their concert parties under Rule 26.1 of the Takeovers Code may be triggered and an application for a Whitewash Waiver will be made accordingly. Pursuant to the Framework Agreement, implementation of the Potential Transaction will be conditional upon the granting of the Whitewash Waiver and such condition is not waivable. The Potential Transaction will not proceed if the Whitewash Waiver is not obtained or if the requisite approval by the independent shareholders of the Purchaser in respect of the Whitewash Waiver is not obtained.

As the Definitive Agreement is yet to be entered into between the Company, the other Vendors and the Purchaser, and even if entered into, completion of the Potential Transaction is subject to the satisfaction of certain conditions, therefore the Potential Transaction may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

The Board is pleased to announce that on 6 May 2026, the Company, Bailian Group, SIG Investment, SIG and Shanghai Chengtou Group (each being a Vendor) entered into a Framework Agreement with the Purchaser, pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendors have conditionally agreed to dispose of, the Target Equities, being 100% of the equity interests in Shanghai Securities, of which, (i) 18.7400% equity interests held by the Company shall be satisfied by the issuance of the Consideration A Shares by the Purchaser, and the remaining 6.2500% equity interests shall be satisfied by payment of cash consideration by the Purchaser; and (ii) 50.0000% equity interests held by Bailian Group, 16.3333% equity interests held by SIG Investment, 7.6767% equity interests held by SIG, and 1.0000% equity interests held by Shanghai Chengtou Group shall each be satisfied by the issuance of the Consideration A Shares by the Purchaser.

1. POTENTIAL CONNECTED TRANSACTION – POTENTIAL DISPOSAL OF 24.99% EQUITY INTERESTS IN SHANGHAI SECURITIES

1.1 Principal terms of the Framework Agreement

The principal terms of the Framework Agreement are summarised below:

Date	May 6, 2026
Parties	Purchaser (1) DFZQ Vendors (2) the Company; (3) Bailian Group; (4) SIG Investment; (5) SIG; and (6) Shanghai Chengtou Group.

Target Equities

Pursuant to the Framework Agreement, the Purchaser has conditionally agreed to acquire and the Vendors have conditionally agreed to sell, the Target Equities, being 100% of the equity interests in Shanghai Securities, of which (i) 18.7400% of the equity interests in Shanghai Securities held by the Company, 50.0000% of the equity interests in Shanghai Securities held by Bailian Group, 16.3333% of the equity interests in Shanghai Securities held by SIG Investment, 7.6767% of the equity interests in Shanghai Securities held by SIG and 1.0000% of the equity interests in Shanghai Securities held by Shanghai Chengtou Group will be satisfied by way of issuance of the Consideration A Shares by the Purchaser, and (ii) the remaining 6.2500% of the equity interests in Shanghai Securities held by the Company will be satisfied by way of payment of the Cash Consideration by the Purchaser.

Total Consideration

The Total Consideration will be determined after arm's length negotiations between the parties based on the appraised value of the Target Equities set out in the Asset Valuation Report to be issued by a PRC asset appraisal agency with appropriate qualifications and experience that complies with the Securities Law of the People's Republic of China and filed with the Shanghai SASAC, and will be confirmed by way of entering into the Definitive Agreement between the Purchaser and the Vendors.

Shareholders of and potential investors to the Company are advised that further announcement(s) will be made by the Company with respect to, among other things, the entering into of the Definitive Agreement, the Total Consideration for the Potential Transaction and the number of the Consideration A Shares, in accordance with the applicable laws and regulations.

Issue of Consideration A Shares

The Issue Price of the Consideration A Shares

The issue price of the Consideration A Shares shall be the weighted average trading prices of the A shares for the 120 trading days prior to the Pricing Benchmark Date. The weighted average trading price of the A shares for the 120 trading days prior to the Pricing Benchmark Date = the aggregate trading amount[1] of the A shares for the 120 trading days prior to the Pricing Benchmark Date ÷ the aggregate trading volume of the A shares for the 120 trading days prior to the Pricing Benchmark Date.

1 The aggregate trading amount has been adjusted after taking into account the ex-dividend adjustment in respect of the Purchaser's 2025 interim profit distribution.

During the period from the Pricing Benchmark Date to the completion of this issuance of the Consideration A Shares, if the Purchaser carries out any ex-rights or ex-dividend events such as dividend distribution, bonus issue, capitalisation of capital reserve, rights issue, etc., the issue price will be adjusted accordingly in accordance with the relevant laws and the requirements of the regulatory authorities. The adjustment mechanism is set out as follows:

Share Dividends or Capitalisation Issue: $P_1 = P_0/(1 + n)$;

Rights Issue: $P_1 = (P_0 + A \times k)/(1 + k)$;

Share Dividends or Capitalisation Issue and Rights Issue conducted simultaneously: $P_1 = (P_0 + A \times k)/(1 + n + k)$;

Cash Dividend Distribution: $P_1 = P_0 - D$;

Share Dividends or Capitalisation Issue, Rights Issue and Cash Dividend conducted simultaneously: $P_1 = (P_0 - D + A \times k)/(1 + n + k)$.

Where: P_0 represents the effective issue price before adjustment; n represents the rate of share dividend distribution or capitalisation issue; k represents the rights issue ratio; A represents the subscription price for the rights shares; D represents the cash dividend distributed per share; and P_1 represents the effective issue price after adjustment.

The number of Consideration A Shares

The number of Consideration A Shares to be issued shall be determined in accordance with the following formula:

Number of Consideration A Shares to be issued to each Vendor = the transaction consideration payable to each Vendor in the form of share issuance ÷ the issue price of the Consideration A Shares

Where the number of Consideration A Shares to be issued to each of the Vendors is not a whole number, any fractional shares shall be disregarded and the number shall be rounded down to the nearest whole share.

During the period from the Pricing Benchmark Date to the completion of this issuance, in case of any ex-rights or ex-dividends events of the Purchaser such as dividend distribution, bonus issue, capitalisation of capital reserve, rights issue, etc., the issue price will be adjusted accordingly, and the number of Consideration A Shares to be issued will be adjusted on a corresponding basis.

The final number of Consideration A Shares to be issued by the Purchaser to the Vendors shall be subject to approval at the general meeting of the Purchaser, authorisation from the Shanghai Stock Exchange and registration with the CSRC.

The Consideration A Shares will be listed on the Main Board of the Shanghai Stock Exchange.

Lock-up Period

Each of the Vendors has undertaken that it shall not transfer any of the Consideration A Shares within 12 months from the completion date of the issuance of the Consideration A Shares. If applicable laws and regulations, the stock exchange or the relevant securities regulatory authorities impose any further requirements in respect of such lock-up periods, the Vendors shall agree to provide further undertakings in accordance with such requirements.

The lock-up undertaking shall also be applicable to any additional A shares of the Purchaser received by the Vendors as a result of capitalisation of capital reserve, bonus share issue or rights issue by the Purchaser after completion of the issuance of the Consideration A Shares.

Dividends

After completion of the Potential Transaction, existing and new Shareholders of the Purchaser (including the Vendors) will be entitled to any dividend or distribution that the Purchaser may make based on the financial accounts of the Purchaser in compliance with applicable laws, on a pro-rata basis to their respective shareholdings in the Purchaser.

Cash Consideration Amount

The Purchaser shall acquire 6.2500% of the equity interests in Shanghai Securities held by the Company by way of cash payment, and the specific amount of the Cash Consideration payable shall be determined by multiplying the Total Consideration by the proportion of the equity interests in Shanghai Securities to be settled by way of cash payment.

Conditions Precedent to the effectiveness of the Framework Agreement

Upon the entering into of the Definitive Agreement, the Framework Agreement shall either be supplemented or superseded by the Definitive Agreement. The effectiveness of the Framework Agreement and the Definitive Agreement (where the Framework Agreement is supplemented) or the Definitive Agreement alone (where it supersedes the Framework Agreement), shall be conditional upon the fulfilment of all of the following conditions:

(i) the passing of valid resolutions by the board of the directors, the general meetings, the A share class meeting and the H share class meeting of the Purchaser approving the Potential Transaction;

(ii) the completion by the Vendors of their internal decision-making procedures in respect of the Potential Transaction and the obtaining of approvals from their competent internal authorities;

(iii) the granting of a Whitewash Waiver by the Executive in respect of the Potential Transaction and the approval of the same by the independent shareholders at a general meeting of the Purchaser in accordance with the Takeovers Code;

(iv) the obtaining of the approvals, consents and registration for the Potential Transaction from the Shanghai SASAC, the Shanghai Stock Exchange and the CSRC, and such approvals, consents and registration remaining valid;

(v) the merger control filing in respect of the Potential Transaction having been approved by the State Administration for Market Regulation of the PRC (if applicable); and

(vi) the obtaining of any other necessary prior approvals, endorsements, filings or consents (if any) as required by laws, regulations and competent regulatory authorities.

None of the above conditions to the effectiveness can be waived by any party to the Framework Agreement. As at the date of this announcement, none of the conditions to the effectiveness has been fulfilled. The Potential Transaction will not proceed if the Whitewash Waiver is not obtained or if the Whitewash Waiver is not approved by the independent shareholders of the Purchaser.

In respect of the condition set out in paragraph (vi) above, as at the date of this announcement, it is not aware of any other approvals, endorsements, filings or consents which are required to be obtained by it in respect of the Potential Transaction.

Although the Framework Agreement does not specify a long stop date, if the Definitive Agreement is not entered into by the parties, the Potential Transaction will not proceed and the Whitewash Waiver will not be sought. However, the parties will endeavour to take necessary steps to procure the fulfilment of the above conditions precedent.

Transitional Profit or Loss Arrangement

All profits or losses generated by the Target Equities during the Transition Period are subject to further determination through negotiation among the parties upon completion of the audit and valuation of the Target Equities. The profit and loss arrangements will be set out in the Definitive Agreement.

Completion of the Transfer of the Target Equities

Within 30 business days after all the conditions to the effectiveness of the Framework Agreement have been fulfilled, or such later date as reasonably determined by the Purchaser at its discretion, the parties shall cooperate to complete the transfer of the equity interests in Shanghai Securities to the Purchaser and complete the registration of corporate changes with the competent administration for market regulation.

Termination

The Framework Agreement shall be terminated upon the occurrence of any of the following circumstances:

(i) the parties agree in writing to terminate the Framework Agreement;

(ii) any competent government authority or regulatory authority requires termination of the Potential Transaction in accordance with applicable laws;

(iii) the parties terminate the Framework Agreement by written notice due to force majeure; or

(iv) other circumstances under which termination is required pursuant to applicable laws.

Others

In relation to the Potential Transaction, the Purchaser intends to acquire 100% equity interests in Shanghai Securities. If any Vendor fails to transfer its respective equity interests in Shanghai Securities to the Purchaser, the Purchaser shall be entitled, at its discretion, to unilaterally terminate the Framework Agreement and terminate the Potential Transaction without incurring any liability.

1.2 Information on Shanghai Securities

Shanghai Securities is a limited liability company established in the PRC on 27 April 2001. Shanghai Securities is principally engaged in brokerage business, proprietary trading business, futures business, margin financing and securities lending business, investment banking, asset management and fund assessment and research, among others, in the PRC.

The shareholding structure of Shanghai Securities as at the date of this announcement is set out as follows:

Shareholders of Shanghai Securities	**Percentage of equity interest as at the date of this announcement**
Bailian Group	50.0000%
The Company	24.9900%
SIG Investment	16.3333%
SIG	7.6767%
Shanghai Chengtou Group	1.0000%
Total	**100.0000%**

As at the date of this announcement, Shanghai Securities is an associate of the Company and its financial statements are not consolidated into the consolidated financial statements of the Company. If the Potential Transaction materialises, the Company will cease to hold any equity interest in Shanghai Securities.

The financial information of Shanghai Securities for the two financial years ended 31 December 2024 and 2025, prepared in accordance with Generally Accepted Accounting Principles of the PRC, was as follows:

	For the year ended December 31, 2024 *(audited Note)* *RMB million*	**For the year ended December 31, 2025** *(audited Note)* *RMB million*
Total assets	85,535	95,866
Total liabilities	66,730	76,061
Net assets	18,805	19,805
Revenue	2,858	3,425
Profit before tax	1,057	1,612
Profit after tax	953	1,323

Note: The above financial information is based on the 2025 financial report of Shanghai Securities prepared in accordance with Generally Accepted Accounting Principles of the PRC. The financial report is audited by the domestic auditors of Shanghai Securities, KPMG Huazhen LLP. The above financial information will be audited by the auditors engaged by the Purchaser in connection with the Potential Transaction.

Upon the entering into of the Definitive Agreement, further announcement(s) will be made by the Company in accordance with the applicable laws and regulations with respect to, among other things, the entering into of the Definitive Agreement, the Total Consideration for the Potential Transaction and the number of the Consideration A Shares for the Potential Transaction.

1.3 Information on the parties to the Framework Agreement

(i) The Company

The Company is a joint stock company incorporated in the PRC with limited liability, whose A Shares and H Shares are listed and traded on the Shanghai Stock Exchange (stock code: 601211) and the Main Board of the Hong Kong Stock Exchange (stock code: 02611), respectively. The principal businesses of the Company are wealth management, investment banking, institution and transaction, investment management, finance lease and others business. As at the date of this Announcement, SIG and its subsidiaries collectively hold approximately 20.40% equity interests in the Company, being the largest shareholder.

(ii) Bailian Group

Bailian Group is a limited liability company incorporated in the PRC, the principal businesses of which are convenience store chains, integrated department stores, commodities trading, and specialty retail chains. Bailian Group became the controlling shareholder of Shanghai Securities since February 2021 and, as at the date of this announcement, holds 50.0000% of the equity interests in Shanghai Securities. Bailian Group's ultimate beneficial owner is the Shanghai SASAC.

(iii) SIG Investment

SIG Investment is a limited liability company incorporated in the PRC, the principal businesses of which are asset management, industrial investment, enterprise management consultancy and financial consultancy. SIG Investment is a wholly-owned subsidiary of SIG, and its ultimate beneficial owner is the Shanghai SASAC.

(iv) SIG

SIG is a limited liability company incorporated in the PRC, the principal businesses of which are investment primarily in the financial sector and secondarily in the non-financial sector, capital operation and asset management, financial research and socio-economic consultancy. The ultimate beneficial owner of SIG is the Shanghai SASAC.

(v) Shanghai Chengtou Group

Shanghai Chengtou Group is a limited liability company incorporated in the PRC, which is a state-owned enterprise group principally engaged in the investment, development, and operation and management of urban infrastructure projects. The ultimate beneficial owner of Shanghai Chengtou Group is the Shanghai SASAC.

(vi) DFZQ

DFZQ is a joint stock company incorporated in the PRC, the A shares and H shares of which are listed and traded on the Shanghai Stock Exchange (stock code: 600958) and the Main Board of the Hong Kong Stock Exchange (stock code: 03958), respectively, and is principally engaged in wealth and asset management, investment banking and alternative investment, institutions and sales trading, and international and other businesses.

To the best of the knowledge and belief of the Directors of the Company, and having made reasonable enquiries, DFZQ, Bailian Group, Shanghai Chengtou Group and their ultimate beneficial owners are Independent Third Parties. SIG and SIG Investment are the connected persons of the Company.

3. REASONS FOR AND BENEFITS OF THE POTENTIAL TRANSACTION

The Potential Transaction aligns with the development trend of mergers and restructuring in the securities industry and is conducive to deepening the reform of Shanghai state-owned financial enterprises. The Company's participation in the Potential Transaction will optimise the asset structure, enhance its asset quality and liquidity, accelerate the development of Shanghai as an international financial centre, and better support the economic development of Shanghai and the Yangtze River Delta region.

The Directors (including the independent non-executive Directors) consider that the Framework Agreement is on normal commercial terms and is fair and reasonable and in the interests of the Company and its shareholders as a whole. Subject to the completion of the audit and valuation of Shanghai Securities and the determination of its appraised value and the final consideration, the transaction will be submitted to the Board for further consideration.

To the best of the knowledge and belief of the Company, as each of Mr. Zhou Jie, Ms. Guan Wei, Mr. Zhong Maojun, Mr. Chen Hangbiao and Ms. LV Chunfang serves as a director or holds other positions in SIG and/or its associates, they may have conflicts of interest and have therefore abstained from voting at the Board meeting convened to approve the Potential Transaction in accordance with Rule 13.44 of the Hong Kong Listing Rules. Save as disclosed above, none of the other Directors has a material interest in the relevant transactions or holds any position in the SIG and/or its associates which would require him/her to abstain from voting on the relevant Board resolution.

4. IMPLICATIONS UNDER THE HONG KONG LISTING RULES

As at the date of this announcement, SIG directly and indirectly holds an aggregate of approximately 20.40% equity interests in the Company and is a substantial shareholder of the Company. SIG Investment is a wholly-owned subsidiary of SIG and an associate of SIG. Both SIG and SIG Investment constitute connected persons of the Company under the Hong Kong Listing Rules.

The Company, together with its connected persons, SIG and SIG Investment, will dispose of their respective equity interests in the same target company (Shanghai Securities), to the same Purchaser and enter into the relevant agreement with the Purchaser. Accordingly, pursuant to Rule 14A.24 of the Listing Rules, the Potential Disposal may constitute a connected transaction of the Company.

Upon the finalisation of the consideration for the Potential Transaction, the Company will enter into the Definitive Agreement with the other Vendors and the Purchaser. The Company will, as and when appropriate, comply with all applicable requirements under Chapter 14A of the Hong Kong Listing Rules in respect of the Potential Disposal, including but not limited to the reporting, announcement, and independent shareholders' approval (if applicable), and, where applicable, the requirements under Chapter 14 of the Hong Kong Listing Rules.

5. GENERAL

The effectiveness of the Framework Agreement is conditional upon the fulfilment of, among others, the granting of a Whitewash Waiver by the Executive in respect of the Potential Transaction and the approval thereof by the Purchaser's independent shareholders at its general meeting. If the Potential Transaction materialises, mandatory general offer obligations of the Company, the Vendors and their concert parties under Rule 26.1 of the Takeovers Code maybe triggered and an application for a Whitewash Waiver will be made accordingly. Pursuant to the Framework Agreement, implementation of the Potential Transaction will be conditional upon the granting of the Whitewash Waiver and such condition is not waivable. The Potential Transaction will not proceed if the Whitewash Waiver is not obtained or if the requisite approval by the independent shareholders of the Purchaser in respect of the Whitewash Waiver is not obtained.

As at the date of this announcement, the audit and valuation work for the Potential Transaction have not been completed. Following completion of the aforementioned audit and valuation work, the final consideration for the Potential Transaction will be confirmed by way of entering into the Definitive Agreement between the Purchaser and the Vendors. Upon entering into the Definitive Agreement, further announcement(s) will be made by the Company in accordance with applicable laws and regulations.

As the Definitive Agreement is yet to be entered into between the Company, the other Vendors and the Purchaser, and even if entered into, completion of the Potential Transaction is subject to the satisfaction of certain conditions, therefore the Potential Transaction may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

6. DEFINITIONS

Unless the context requires otherwise, capitalized terms used in this announcement shall have the meanings as follows:

"A Shares"	RMB-denominated ordinary shares of the Company with a par value of RMB1.00 each, which are listed on the main board of the Shanghai Stock Exchange
"acting in concert"	has the meaning ascribed to it under the Takeovers Code
"Asset Valuation Report"	the asset valuation report in respect of the Target Equities to be issued by a PRC asset appraisal agency with appropriate qualifications and experience
"associate(s)"	has the meaning ascribed to it under the Hong Kong Listing Rules

"Bailian Group"	Bailian Group Co., Ltd. (formerly known as Shanghai Bailian (Group) Co., Ltd.), a company incorporated in the PRC on May 8, 2003, being a shareholder holding 50.0000% of the equity interests in Shanghai Securities
"Board"	the board of Directors
"Cash Consideration"	the cash consideration payable by the Purchaser to the Company pursuant to the Framework Agreement as part of the Total Consideration for the Potential Transaction
"Company"	Guotai Haitong Securities Co., Ltd., a joint stock company incorporated in the PRC on August 18, 1999, whose A Shares and H Shares are listed and traded on the Shanghai Stock Exchange (stock code: 601211) and the Main Board of the Hong Kong Stock Exchange (stock code: 02611), respectively and being a shareholder holding 24.9900% of the equity interests in Shanghai Securities
"Completion"	the completion of the registration of corporate changes of the Target Equities with the relevant market supervision and administration authority in the PRC and the completion of the issuance of the Consideration A Shares
"connected person(s)"	has the meaning ascribed to it under the Hong Kong Listing Rules
"Consideration A Share(s)"	The new A shares to be allotted and issued by the Purchaser to the Vendors pursuant to the Framework Agreement as part of the total consideration for the Potential Transaction shall be the weighted average trading prices of the Purchaser's A shares for the 120 trading days prior to the Pricing Benchmark Date, i.e. RMB10.49 per Consideration A Share, subject to adjustment upon the occurrence of any ex-rights or ex-dividend events of the Purchaser, including dividend distribution, bonus issue, capitalisation of capital reserve and rights issue. Taking into account the impact upon completion of the Purchaser's 2025 profit distribution plan, and assuming no other factors, the issue price of the Consideration A Shares will be adjusted to RMB10.29 per Consideration A Share
"CSRC"	China Securities Regulatory Commission (中國證券監督管理委員會)
"Definitive Agreement(s)"	the definitive agreement to be entered into among the Company, the other Vendors and the Purchaser in relation to the Potential Transaction
"DFZQ" or "Purchaser"	東方證券股份有限公司, a joint stock company incorporated in the PRC with limited liability, the A shares and H shares of which are listed and traded on the Shanghai Stock Exchange (stock code: 600958) and the Hong Kong Stock Exchange (stock code: 03958), respectively
"Director(s)"	the director(s) of the Company

"Executive"	the Executive Director of the Corporate Finance Division of the SFC or any delegates of the Executive Director
"Framework Agreement"	the framework agreement dated May 6, 2026 in relation to the acquisition of assets by way of issuance of Consideration A Shares and/or payment of cash entered into between the Company and the Vendors in relation to the Potential Transaction
"H Share(s)"	overseas listed foreign share(s) of the Company with a par value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Independent Third Party(ies)"	any entity or person who, to the best of the Director' knowledge, information and belief, is not a connected person (as defined in the Hong Kong Listing Rules) of the Company
"Potential Disposal"	the potential disposal by the Company of 24.99% equity interests in Shanghai Securities with the consideration to be settled by the issuance of Consideration A Shares by the Purchaser to the Company and payment of cash consideration under the Framework Agreement
"Potential Transaction"	the potential acquisition of Target Equities from the Purchaser, issue of Consideration A Shares under the Special Mandate and payment of cash consideration, from the Vendors pursuant to the Framework Agreement
"PRC"	the People's Republic of China
"Pricing Benchmark Date"	the date of publication on the Shanghai Stock Exchange of the announcement in relation to the resolutions passed at the first board meeting of the Purchaser convened to consider the Potential Transaction, being May 7, 2026
"RMB"	Renminbi, the lawful currency of the PRC
"SFC"	the Securities and Futures Commission of Hong Kong
"Shanghai Chengtou Group"	Shanghai Chengtou (Group) Co., Ltd., a limited liability company established in the PRC on July 21, 1992 and wholly owned by Shanghai SASAC, being a shareholder holding 1.00% of the equity interests in Shanghai Securities

"Shanghai SASAC"	Shanghai Municipal State-owned Assets Supervision and Administration Commission (上海市國有資產監督管理委員會)
"Shanghai Securities"	Shanghai Securities Company Limited (上海證券有限責任公司), a company established in the PRC with limited liability on 27 April 2001, in which the Vendors hold in aggregate 100% equity interests as at the date of this announcement
"Shareholder(s)"	holders of Shares
"SIG"	Shanghai International Group Co., Ltd., a limited liability company established in the PRC on April 20, 2000, directly and indirectly holds an aggregate of approximately 20.40% equity interests in the Company. The ultimate beneficial owner of SIG is the Shanghai SASAC, and SIG is a shareholder holding 7.6767% of the equity interests in Shanghai Securities
"SIG Investment"	Shanghai International Group Investment Co., Ltd. (formerly known as Shanghai Shangguo Investment Asset Management Co., Ltd.), a limited liability company incorporated in the PRC on March 11, 2015, wholly owned by SIG, being a shareholder holding 16.3333% of the equity interests in Shanghai Securities
"Specific Mandate"	the specific mandate to be sought at the extraordinary general meeting and class meeting of the Purchaser to issue the Consideration A Shares for the Potential Transaction
"subsidiaries"	has the meaning ascribed to it under the Hong Kong Listing Rules
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"Target Equities"	100% of the equity interests in Shanghai Securities
"Total Consideration"	the consideration payable by the Purchaser to the Vendors for the Potential Transaction
"trading day(s)"	a day on which the Shanghai Stock Exchange is open for dealing or trading in securities
"Transition Period"	the period commencing from the Valuation Benchmark Date (exclusive) of the Target Equities to the closing date (inclusive), being the period up to the date on which the parties complete the transfer of the Target Equities and the registration of corporate changes of the Target Equities in the name of the Purchaser with the competent market supervision and administration authority in the PRC
"Valuation Benchmark Date"	the valuation benchmark date of the Target Equities, being March 31, 2026 (as agreed between the parties)

"Vendor(s)"	The Company, Bailian Group, SIG Investment, SIG and Shanghai Chengtou Group
"Whitewash Waiver"	a waiver from the Executive pursuant to Note 1 to dispensations from Rule 26 of the Takeovers Code in respect of the mandatory general offer obligations of the Vendors in respect of all the H shares of the Purchaser not already owned or agreed to be acquired by the Vendors and the concert parties which would otherwise arise as a result of the issue of the Consideration A Shares under the Potential Transaction
"%"	per cent

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

Shanghai, the PRC
6 May 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.