THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shenwan Hongyuan Group Co., Ltd., you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

申萬宏源集團股份有限公司
SHENWAN HONGYUAN GROUP CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6806)

(1) 2025 WORK REPORT OF THE BOARD OF DIRECTORS
(2) 2025 ANNUAL FINANCIAL REPORT
(3) 2025 PROFIT DISTRIBUTION PLAN
(4) 2025 ANNUAL REPORT
(5) ESTIMATED ORDINARY RELATED PARTY TRANSACTIONS FOR 2026
(6) RE-APPOINTMENT OF AUDITORS OF THE COMPANY FOR 2026
(7) PUBLIC ISSUANCE OF CORPORATE BONDS
(8) PROPOSED AMENDMENTS TO THE REMUNERATION MANAGEMENT MEASURES FOR SENIOR MANAGEMENT
AND
NOTICE OF THE 2025 ANNUAL GENERAL MEETING

The 2025 annual general meeting of Shenwan Hongyuan Group Co., Ltd. will be held at 2:00 p.m. on Friday, June 26, 2026 at the Company's conference room, No. 19, Taipingqiao Street, Xicheng District, Beijing, the PRC. A notice of the AGM is set out on pages 14 to 16 of this circular.

A form of proxy for use at the AGM has been published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.swhygh.com), and has despatched to H Shareholders in the manner in which H Shareholders have selected to receive corporate communications. Whether or not you are able to attend the AGM, you are advised to read the notice of the AGM carefully and to complete the proxy form published on Thursday, June 4, 2026 in accordance with the instructions printed thereon and return it as soon as possible. H Shareholders are required to return the proxy form to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, by hand or by post no later than 24 hours before the time appointed for convening the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof in person if you so wish.

June 4, 2026

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"AGM"	the 2025 annual general meeting of the Company to be held at 2:00 p.m. on Friday, June 26, 2026 at the Company's conference room, No. 19, Taipingqiao Street, Xicheng District, Beijing, the PRC
"A Share(s)"	domestic Share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which is/are subscribed for or credited as paid up in RMB and is/are listed for trading on the Shenzhen Stock Exchange (Stock Code: 000166)
"A Shareholder(s)"	holder(s) of A Share(s)
"Articles of Association"	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
"Board" or "Board of Directors"	the board of directors of the Company
"Board of Supervisors"	the former board of supervisors of the Company
"Central Huijin"	Central Huijin Investment Ltd. (中央匯金投資有限責任公司), a company with limited liability incorporated in the PRC on December 16, 2003
"Company"	Shenwan Hongyuan Group Co., Ltd. (申萬宏源集團股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares and A Shares are listed on the Hong Kong Stock Exchange and the Shenzhen Stock Exchange, respectively
"Company Law"	the Company Law of the People's Republic of China《(中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
"CSRC"	China Securities Regulatory Commission
"Director(s)"	the director(s) of the Company
"ETF"	exchange-traded fund(s)
"FICC"	fixed income, currencies and commodities
"Group"	the Company and its subsidiaries
"H Share(s)"	overseas listed foreign Share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which is/are subscribed for in HKD and is/are listed for trading on the Hong Kong Stock Exchange (Stock Code: 6806)
"H Shareholder(s)"	holder(s) of H Share(s)

"HKD"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"JIC"	China Jianyin Investment Ltd. (中國建銀投資有限責任公司), a company incorporated in the PRC with limited liability, which is a Substantial Shareholder of the Company
"Latest Practicable Date"	June 1, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"NEEQ" or "New Third Board"	National Equities Exchange and Quotations for medium and small-sized enterprises
"OTC"	over-the-counter
"PRC"	the People's Republic of China, for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan of the PRC
"RMB"	Renminbi, the lawful currency of the PRC
"Securities Law"	the Securities Law of the People's Republic of China《(中華人民共和國證券法》), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, including A Share(s) and H Share(s)
"Shareholder(s)"	holder(s) of the Share(s) of the Company, including A Shareholder(s) and H Shareholder(s)
"STAR Market"	the Science and Technology Innovation Board launched by the Shanghai Stock Exchange
"Substantial Shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"%"	per cent

Unless otherwise specified, the financial data involved in this circular are under the China Accounting Standards for Business Enterprises.

In this circular, there may be individual data as the sum of relevant data is different from the aggregate amount of the relevant data, which is caused by the rounding in calculation.

申萬宏源集團股份有限公司
SHENWAN HONGYUAN GROUP CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6806)

Executive Directors:
Mr. Liu Jian *(Chairman)*
Mr. Huang Hao
Mr. Fang Rongyi

Non-executive Directors:
Mr. Zhu Zhilong
Ms. Zhang Ying
Mr. Shao Yalou
Mr. Xu Yixin
Mr. Yan Jinguo

Independent Non-executive Directors:
Ms. Yeung Siuman Shirley
Mr. Wu Changqi
Mr. Chen Hanwen
Mr. Zhao Lei

Registered Office:
Room 2001, 20/F
Dacheng International Building
358 South Beijing Road
Urumqi High-tech Zone
Xinjiang, the PRC

Principal Place of Business in the PRC:
20/F, Dacheng International Building
358 South Beijing Road
Urumqi High-tech Zone
Xinjiang, the PRC

No. 19, Taipingqiao Street
Xicheng District
Beijing, the PRC

Principal Place of Business in Hong Kong:
40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai, Hong Kong

June 4, 2026

To the H Shareholders

Dear Sir or Madam,

(1) 2025 WORK REPORT OF THE BOARD OF DIRECTORS
(2) 2025 ANNUAL FINANCIAL REPORT
(3) 2025 PROFIT DISTRIBUTION PLAN
(4) 2025 ANNUAL REPORT
(5) ESTIMATED ORDINARY RELATED PARTY TRANSACTIONS FOR 2026
(6) RE-APPOINTMENT OF AUDITORS OF THE COMPANY FOR 2026
(7) PUBLIC ISSUANCE OF CORPORATE BONDS
(8) PROPOSED AMENDMENTS TO THE REMUNERATION MANAGEMENT MEASURES FOR SENIOR MANAGEMENT
AND
NOTICE OF THE 2025 ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for, against or abstain from voting on the resolutions to be proposed for consideration at the AGM.

The following ordinary resolutions and special resolution (special resolution is marked by *) will be proposed at the AGM to approve:

(1) the 2025 Work Report of the Board of Directors;

(2) the 2025 Annual Financial Report;

(3) the 2025 Profit Distribution Plan;

(4) the 2025 Annual Report;

(5) the Resolution regarding the Estimated Ordinary Related Party Transactions for 2026;

(6) the Resolution regarding the Re-appointment of Auditors of the Company for 2026;

(7) *the Resolution regarding the Public Issuance of Corporate Bonds; and

(8) the Resolution regarding the Proposed Amendments to the Remuneration Management Measures for Senior Management.

1. 2025 WORK REPORT OF THE BOARD OF DIRECTORS

An ordinary resolution will be proposed at the AGM to approve the 2025 Work Report of the Board of Directors.

The 2025 Work Report of the Board of Directors has been considered and approved at the Board meeting held on March 27, 2026 and is hereby submitted to the AGM for consideration and approval.

Details of the 2025 Work Report of the Board of Directors are set out in Appendix I to this circular.

2. 2025 ANNUAL FINANCIAL REPORT

An ordinary resolution will be proposed at the AGM to approve the 2025 Annual Financial Report.

The 2025 Annual Financial Report has been considered and approved at the Board meeting held on March 27, 2026 and is hereby submitted to the AGM for consideration and approval.

Details of the 2025 Annual Financial Report are set out in Appendix II to this circular.

3. 2025 PROFIT DISTRIBUTION PLAN

An ordinary resolution will be proposed at the AGM to approve the 2025 Profit Distribution Plan.

As audited and confirmed by KPMG Huazhen LLP, in 2025, the Company realised a consolidated net profit attributable to shareholders of the parent company of RMB9,507,226,300.42. The balance of the retained profit of the parent company of the Group at the beginning of 2025 was RMB2,405,652,087.09, plus the net profit of the parent company of the Group of RMB1,692,502,521.39 in 2025; after deducting the cash dividend implemented for the year 2024 and the interim period of 2025 totaling RMB2,028,235,509.36;

and after deducting the statutory surplus reserve of RMB169,250,252.14 provided at 10% of the net profit realized in 2025 according to the requirements of the Company Law and the Articles of Association. The balance of profit available for distribution of the parent company of the Group at the end of 2025 was RMB1,900,668,846.98.

After giving comprehensive consideration to the relevant regulatory requirements and clear proportion regulations on cash dividends under the Articles of Association, in order to maintain the continuity and stability of the cash dividend policy, combined with the actual situation of the Company, as well as industry practices and the cash dividend demands of certain Shareholders, the Company intends to implement cash dividends for 2025. The profit distribution plan is as follows:

1. Based on the total share capital of 25,039,944,560 A Shares and H Shares of the Company as of December 31, 2025, a cash dividend of RMB0.75 (tax inclusive) for every 10 Shares will be distributed to A Shareholders and H Shareholders whose names appear on the register of members of the Company on the record date, with a total amount of cash dividend of RMB1,877,995,842.00. Considering that the Company distributed cash dividends of RMB876,398,059.60 for the interim period of 2025, the Company distributed a total cash dividend of RMB1.10 (tax inclusive) for every 10 Shares for the year 2025, amounting to a total cash dividend of RMB2,754,393,901.60, which accounted for 28.97% of the net profit attributable to the shareholders of the parent company for the year. The remaining profit available for distribution to investors at the end of 2025 will be carried forward to the next year.

2. Cash dividend will be denominated and declared in RMB and paid to A Shareholders in RMB and to H Shareholders in HKD. The actual distribution amount in HKD will be calculated at the rate of average benchmark exchange rate of RMB against HKD published by the People's Bank of China five business days prior to the AGM of the Company.

If there is any change in the total share capital of the Company during the period from the date of disclosure of the dividend distribution plan to the record date for the implementation of the dividend distribution, the Company intends to maintain the total distribution amount unchanged and adjust the distribution ratio per share accordingly.

The 2025 Profit Distribution Plan has been considered and approved at the Board meeting held on March 27, 2026 and is hereby submitted to the AGM for consideration and approval. Subject to the approval at the AGM, it is expected that the Company will distribute cash dividends in accordance with the distribution plan within two months after the AGM.

The Company will make further notice on the record date for the dividend distribution and the date on which the share register of members will be closed.

4. 2025 ANNUAL REPORT

An ordinary resolution will be proposed at the AGM to approve the 2025 Annual Report.

The 2025 Annual Report has been considered and approved at the Board meeting held on March 27, 2026 and is hereby submitted to the AGM for consideration and approval.

The 2025 Annual Report has been published on the website of the Hong Kong Stock Exchange (http://www.hkexnews.hk) and the website of the Company (www.swhygh.com) on April 22, 2026.

5. RESOLUTION REGARDING THE ESTIMATED ORDINARY RELATED PARTY TRANSACTIONS FOR 2026

An ordinary resolution will be proposed at the AGM to approve the resolution regarding the estimated ordinary related party transactions for 2026.

The resolution has been considered and approved at the Board meeting held on March 27, 2026 and is hereby submitted to the AGM for consideration and approval by way of separate sub-resolution.

Details of the resolution are set out in Appendix III to this circular.

6. RESOLUTION REGARDING THE RE-APPOINTMENT OF AUDITORS OF THE COMPANY FOR 2026

An ordinary resolution will be proposed at the AGM to approve the resolution regarding the re-appointment of auditors of the Company for 2026.

In accordance with the provisions of the audit business contract, KPMG Huazhen LLP and KPMG (collectively, "**KPMG**") (as the principal auditors) implemented the annual audit of the Company and its subsidiaries for 2025; and Pan-China Certified Public Accountants LLP ("**Pan-China**") (as the participating auditor) implemented the audit of certain subsidiaries of the Company for 2025. In view of the overall work of the accounting firms in 2025, and in order to ensure the continuity and stability of the audit of the Company's annual reports, it is proposed to re-appoint KPMG as the principal auditors of the Company for 2026, to provide relevant domestic and international audit, review and other services in accordance with the China Accounting Standards for Business Enterprises and the International Financial Reporting Standards; and to re-appoint Pan-China as the participating auditor of the Company for 2026, to provide audit services to certain subsidiaries of the Company. 2026 will be the third consecutive year that KPMG and Pan-China provide audit services to the Company.

The total audit fee of the Company for 2026 was quoted at RMB6.22 million, of which KPMG's audit fee is RMB5.8 million (including internal control audit fee of RMB540,000) and Pan-China's audit fee is RMB420,000, basically in line with the total fees of 2025. The audit fee was determined upon negotiations on a fair and reasonable basis, taking into account the Company's business scale and complexity, the anticipated scope and duration of the audit, the qualifications and experience of the accounting firm, the audit resources and workload required, and prevailing market rates for such services. Furthermore, the audit fee was based on the assumption that there would be no material changes in the Company's business and operations, accounting policies or regulatory environment, and that the Company would provide timely and adequate assistance and information necessary for the audit work. Unless there are material changes to the aforementioned criteria or assumptions, the final audit fee is not expected to differ materially from the initially disclosed estimated amount. Should any material changes occur, the Company will make further disclosures in a timely manner.

It is hereby proposed to agree to appoint KPMG to serve as the principal auditors of the Company for 2026, to provide relevant domestic and international audit, review and other services for the Company's consolidated accounts and certain subsidiaries in accordance with the China Accounting Standards for Business Enterprises and the International Financial Reporting Standards, respectively; to appoint Pan-China to serve as the participating auditor of the Company for 2026, to provide audit services to certain subsidiaries of the Company; and to appoint KPMG Huazhen LLP to serve as internal control auditor of the Company for 2026. The total audit fee will be RMB6.22 million (including RMB540,000 for the internal control audit).

In case of increases or decreases of the audit fee due to the change of the audit scope and content, it will be proposed at the AGM to authorize the Board to determine relevant audit fee.

The resolution has been considered and approved at the Board meeting held on March 27, 2026 and is hereby submitted to the AGM for consideration and approval.

7. RESOLUTION REGARDING THE PUBLIC ISSUANCE OF CORPORATE BONDS

A special resolution will be proposed at the AGM to approve the public issuance of corporate bonds.

In order to promote the business development and improve the capital structure of the Company, and provide a strong capital guarantee for the Company's operation and management, the Company proposes to publicly issue corporate bonds based on the actual situation and business needs of the Company. According to the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Administrative Measures on Corporate Bonds Offering and Trading (《公司債券發行與交易管理辦法》) and other laws, regulations and regulatory documents, the Company is qualified for public issuance of corporate bonds. The specific plan for the proposed issuance of corporate bonds is set out as follows, and is hereby submitted to the AGM for consideration and approval by separate sub-resolution:

I. Applied Issuance Size

The total nominal amount of corporate bonds to be issued under the application shall not exceed RMB9.6 billion (inclusive). The Company may apply for registration for once and issuance in tranches to the extent of the actual approved issuance amount. The AGM is requested to authorize the Board, which shall be approved to delegate the management of the Company to determine the specific size of the applied issuance and the actual issuance plan (including but not limited to the time of issuance, whether to issue in tranches, the size of each tranche, the actual total size of issuance, etc.) within the aforementioned scope according to the requirements of relevant laws and regulations and regulatory authorities, the Company's need for funds and the market conditions prevailing at the time of issuance in the principle of maximizing the interest of the Company.

II. Issuance Method

The corporate bonds will be issued by way of public issuance within the PRC upon registration with the CSRC.

III. Arrangement for Placement to the Shareholders of the Company

The corporate bonds to be issued will not be pre-emptively placed with the Shareholders of the Company.

IV. Term of Bonds

The term of corporate bonds to be issued shall be no longer than 10 years (inclusive).

V. Type of Bonds

Corporate bonds to be issued may be either of a single term, or of a combination of multiple terms. The AGM is requested to authorize the Board, which shall be approved to delegate the management of the Company to determine the specific terms and the size of each type in accordance with relevant regulations and the market conditions prevailing at the time of issuance.

VI. Interest Rate of Bonds and Its Determination Methods

The coupon rate of corporate bonds to be issued is fixed. The AGM is requested to authorize the Board, which shall be approved to delegate the management of the Company and lead underwriters to determine the specific coupon rate of bonds and its payment methods in accordance with the market conditions prevailing at the time of issuance and relevant regulations on interest rate management of corporate bonds.

VII. Target Subscribers

The public issuance of corporate bonds may be open to ordinary investors, or selectively to professional investors only. The AGM is requested to authorize the Board, which shall be approved to delegate the management of the Company to determine the specific target subscribers according to the requirements of relevant laws and regulations and regulatory authorities, the Company's need for funds and the market conditions prevailing at the time of issuance.

VIII. Place of Listing

The Company will apply for the listing of, and permission to deal in, the corporate bonds to be issued on the Shenzhen Stock Exchange.

IX. Use of Proceeds

The proceeds raised from the corporate bonds to be issued are intended to be used in full to repay debts when matured, invest in technology innovation projects or replace the technology innovation investment projects within 12 months. The AGM is requested to authorize the Board, which shall be approved to delegate the management of the Company to determine the specific uses according to the Company's need for funds.

X. Guarantees

Corporate bonds to be issued will not have any guarantee arrangement.

XI. Validity Period of the Resolution

The resolution regarding the corporate bonds to be issued shall be valid for a period of 24 months from the date of consideration and approval at the AGM. Where the Board and/or the management of the Company authorized by it have, during the term of the authorization, decided the issuance or partial issuance of corporate bonds, and where the Company has also, during the term of authorization, obtained the registration, approval or license from or completed filing or recording (if applicable) with regulatory authorities on the issuance, the Company may complete the issuance or relevant partial issuance of corporate bonds during the validity period of confirmation of such registration, approval, license, filing or recording.

XII. Authorization

It is proposed to the AGM to authorize the Board, which shall be approved to delegate the management of the Company to deal with the matters related to the issuance and listing of corporate bonds in accordance with relevant requirements of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Administrative Measures on

Corporate Bonds Offering and Trading (《公司債券發行與交易管理辦法》) and the Articles of Association and within the framework and under the principles considered and approved at the AGM, including but not limited to:

(1) Completing procedures for approval, registration, filing, recording and consent with relevant regulatory authorities and agencies on the issuance;

(2) Formulating and adjusting the specific plans for the issuance of corporate bonds based on actual conditions of the Company and the corporate bonds market in accordance with applicable laws, regulations and relevant requirements of regulatory authorities as well as the resolution passed at the general meeting, including but not limited to all matters relating to the issuance of corporate bonds, such as timing of issuance, specific size and method of issuance, terms of issuance, target subscribers, terms of bonds, whether to issue by tranches and multiple types, arrangement for the size and term of each issuance, tranche and type, nominal value and interest rate of bonds and its determination methods, issuance arrangements, rating arrangements, specific subscription method, whether to incorporate terms of repurchase or redemption, specific placement arrangements, specific use of proceeds, registration and guarantee measures for repayment;

(3) Engaging intermediaries to deal with such matters related to the issuance of the corporate bonds, and upon completion of the issuance, to deal with the matters with respect to the listing, trading or transfer of the corporate bonds to be issued, including but not limited to the authorization, execution, implementation, amendment and completion of all necessary documents, contracts, agreements and treaties in connection with the issuance, trading and transfer of corporate bonds (including but not limited to the prospectus, underwriting agreement, bonds custody agreement, fund supervision agreement, listing, trading or bidding and transfer service agreement, rules of the bondholders' meetings and other legal documents, etc.), and to make information disclosure in accordance with laws, regulations and normative documents;

(4) Selecting the custodian for the corporate bonds to be issued, signing bonds custody agreement and formulating the rules for bondholders' meetings;

(5) Adjusting the specific plans for the issuance of corporate bonds and other relevant matters according to the recommendations made by regulatory authorities in the event that there are changes in their policies relating to the issuance of corporate bonds or changes in the market conditions, save as such matters that require re-approval by the general meeting pursuant to the relevant laws, regulations and the Articles of Association;

(6) Handling other specific matters related the issuance, listing, trading or transfer of corporate bonds to be issued;

(7) Requesting the Board to authorize the management of the Company to deal with, on behalf of the Company, all matters related to the corporate bonds to be issued in accordance with the resolution passed at the AGM and within the authorization of the Board, provided that the above authorization is approved by the AGM;

(8) This authorization being valid commencing from the date of consideration and approval by the AGM and ending on the date of completion of the above authorization.

The resolution has been considered and approved at the Board meeting held on April 29, 2026 and is hereby submitted to the AGM for consideration and approval by way of separate sub-resolution. The matter shall be implemented only upon registration with the CSRC.

8. RESOLUTION REGARDING THE PROPOSED AMENDMENTS TO THE REMUNERATION MANAGEMENT MEASURES FOR SENIOR MANAGEMENT OF THE COMPANY

An ordinary resolution will be proposed at the AGM to approve the resolution regarding the proposed amendments to the Remuneration Management Measures for Senior Management of Shenwan Hongyuan Group Co., Ltd. (the "**Remuneration Management Measures for Senior Management**").

In October 2025, the CSRC revised and issued the Code of Corporate Governance for Listed Companies, requiring listed companies to establish remuneration management systems. In accordance with the provisions and requirements of relevant laws and regulations, the Company hereby proposes to make amendments to the original Remuneration Management Measures for Senior Management to further improve the Company's remuneration management system, refine the provisions regarding the remuneration management of Directors and senior management, and rename it as the Remuneration Management Measures for Directors and Senior Management of Shenwan Hongyuan Group Co., Ltd. (the "**Remuneration Management Measures for Directors and Senior Management**"). The amended Remuneration Management Measures for Directors and Senior Management shall take effect on the date of approval at the AGM. Prior to approval at the AGM, the current Remuneration Management Measures for Senior Management shall remain in effect. The amendments to the Remuneration Management Measures for Senior Management are as follows:

I. Clarification of the Scope of Application

The amendments are applicable to the "Directors and senior management", and clarify the criteria for defining Directors and senior management, to ensure that the scope of application is consistent with regulatory requirements.

II. Optimizing and Refining the Fundamental Principles

The amendments optimize and integrate the four principles of political leadership, functional performance, incentive compatibility and compliance standards in accordance with regulatory requirements.

III. Clarifying Corporate Governance Structures

The amendments clarify the division of responsibilities and approval procedures for the general meeting, the Board, the Remuneration and Nomination Committee as well as the organization and human resources department in the remuneration management for Directors and senior management, standardize the disclosure requirements, and improve the corporate governance operation mechanisms.

IV. Optimizing Remuneration Structure and Standards

The amendments standardize the remuneration structure and standards for Directors and senior management, clarify that the remuneration of executive Directors and senior management shall consist of basic remuneration, annual performance-based remuneration and medium-to-long-term incentive income, implement the regulatory requirement that annual performance-based remuneration shall, in principle, not be less than 50% of the sum of basic remuneration and annual performance-based remuneration, clearly define the remuneration packages for non-executive Directors, independent non-executive Directors and employee Directors, introduce performance assessment requirements covering longer time horizons, and specify that performance evaluations should be

based on audited financial data, thereby promoting alignment between remuneration incentives and long-term performance and risk responsibilities, and further refining a remuneration system that corresponds to job responsibilities, risk exposure and operational performance.

V. Strengthening Deferred Payment and Reclamation

The amendments standardize the management of deferred payment of annual performance-based remuneration for Directors and senior management, and clarify the alignment between the deferral period and the duration of the business risks under their purview, thereby ensuring that the deferred payment mechanism better meets regulatory requirements and reflects the characteristics of business risks. Moreover, the amendments introduce new provisions regarding the reclamation of remuneration in the event of retrospective restatements due to financial fraud, as well as the full or partial reclamation of remuneration for non-compliance, to improve risk constraint mechanisms.

VI. Standardizing Remuneration Settlement and Oversight

The amendments unify the remuneration settlement procedures for Directors and senior management; clarify that relevant Directors should recuse themselves when the Board or the Remuneration and Nomination Committee evaluates individual Directors or discusses their remuneration; improve audit oversight and disciplinary constraints regarding remuneration, and strictly prohibit irregular payments and remuneration for concurrent roles, thereby further strengthening governance processes and oversight mechanisms.

VII. Refining the Conditions Precedent and Governance Procedures

The amendments adjust the conditions precedent for the system to require consideration and approval by the general meeting, so as to comply with the relevant requirements for the governance of listed companies.

VIII. Other Adjustments

The amendments, in accordance with relevant regulations and taking into account the Company's actual circumstances, optimize certain wording, and reasonably consolidate relevant clauses and adjust their sequence.

The resolution has been considered and approved at the Board meeting held on May 29, 2026 and is hereby submitted to the AGM for consideration and approval. The Remuneration Management Measures for Directors and Senior Management (Revised Draft) are set out in Appendix IV to this circular.

THE AGM

The 2025 AGM of the Company will be held at 2:00 p.m. on Friday, June 26, 2026 at the Company's conference room, No. 19, Taipingqiao Street, Xicheng District, Beijing, the PRC. A notice of the AGM is set out on pages 14 to 16 of this circular.

The summary of the important dates for H Shareholders is as follows:

Last Registration Date:	at or before 4:30 p.m. on Monday, June 22, 2026
Closure of Register for H Shares:	Tuesday, June 23, 2026 to Friday, June 26, 2026
Submission of Proxy Form:	at or before 2:00 p.m. on Thursday, June 25, 2026

In order to determine the H Shareholders' entitlement to attend the AGM, the H Share register of members of the Company will be closed from Tuesday, June 23, 2026 to Friday, June 26, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. In order for H Shareholders to attend the AGM, the relevant share certificates, accompanied by all share transfer documents, must be lodged 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, Wan Chai, Hong Kong, by 4:30 p.m. on Monday, June 22, 2026. H Shareholders whose names appear on the H Share register of members of the Company on Tuesday, June 23, 2026 shall be entitled to attend and vote at the AGM.

A form of proxy for use at the AGM has been published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.swhygh.com) and has despatched to H Shareholders in the manner in which H Shareholders have selected to receive corporate communications.

H Shareholders shall return the proxy form, or the notarized power of attorney or other authorization documents to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by hand or by post, no later than 24 hours before the time appointed for convening the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof in person if you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at a general meeting must be taken by poll. Therefore, the resolutions to be proposed at the AGM will be voted by poll. Results of the poll voting will be posted on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and on the website of the Company at www.swhygh.com upon the conclusion of the AGM.

The aforesaid resolutions 1 to 6 and resolution 8 are ordinary resolutions to be passed by the affirmative votes representing more than one half of the total number of Shares held by the Shareholders attending the AGM with voting rights; the resolution 7 is a special resolution to be passed by the affirmative votes representing over two-thirds of the total number of Shares held by the Shareholders attending the AGM with voting rights.

Pursuant to Rule 2.15 of the Listing Rules, where shareholders' approval is required with regard to a transaction, any shareholder that has a material interest in such transaction shall abstain from voting on the resolution(s) on whether or not to approve such transaction at the shareholders' general meeting.

As far as the Directors are aware as at the Latest Practicable Date, the Shareholders who have a material interest in the resolution 5.1, i.e. JIC and Central Huijin, will abstain from voting on the resolution 5.1; the Shareholders who have a material interest in the resolution 5.2, i.e. Shanghai Jiushi (Group) Co., Ltd. and Sichuan Development Holding Co., Ltd., will abstain from voting on the resolution 5.2. As at the Latest Practicable Date, JIC directly holds 6,596,306,947 Shares with voting rights of the Company (representing approximately 26.34% of the total issued share capital of the Company), Central Huijin directly holds 5,020,606,527 Shares with voting rights of the Company (representing approximately 20.05% of the total issued share capital of the Company), Shanghai Jiushi (Group) Co., Ltd. directly holds 1,212,810,389 Shares with voting rights of the Company (representing approximately 4.84% of the total issued share capital of the Company), and Sichuan Development Holding Co., Ltd. directly holds 1,124,543,633 Shares with voting rights of the Company (representing approximately 4.49% of the total issued share capital of the Company). Save as disclosed above, no Shareholder is considered to have a material interest in any of the resolution proposed at the AGM and has to abstain from voting at the AGM approving the resolution.

RECOMMENDATION

The Directors consider that the above-mentioned resolutions are in the best interests of the Company and its Shareholders as a whole. Therefore, the Board recommends you to vote in favor of the relevant resolutions set out in the notice of the AGM attached to this circular.

Your attention is also drawn to the additional information set out in the appendices to this circular.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By order of the Board
Shenwan Hongyuan Group Co., Ltd.
Liu Jian
Chairman

申萬宏源集團股份有限公司
SHENWAN HONGYUAN GROUP CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6806)

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting (the "**AGM**") of Shenwan Hongyuan Group Co., Ltd. (the "**Company**") will be held at 2:00 p.m. on Friday, June 26, 2026 at the Company's conference room, No. 19, Taipingqiao Street, Xicheng District, Beijing, the PRC to consider and, if thought fit, approve the following resolutions (special resolution is marked by *). Unless otherwise indicated, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated June 4, 2026.

RESOLUTIONS

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

2. To consider and approve the 2025 Annual Financial Report

3. To consider and approve the 2025 Profit Distribution Plan

4. To consider and approve the 2025 Annual Report

5. To consider and approve the Resolution regarding the Estimated Ordinary Related Party Transactions for 2026

    5.1 Ordinary related party transactions with China Jianyin Investment Ltd. and its subsidiaries

    5.2 Ordinary related party transactions with other related parties

6. To consider and approve the Resolution regarding the Re-appointment of Auditors of the Company for 2026

7. *To consider and approve the Resolution regarding the Public Issuance of Corporate Bonds

    7.1 Applied issuance size

    7.2 Issuance method

    7.3 Arrangement for placement to the Shareholders of the Company

    7.4 Terms of bonds

    7.5 Types of bonds

    7.6 Interest rates of bonds and determination methods

    7.7 Target subscribers

7.8 Place of listing

7.9 Use of proceeds

7.10 Guarantees

7.11 Validity period of the resolution

7.12 Authorization

8. To consider and approve the Resolution regarding the Proposed Amendments to the Remuneration Management Measures for Senior Management

OTHER MATTER

9. To listen to the Work Report of Independent Directors

By order of the Board
Shenwan Hongyuan Group Co., Ltd.
Liu Jian
Chairman

Beijing, the PRC
June 4, 2026

Notes:

1. In order to determine the H Shareholders' entitlement to attend the AGM, the H Share register of members of the Company will be closed from Tuesday, June 23, 2026 to Friday, June 26, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. In order for H Shareholders to attend the AGM, the relevant share certificates, accompanied by all share transfer documents, must be lodged 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, Wan Chai, Hong Kong, by 4:30 p.m. on Monday, June 22, 2026. H Shareholders whose names appear on the H Share register of members of the Company on Tuesday, June 23, 2026 shall be entitled to attend and vote at the AGM.

2. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf at the AGM. A proxy needs not be a Shareholder of the Company.

   The proxy form shall be signed by the Shareholder or his/her/its attorney who has been authorized in writing or, in the case of a corporation as a Shareholder, must either be executed under its common seal or under the hand of its legal representative, director(s) or duly authorized attorney(s). In case of joint holders of the Shares, this form of proxy must be signed by the joint holder whose name stands first in the register of members of the Company.

   H Shareholders are required to return the proxy form or the notarized power of attorney or any other authorization documents to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by hand or by post no later than 24 hours before the time appointed for convening the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof in person if you so wish.

3. In case of joint Shareholders and if more than one joint Shareholder in person or by proxy attend the meeting, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted as the exclusion of the votes of the other joint Shareholder(s) and for this purpose seniority will be determined by the order in which the names stand on the register of members of the Company in respect of the joint shareholding.

4. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), all votes of shareholders at a general meeting must be taken by poll. Therefore, all resolutions to be proposed at the AGM will be voted by poll.

   The aforesaid resolutions 1 to 6 and resolution 8 are ordinary resolutions to be passed by the affirmative votes representing more than one half of the total number of Shares held by the Shareholders attending the AGM with voting rights; the resolution 7 is a special resolution to be passed by the affirmative votes representing over two-thirds of the total number of Shares held by the Shareholders attending the AGM with voting rights.

   Pursuant to Rule 2.15 of the Listing Rules, where shareholders' approval is required with regard to a transaction, any shareholder that has a material interest in such transaction shall abstain from voting on the resolution(s) on whether or not to approve such transaction at the shareholders' general meeting.

   As far as the Directors are aware, as at the date of this notice, the Shareholders who have a material interest in the resolution 5.1, i.e. China Jianyin Investment Ltd. and Central Huijin Investment Ltd., will abstain from voting on the resolution 5.1; the Shareholders who have a material interest in the resolution 5.2, i.e. Shanghai Jiushi (Group) Co., Ltd., and Sichuan Development Holding Co., Ltd., will abstain from voting on the resolution 5.2. Save as disclosed above, no Shareholder is considered to have a material interest in any of the resolution proposed at the AGM and has to abstain from voting at the AGM approving the resolution.

5. The contact details of the place of business of the Company are as follows:
   Contact Address: 20/F, Dacheng International Building, 358 South Beijing Road, Urumqi High-tech Zone, Xinjiang, the PRC/No. 19, Taipingqiao Street, Xicheng District, Beijing, the PRC
   Postal Code: 830011/100033
   Contact Person: Zhu Li/Cheng Zaiyi
   Telephone No.: (+86) 991 2301870/(+86) 10 88085926
   Facsimile No.: (+86) 991 2301779/(+86) 10 88085059

6. The AGM is expected to last for half a day. Shareholders or their proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.

SHENWAN HONGYUAN GROUP CO., LTD.
2025 WORK REPORT OF THE BOARD OF DIRECTORS

2025 is the last year of the "14th Five-Year" plan. The Board of the Company adhered to the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, thoroughly implemented the decisions and plans of the Party Central Committee and the State Council regarding financial work, strictly followed laws, regulations and rules such as the Company Law, earnestly implemented all resolutions of general meetings, and effectively fulfilled core functions of "formulating strategies, making decisions and preventing risks"; made efforts to promote the optimization of the Company's governance system, scientifically planned the new round of strategic planning, deepened strategic implementation and business transformation, effectively prevented and defused major risks, actively fulfilled social responsibilities of state-owned financial enterprise, and achieved solid results in high-quality development. During the year, the Company achieved consolidated operating revenue of RMB24.256 billion, net profit of RMB10.527 billion, net profit attributable to shareholders of the parent company of RMB9.507 billion, basic earnings per share of RMB0.38 per share, and weighted average return on net equity of 8.76%. The shareholders' return continued to be at a high level.

I. MAIN WORK IN 2025

(I) Strengthened Functional Positioning and Improved the Quality and Efficiency of Financial Services for the Real Economy

In 2025, the Company firmly adhered to the fundamental principle of financial services supporting the real economy, upheld the core value of "faith and responsibility, pursuing innovation on the basis of what has worked in the past, and pursuit of excellence", deeply integrated serving national strategies with business development, fully implemented the decisions and plans of the Party Central Committee, served the "Five Priorities" on finance, and earnestly contributed to the construction of a financial powerhouse. **Served the development of new quality productive forces.** The Company facilitated the issuance and listing of a number of technology enterprises, and the issuance volume and underwriting scale of science and technology innovation bonds increased significantly year-on-year; the Company released the first "New Quality Productive Forces Index" in the industry, initiated the establishment of the first science and technology innovation fund in Xinjiang dedicated to investing in emerging enterprises, small enterprises and hard technology enterprises, released the "STAR Market White Paper 2025" for the sixth consecutive year, and participated in the subscription of the first batch of science and technology innovation bond ETFs and provided market-making services, thereby comprehensively enhancing the "science content" of business. **Deepened the traditional advantages of inclusive finance.** The Company recommended 29 projects for listing on the NEEQ and private placements, maintaining a leading position in the industry; innovatively launched the "New Quality Productive Forces, Hundreds of Events, Thousands of Enterprises" series of activities, serving over 800 customers. **Upheld the investor-centered value orientation.** The Company intensified its service efforts for low-risk customer groups, enriched the supply of structured notes and pension financial products, and established "intelligent investor education agents" based on large models. Throughout the year, the Company carried out over 1,300 investor education activities, benefiting more than 16 million investors. **Actively served high-level opening-up.** The Company assisted a number of enterprises in successfully listing in Hong Kong, and facilitated the issuance of the first corporate bonds for scientific and technological innovation "Belt and Road Initiative" energy supply security in the market. For OTC derivatives business, the Company achieved full coverage of the full range of equity, fixed income and commodity products in both northbound and southbound flows, and promoted high-quality enterprises and resources to "go global" and "bring in".

(II) Deepened Governance Reform and Systematically Enhanced the Modern Corporate Governance Capacity

The Board firmly implemented the "two consistent adherence" requirements for state-owned enterprises, promoted the organic integration of the Party's leadership and corporate governance, implemented the pre-study procedure of the Party Committee for major matters, and ensured coordination and connection between the leadership role of the Party Committee in "setting the direction, overseeing the overall situation and ensuring implementation" and the core functions of the Board. **Successfully implemented reforms of the Board of Supervisors.** The Company implemented the new Company Law and the regulatory requirements for listed companies, made overall plans for the reform of the Board of Supervisors within the Company, carefully studied the reform plan, continuously supervised the progress of the reform, and achieved a smooth transition of supervisory functions from the Board of Supervisors to the Audit Committee under the Board, further strengthened the functions of the Board, improved the internal supervision system, and built a governance structure with transparent rights and responsibilities, coordinated operation, and effective checks and balances. **Optimized the operation mechanism of the Board.** During the year, the Company organized and held 2 general meetings, 9 meetings of the Board, 20 meetings of the special committees under the Board and 3 special meetings of the independent Directors. The Company conducted in-depth research on major matters and proposals to ensure scientific and prudent decision-making; strengthened research to empower decision-making; focusing on key issues such as the formulation of the new round of strategic plans and the layout of international business, organized multiple rounds of in-depth research to provide solid support for precise decision-making; and in response to the new situation of governance reform, timely reviewed and revised 28 governance-level rules and regulations to continuously consolidate the corporate governance system. **Strengthened the sense of responsibility and commitment of Directors.** All directors strictly abided by laws, regulations and the Articles of Association, etc., fulfilled their duties with dedication and in a standardized manner, attended the meetings of the Board and special committees on time, proactively and positively understood the Company's operating conditions, independently and prudently exercised their powers, and provided professional opinions for the Company's major decisions. During the year, they have all earnestly and effectively performed their duties as Directors. The Company has established a reasonable remuneration policy to fully play the role of incentives and constraints. The remuneration of executive Directors is linked to the contribution of their positions, the length of service, the results of their personal assessment and other factors. Non-executive Directors do not receive remuneration from the Company. The remuneration standards for independent non-executive Directors are determined with reference to the remuneration, allowance and subsidy levels of other financial enterprises.

With solid practice in corporate governance, the Company received a number of honors, including the "Best Practice Case of the Board" and the "Highest 5A-level of Performance Evaluation of Secretary to the Board" from China Association for Public Companies, and the "Outstanding Contribution in Corporate Governance Award" of Gold Round Table from Directors & Boards, etc.

(III) Focused on Coordinated Efforts of Principal Businesses and Achieved Dual Improvements in Operating Performance and Core Competitiveness.

In 2025, the Company further intensified strategic implementation, focused on principal businesses to continuously enhance core competitiveness and profitability, and promoted coordinated development of all core business segments to achieve stable and progressive business performance with enhanced efficiency and quality. In terms of the **wealth management business**, the Company continuously deepened the construction of "channel power, service power, product power, digital power and management power" strengthened the operation of Internet content and brand building, and achieved steady growth in core business indicators. In terms of the **investment banking business**, the Company focused on the transformation and development goals of "technologization, industrialization, internationalization and integration". The scale of equity underwriting increased

significantly year-on-year, and the bond financing business maintained a stable development trend. In terms of the **asset management business**, the Company continuously promoted the construction of investment research, product and channel systems, deepened internal collaboration, and achieved good results in proactive management transformation. In terms of the **institutional business**, the Company continuously improved the integrated service system in line with the high-quality development requirements of the industry, and significantly enhanced research capabilities and brand influence. SWS Research has been listed on the New Fortune's "Most Influential Research Institution" and "Local Gold Research Team" list for 23 consecutive times. In terms of the **securities investment business**, the Company actively seized the investment opportunities in the equity market, optimized the allocation strategy, strengthened risk control, and further improved portfolio structures and return efficiency. In terms of the **FICC business**, the Company continuously strengthened bond research and investment capabilities, optimized multi-asset allocation, maintained its leading position in the industry, and steadily transformed towards cross trade businesses. In terms of the **derivatives and market-making trading business**, the Company improved the product matrix, and maintained a leading position in the industry in terms of comprehensive competitiveness. In terms of the **international business**, the Company continuously advanced the construction of overseas platforms, further improved the coordinated operation model both at home and abroad, and comprehensively enhanced the full-chain service capabilities of cross-border finance. In terms of the **principal investment business**, the Company actively enhanced institutional investment capabilities, increased the intensity of project investment, and implemented coordinated projects at multiple levels, constantly improving the efficiency of comprehensive financial services.

(IV) Deepened Reform and Innovation to Enhance the Vitality and Management Efficiency of Systems and Mechanisms

Over the past year, the Company has closely focused on the deep-seated issues constraining high-quality development, accelerated the pace of reform and innovation, and proactively fostered new growth drivers. **Strengthened the leading role of strategy**. Centering on the mission and vision of "creating value with professional services" and "becoming a trusted first-class investment bank and investment institution in the long run", the Board coordinated and promoted the preparation of a new round of strategic planning, conducted in-depth frontline supervision and research focusing on key areas such as business transformation and upgrading, as well as management quality and efficiency improvement, thereby effectively enhancing the scientific and forward-looking the strategic planning. **Advanced institutional and mechanistic reforms in depth**. The Board promoted the "mega-department" reform within the major investment banking and institutional business lines, thereby streamlining the management hierarchy of branch companies, improving the mechanisms for integrated domestic and international development and collaborative operations across business lines, strengthening the centralized management of back-office functional lines, and reinforcing the penetrated management of subsidiaries. **Accelerated the implementation of digital intelligence transformation**. The Board advanced the iterative upgrade of key business systems including the institutional service platforms, custody and operation service platforms, and cross-border derivatives systems, thereby optimizing the service processes and enhancing the customer experience. The Board promoted the Company for deeply participating in the formulation of industry IT application innovation standards and creating the first "AI + IT Application Innovation Management" practice case in the industry; deepened the innovative application of AI, and established an "AI+" digital transformation strategy, thereby improving the refined management via technology empowerment. **Strengthened cultural development and brand building**. The Board promoted the Company to practice in-depth the culture of finance with Chinese characteristics, coordinate cultural cultivation, brand communication and value empowerment, with the Company's featured cases on cultural development being selected as excellent cases by the Securities Association of China for five consecutive years.

(V) Upheld Standardized Operation and Strengthened Information Disclosure and Investor Relations Management

In 2025, the Company diligently implemented the regulations of the CSRC, the Shenzhen Stock Exchange, the Hong Kong Stock Exchange and other listing regulatory agencies, strictly fulfilled information disclosure obligations by releasing 4 regular reports and more than 400 ad hoc reports throughout the year, receiving the highest Class-A rating for information disclosure from the Shenzhen Stock Exchange. The Directors duly reviewed the Company's announcements and related materials, regularly accessed the Company's publicly released information, paid close attention to the media coverage and information related to the Company, and supervised the continuous improvement and implementation of the information disclosure management system of the Company. Adhering to a results-oriented approach to information disclosure, the Board promoted the establishment of an efficient mechanism for information transmission and collaborative normative operations between the parent company and subsidiaries, and effectively implemented the requirements of listed company regulations among all business lines, branches and subsidiaries. The Board strictly enforced the normative operation requirements of related party (connected) transactions, independence of listed companies and regulation of the behavior of major shareholders, promoted the optimization of basic systems and processes at the governance level, and strengthened communication with and reporting to the regulators, so as to effectively enhance overall governance capability. The Board optimized the investor relations management practices, earnestly organized results presentations and the online collective reception day for listed companies, and enriched investor communication activities such as surveys and roadshows, enhancing the Company's transparency and strengthening investor recognition of our value. The Company was awarded the "Best Practice for Results Presentation" by the China Association for Public Companies in the year. The Board strengthened services and safeguards for minority investors, promptly responded to their inquiries and requests through channels such as the investor hotline and the "EasyIR" platform of the Shenzhen Stock Exchange, to optimize share management services. The Board actively responded to regulatory calls, formulated the Market Value Management System to standardize and enhance the market value management.

Overall, the Board of Directors is of the view that the Company's information disclosure has strictly complied with laws, regulations and regulatory requirements, and in accordance with the principles of openness, fairness, impartiality, timeliness, accuracy and completeness, comprehensively and prudently disclosed the Company's material information, effectively safeguarded investors' right to know and right to participate, and has tangibly upheld the Company's positive reputation in the capital market as well as the legitimate rights and interests of all shareholders.

(VI) Coordinated Development and Security to Continuously Improve the Comprehensive Risk Management System

In the face of a complex and changing market environment, the Company has accelerated the establishment of a comprehensive risk management structure centered on effectiveness, building a robust safety barrier for high-quality development. **Strengthened the closed-loop risk management**. The Company has refined the "N+X" policy system, comprehensively reviewed risk categories with clear control criterions, intensified risk screening in key areas, and improved the collaborative mechanism of the "three lines of defense", thereby fully enhancing the risk control capabilities. In line with market conditions and business development, the Board has timely optimized risk management policies for key business areas, achieving a benign interaction between risk prevention and compliant operations. The Board spared no effort in and achieved remarkable results of resolving and disposal of risk projects. **Earnestly fulfilled the important role as the "gatekeeper" of the capital market.** The Company has integrated compliance and sound operation into the customer service work, and built up a solid barrier against fraudulent and counterfeiting behavior in the capital market. Relying on professional pricing and product creation, the Company has provided entity enterprises and various investors with more risk management means and risk mitigation tools, thus

contributing to the stable and healthy operation of the real economy and the capital market. In 2025, the Company experienced no major risk incidents, and all core risk control indicators remained in compliance with regulatory requirements.

(VII) Empowered Sustainable Development and Fulfilled the Social Responsibilities of a State-Owned Financial Enterprise

The Company has always adhered to the original mission as a state-owned financial enterprise, integrated the fulfillment of social responsibilities into the entire process of strategic planning and operational management, to feedback society in various ways and promote the coordinated development of the economy and society. **Actively created value for investors.** During the year, the Company completed the 2024 annual and 2025 interim profit distributions. Since the listing, cumulative cash dividends have exceeded RMB18 billion, enhancing investors' sense of gain. **Created value for clients.** The Company has embedded the "client-centric" business philosophy throughout the entire business development process. Through financial product innovation, the construction of investment advisory platforms, the optimization of customer service channels and experience as well as investor education, the Company has provided clients with multi-dimensional, professional and personalized comprehensive financial services, improving the client satisfaction. **Assisted employees in enhancing their value.** The Company has adhered to the people-oriented approach, regarded human resources as the primary resource for corporate development, proactively broadened career development paths for employees, created good working conditions and atmosphere for employees, and earnestly fulfilled the responsibilities towards them. **Deeply implemented the concept of sustainable development.** The Company has diligently fulfilled the regulatory requirements, studied and formulated the Sustainable Development and ESG Management Enhancement Plan of Shenwan Hongyuan, optimized ESG management measures, and further integrated ESG practices into the front-end of our businesses. In 2025, the Company's MSCI ESG Rating was upgraded to A-level for consecutive years, with all mainstream ESG ratings ranking at the forefront of the industry. **Contributed value to the society.** The Company continued to excel in designated assistance and rural revitalization efforts, proactively coordinated relevant resources to allocate assistance funds and attract investments, thereby facilitating the labor transfer and employment. During the year, the Company was honored with multiple awards, including the "Best Practice Case for Sustainable Development" by the China Association for Public Companies and the "2025 Excellent Practice Case for Rural Revitalization" by Xinhuanet.

Looking back on the past year, the Company has consistently upheld and strengthened the overall leadership of the Party, closely aligned with the developmental positioning of a state-owned financial enterprise, seized the opportunity of governance structure reform to continuously optimize modern corporate governance of a state-owned financial enterprise. Guided by strategic planning and execution, the Company has steadily advanced business transformation, institutional and mechanistic reforms, and the prevention and resolution of financial risks, thereby maintaining an overall momentum of robust development. While acknowledging the achievements, the Board is also keenly aware that the Company still faces numerous issues and challenges in its reform and development. Regarding industry trends and regulatory orientation, the current capital market presents both opportunities and challenges. Against the backdrop of industry consolidation, the competitive landscape and profit models are undergoing profound adjustments, the scope and depth of financial services for the real economy continue to expand. With the implementation of the new Company Law and the deepening of the "Two Priorities and Two Stringencies" regulatory orientation, reforms in state-owned financial assets are ongoing. Efforts to improve the quality and investment value of listed companies are being pushed forward in depth, making the role and status of the Board increasingly prominent. When measured against the new situation, new tasks and new requirements, gaps remain in the Company's capability to serve national strategies. The results of our business transformation are still to be consolidated, financial technology empowerment is not yet sufficient, and refined risk management in certain areas needs further improvement. Moving forward, the Company will adhere to a unified approach that is both problem-oriented and goal-oriented, continuously optimize

governance system, deeply advance institutional and mechanistic reforms, strengthen the core competitiveness, increase investment in financial technology, and enhance the refined risk management, so as to effectively promote the Company's high-quality development to a new height.

II. KEY WORK ARRANGEMENTS FOR 2026

2026 marks the inaugural year of the 15th Five-Year Plan and is a pivotal year for the Company to deepen institutional and systemic reforms and drive a comprehensive business transformation. The Board will fully implement the spirit of the 20th National Congress of the Communist Party of China, the Third and Fourth Plenary Sessions of the 20th CPC Central Committee, the Central Conference on Financial Work and the Central Conference on Economic Work, adhere to the general principle of pursuing progress while maintaining stability, uphold the unity of strengthening the Party's leadership and improving corporate governance, accelerate the advancement of a new round of strategic planning and implementation, drive the Company to intensify its business transformation, persistently enhance core competitiveness, contribute to the healthy and stable operation of the capital markets, and embark on the new journey of the 15th Five-Year Plan through high-quality development. The following key tasks will be prioritized:

(I) Uphold Political Stance Align with National Strategies and Deepen the Empowerment of Financial Service

The Company will continue to thoroughly implement the major decisions and deployments of the Party Central Committee, practice the original aspiration and mission of "finance for the people", and consciously integrate its own development into the broader context of the nation's economic and social development. Focusing on the core areas of the "Five Priorities" on finance, we will leverage the synergies of our "research + investment + investment banking" model. With a focus on serving new-quality productive forces, we will engage deeply in corporate value creation, continuously broaden the scope of financial services, and meet the wealth management needs of the people. We will strike a balance between functionality and profitability, continuously improve the working framework for serving national strategies, and incentivize and guide frontline staff to firmly establish a sense of responsibility towards serving national strategies, whilst strengthening practical and effective measures to support these strategies.

(II) Strengthen Strategic Leadership to Drive Business Transformation and Enhance Management Quality

Taking the new round of strategic planning as an opportunity, we will fully capitalize on the significant opportunities presented by the reform and development of the capital markets, fully leverage its inherent resources and comparative advantages, and consolidate and enhance key capabilities such as value discovery, product creation, asset pricing, resource allocation and risk management, thereby driving targeted transformation and synergistic efforts across all major business lines. **The wealth management business** will focus on enhancing the "five core capabilities" of channel strength, service quality, product innovation, digital capabilities and management proficiency, accelerating its transformation into a comprehensive wealth management platform; **the asset management business** will strengthen its core capabilities in active management and investment research, develop distinctive product portfolios, and enhance steady medium- to long-term returns for investors; **the investment banking business** will concentrate on the hard technology sector, building core value discovery capabilities rooted in the industrial chain; **the institutional business** will continue to expand the influence of its research brand, exerting efforts in both broadening client coverage and deepening service offerings to create a one-stop institutional service platform; **the investment and trading business** will adhere to a non-directional, low-volatility, absolute return strategy, continuously enriching its client and proprietary trading portfolio; **the international business** will further strengthen the integration of domestic and overseas resources and the coordination of end-to-end operations; **the proprietary investment business** will further deepen internal resource synergy to enhance the stability, long-term sustainability and balance of operations.

(III) Deepen Reform and Tackle Key Challenges, Anchoring on World-class Goals to Stimulate Internal Vitality

We will further optimize top-level design, take "building a world-class investment bank and investment institution" as the core objective, and continue to deepen institutional and mechanism reforms. We will vigorously advance the integrated development of "One Shenwan Hongyuan", refine organizational structures and synergy mechanisms, and promote the efficient integration of resources across business lines, organizational levels, and domestic and international operations. We will fully advance digital and intelligent transformation and upgrading, improve the integrated IT coordination mechanism between the Group and its subsidiaries, coordinate information system planning, strengthen the development of client-facing platforms and "AI +" intelligent upgrading, and empower business development and operational efficiency improvement via financial technology. We will strengthen the development of our cadre and talent teams, improve incentive and restraint mechanisms, and firmly establish a personnel selection and appointment philosophy featuring "practical work and tangible results, as well as a sense of responsibility and initiative". We will leverage the guiding role of Party building and corporate cultural strengths to foster a positive atmosphere for dedication and innovation.

(IV) Consolidate Fundamentals and Drive Improvement in the Quality and Investment Value of Listed Companies

The Board will further strengthen its sense of responsibility and persistently promote improvements in the effectiveness of corporate governance and the standardization of operational practices. **We will optimize the corporate governance framework**, promptly implement the latest laws, regulations and regulatory requirements, and continuously refine the governance system and operational mechanisms. In light of the institutional arrangement that the audit committee of the Board assumes the supervisory powers of the supervisory board after the implementation of the revised Company Law, we will improve the internal supervision and checks-and-balances system, consolidate the core functions of the Board, and lay a solid governance foundation for high-quality development. **We will deepen our commitment to investor relations management**, establish a robust multi-channel investor communication system, and enhance investor services and protection to effectively safeguard the legitimate rights and interests of investors; we will optimize the shareholder return mechanism, steadily advance profit distribution, and share the fruits of our development with investors. **We will strengthen oversight of compliant operations**, fulfil information disclosure obligations in a timely and accurate manner, and enhance the transparency of information disclosure; we will strictly enforce requirements regarding the management of insiders, related-party (connected) transactions, codes of conduct for major shareholders, management of raised funds, and external guarantees, thereby continuously improving the Group's overall level of compliant operations.

In 2026, the Board of the Company will continue to strengthen its own capabilities, perform its duties with diligence, make sound decisions, conscientiously fulfil information disclosure obligations, continuously enhance investor relations management, and constantly optimize corporate governance. We will make every effort to ensure the effective implementation of the Company's strategic plans and to improve the quality and efficiency of operational management, striving to create sustainable value for customers, shareholders and society. Through concrete actions, we will serve the high-quality development of the capital market and contribute more significantly to the advancement of China's ambition to become a financial powerhouse.

SHENWAN HONGYUAN GROUP CO., LTD.
2025 ANNUAL FINANCIAL REPORT

Dear Shareholders,

The 2025 Annual Financial Report of Shenwan Hongyuan Group Co., Ltd. (the "**Company**") has been audited by KPMG Huazhen LLP. The Company has completed the preparation of the 2025 Annual Financial Report based on the audited financial report, and hereby submit it for consideration:

I. OVERALL FINANCIAL POSITION

As at the end of 2025, the Company's total assets amounted to RMB741.547 billion, representing an increase of 6.30% from the beginning of the year; and the equity interests attributable to shareholders of the parent company amounted to RMB111.597 billion, representing an increase of 6.50% from the beginning of the year.

In 2025, the Company recorded operating income of RMB24.256 billion, representing a year-on-year increase of 30.29%; net profit of RMB10.527 billion, representing a year-on-year increase of 68.42%; net profit attributable to shareholders of the parent company of RMB9.507 billion, representing a year-on-year increase of 82.46%; and the weighted average return on equity of 8.76%, representing a year-on-year increase of 3.68 percentage points.

Unit: RMB'00 million

Item	End of 2025	End of 2024	Increase or decrease *(%)*
Total assets	7,415.47	6,975.97	6.30
Total liabilities	6,013.70	5,642.48	6.58
Equity interests	1,401.77	1,333.49	5.12
Equity interests attributable to shareholders of the listed company	1,115.97	1,047.84	6.50

Item	2025	2024		Increase or decrease *(%)*
		Before adjustment	After adjustment	After adjustment
Operating income	242.56	247.35	186.17	30.29
Operating expenses	112.04	173.39	112.21	-0.15
Net profit	105.27	62.51	62.51	68.42
Net profit attributable to shareholders of the parent company	95.07	52.11	52.11	82.46
Weighted average return on equity (%)	8.76	5.08	5.08	Increased by 3.68 percentage points

In this report, any discrepancies between the total shown and the sum of the amounts listed are due to rounding.

Note: According to the Accounting Treatment Implementation Q&A for Standard Warehouse Receipt Transactions issued by the Ministry of Finance on July 8, 2025, the Company has made retrospective adjustments to data for the comparable period of "other operating income" and "investment income" under "operating income", as well as "other operating costs" under "operating expenses" in the 2024 consolidated financial statements. After adjustment, operating income decreased by RMB6.118 billion, of which the "other operating income" decreased by RMB6.084 billion, "investment income" decreased by RMB34 million; "operating expenses" decreased by RMB6.118 billion, of which the "other operating costs" decreased by RMB6.118 billion.

II. ASSETS AND LIABILITIES

As at the end of 2025, the Company's total assets amounted to RMB741.547 billion, and total liabilities amounted to RMB601.370 billion. After excluding client funds of RMB142.115 billion, the Company's proprietary assets amounted to RMB599.432 billion, proprietary liabilities amounted to RMB459.255 billion, which are summarized as follows:

(I) Major Proprietary Assets

1. Financial investment

The financial investment of the Company includes financial assets held for trading, debt investment, other debt investment and other equity instrument investment. The total balance at the end of the period was RMB399.047 billion, representing a decrease of RMB8.017 billion or 1.97% as compared with the beginning of the year, mainly due to the decrease in the scale of bond investment.

2. Margin accounts receivable

The balance of margin accounts receivable of the Company at the end of the period amounted to RMB95.973 billion, representing an increase of RMB21.129 billion or 28.23% as compared with the beginning of the year, mainly due to the increase in the financing needs of customers.

3. Refundable deposits

The balance of refundable deposits of the Company at the end of the period was RMB21.655 billion, representing an increase of RMB10.796 billion or 99.41% as compared with the beginning of the year, mainly due to the increase in the transaction deposits.

4. Derivative financial assets

The balance of derivative financial assets of the Company at the end of the period was RMB4.773 billion, representing a decrease of RMB4.123 billion or 46.34% as compared with the beginning of the year, mainly due to changes in the scale and fair value of equity and interest rate derivatives.

(II) Major Proprietary Liabilities

1. Borrowings and debt financing instruments

The borrowings and debt financing instruments of the Company include short-term borrowings, short-term financing payables, placements from other financial institutions and bonds payable. The total balance at the end of the period amounted to RMB186.738 billion,

representing an increase of RMB20.541 billion or 12.36% as compared with the beginning of the year, mainly due to the impact of the increase in the scale of bonds payable and short-term financing payables.

As at the end of 2025, there was no due and outstanding debt repayable, the solvency was relatively strong in overall and the liquidity risk was under control.

2. Financial assets sold under repurchase agreements

The balance of the financial assets sold under repurchase agreements of the Company at the end of the period amounted to RMB185.697 billion, basically in line with the same period last year.

3. Payables

The balance of payables of the Company at the end of the period amounted to RMB28.338 billion, representing a decrease of RMB5.010 billion or 15.02% as compared with the beginning of the year, mainly due to the decrease in payable performance deposits and settlement payables.

III. FINANCIAL INCOME AND EXPENSES

(I) Operating Income

In 2025, the Company realized operating income of RMB24.256 billion, representing a year-on-year increase of RMB5.639 billion or 30.29%, which are summarized as follows:

1. The net fee and commission income amounted to RMB8.477 billion, representing a year-on-year increase of RMB1.801 billion or 26.97%.

   Of which: the net income from securities and futures brokerage business amounted to RMB5.993 billion, representing a year-on-year increase of RMB1.390 billion or 30.20%, mainly due to the growth of trading volume in the market of 2025, and the year-on-year increase of the securities trading agency business; the net income from investment banking business amounted to RMB1.213 billion, representing a year-on-year increase of RMB240 million or 24.64%, mainly due to the year-on-year increase in income from the equity underwritten business; the net income from asset under management and fund management business amounted to RMB734 million, representing a year-on-year decrease of RMB62 million or 7.81%, mainly due to the year-on-year decrease in funds management fee income.

2. The total investment income (including gains or losses on changes in fair value) amounted to RMB14.935 billion, representing a year-on-year increase of RMB3.815 billion or 34.31%, mainly attributable to market movements and a year-on-year increase in investment income from equity financial assets.

3. The net interest income amounted to RMB643 million, representing a year-on-year increase of RMB115 million. Of which: the interest income was RMB8.836 billion, representing a year-on-year decrease of RMB439 million or 4.74%, mainly due to the decline in market interest rates, which led to a year-on-year decrease in interest income from own funds; the interest expenses amounted to RMB8.194 billion, representing a year-on-year decrease of RMB554 million or 6.34%, mainly due to the decline in market interest rates, which resulted in a year-on-year decrease in debt financing costs.

(II) Operating Expenses

In 2025, the Company's operating expenses amounted to RMB11.204 billion, representing a year-on-year decrease of RMB17 million or 0.15%. The main details are as follows:

1. The business and management expenses amounted to RMB10.662 billion, remaining basically unchanged from the same period last year.

2. The credit impairment losses amounted to RMB301 million, representing a year-on-year decrease of RMB173 million, mainly due to the year-on-year decrease in new impairment provisions for debt investments.

3. The impairment losses on other assets amounted to RMB34 million, representing a year-on-year increase of RMB18 million, mainly due to the year-on-year increase in impairment provisions for long-term equity investments.

IV. CASH FLOWS

In 2025, the Company recorded a net inflow of cash and cash equivalents of RMB25.325 billion, representing a year-on-year decrease in cash inflows of RMB5.441 billion. Of which:

(I) The net cash inflow from operating activities amounted to RMB1.524 billion, representing a year-on-year decrease in net cash inflow of RMB24.894 billion. Of which: net cash inflow from customer brokerage deposits (including cash paid to brokerage clients) amounted to RMB19.668 billion, representing a year-on-year decrease in net cash inflow of RMB5.700 billion.

(II) The net cash inflow from investing activities amounted to RMB10.301 billion, representing a year-on-year decrease in net cash inflow of RMB5.354 billion, primarily due to the year-on-year decrease in net cash inflow from the recovery of investments of RMB4.895 billion.

(III) The net cash inflow from financing activities amounted to RMB13.517 billion, representing a year-on-year increase in net cash inflow of RMB24.803 billion, primarily due to changes in the scale of the Company's debt financing.

In order to further strengthen the management of the Company's ordinary related party transactions and continuously improve the Company's standard operation level, according to the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange and other regulatory requirements, for the numerous ordinary related party transactions occurred each year, the Company may reasonably estimate the amount of ordinary related party transactions by categories for the year, and fulfill review procedures and disclose in a timely manner.

In 2026, based on the actual business development, the Company will continue to estimate the ordinary related party transactions in 2026 in accordance with relevant provisions of the Shenzhen Stock Exchange. In 2026, the ordinary related party transactions of the Company mainly involve businesses including securities and financial services, securities and financial products and transactions, housing rental, and comprehensive service businesses. Details are as follows:

I. BASIC INFORMATION ON THE ESTIMATED ORDINARY RELATED PARTY TRANSACTIONS IN 2026

(I) Overview of Ordinary Related Party Transactions

The ordinary related party transactions between the Company and its subsidiaries and related parties are mainly related to securities and financial products and transactions, securities and financial services, housing rental, and comprehensive services.

(II) Category and Amount of Estimated Ordinary Related Party Transactions

1. Ordinary related party transactions with China Jianyin Investment Ltd. and its subsidiaries

Unit:'0,000 Currency: RMB

Category of related party transaction	Subject matter of related party transaction	Pricing principles of related party transaction	Contracted amount or estimated amount	Actual amount as of the disclosure date of Board resolutions	Actual situation in 2025 Actual amount	Actual situation in 2025 Proportion of actual amount in similar businesses (%)
Securities and financial services	Income from provision of securities and financial services to related parties, including securities brokerage, investment banking, asset management, agency sale, leasing marketing unit, investment consulting, advisory, fund custody and service business	Determined after arm's length negotiations with reference to market rates and industry practices	Due to the uncertainty of business occurrence and scale, it is calculated based on the actual amount	2,412.98	5,757.07	0.610
	Expenses incurred by acceptance of securities and financial services provided by related parties including fund management			–	0.00	–

Category of related party transaction	Subject matter of related party transaction	Pricing principles of related party transaction	Contracted amount or estimated amount	Actual situation in 2025		
				Actual amount as of the disclosure date of Board resolutions	Actual amount	Proportion of actual amount in similar businesses *(%)*
Securities and financial products and transactions	Principal of repurchase transactions, interest of reverse repurchase transactions with related parties, total cash inflows from securities and financial products and transactions including bonds trading, and subscription of financial products under non-public issuance or management of the Company by related parties	Determined after arm's length negotiations by both parties with reference to market prices or market rates	Due to the unpredictability of the securities market and the unpredictable trading volume, it is calculated based on the actual amount	75,445.68	465,951.70	0.180
	Principal of reverse repurchase transactions, interest of repurchase transactions with related parties, total cash outflows from securities and financial products and transactions including bonds trading, and subscription of financial products under non-public issuance or management of related parties			8,179.07	8,206.95	0.004
Lease	Expenses incurred by the lease of house from related parties	Determined after arm's length negotiations by both parties with reference to market rentals	720.00 *Note*	–	0.00 *Note*	–
Comprehensive services	Expenses incurred by acceptance of the services provided by related parties including maintenance of computer room	Determined after arm's length negotiations by both parties with reference to market prices	1,300.00	–	542.50	0.803

Note: As the details of the property leases with JIC and its subsidiaries for 2025 have already been disclosed in 2024 (the year the lease contract was signed), specifying a total lease amount of RMB14,253,675.96 for the five-year period from 24 December 2023 to 23 December 2028, and the year 2025 falls within the term of the signed lease contract, no duplicate disclosure has been made regarding property rental expenses for 2025. Furthermore, following mutual agreement between the parties, the aforementioned property lease agreement was terminated early on June 23, 2025. The total rent paid by the Company under this agreement amounted to RMB4,014,064.62 (of which RMB1,338,021.54 was paid in 2025).

The current estimated property lease expense of RMB7.20 million for 2026 with JIC and its subsidiaries was calculated based on a one-year period, and the estimated amount will be increased proportionally if it exceeds one year.

2. Ordinary related party transactions with other related parties

Unit:'0,000 Currency: RMB

Category of related party transaction	Related party	Subject matter of related party transaction	Pricing principles of related party transaction	Contracted amount or estimated amount	Actual amount as of the disclosure date of Board resolutions	Actual situation in 2025 Actual amount	Actual situation in 2025 Proportion of actual amount in similar businesses *(%)*
Securities and financial services	Bank of Shanghai Co., Ltd.	Income from deposit interest and provision of securities to the related party, and financial services including securities brokerage, asset management, agency sales and investment banking	Determined after arm's length negotiations with reference to market rates and industry practices	Due to the uncertainty of business occurrence and scale, it is calculated based on the actual amount	794.96	3,191.30	0.903
		Expenses incurred by acceptance of securities and financial services provided by the related party, including asset trusteeship, financial advisory and funds depository			52.78	187.60	1.422
	Shanghai Jiushi (Group) Co., Ltd.	Income from provision of securities and financial services to the related party, including investment banking, securities brokerage and asset management	Determined after arm's length negotiations with reference to market rates and industry practices	Due to the uncertainty of business occurrence and scale, it is calculated based on the actual amount	1.57	5.03	0.001
	Fullgoal Fund Management Co., Ltd.	Income from provision of securities and financial services to the related party, including securities brokerage, agency sale, leasing marketing unit and agency sales	Determined after arm's length negotiations with reference to market rates and industry practices	Due to the uncertainty of business occurrence and scale, it is calculated based on the actual amount	2,059.94	6,184.91	0.768
	Sichuan Development Holding Co., Ltd.	Income from provision of securities and financial services to the related party, including investment banking, securities brokerage and asset management	Determined after arm's length negotiations with reference to market rates and industry practices	Due to the uncertainty of business occurrence and scale, it is calculated based on the actual amount	–	23.86	0.024
	Other affiliated licensed financial institutions of the Company, other than those specified above *Note*	Income or expenses in relation to mutual provision of securities and financial services with related parties	Determined after arm's length negotiations with reference to market rates and industry practices	Due to the uncertainty of business occurrence and scale, it is calculated based on the actual amount	–	–	–

Category of related party transaction	Related party	Subject matter of related party transaction	Pricing principles of related party transaction	Contracted amount or estimated amount	Actual situation in 2025		
					Actual amount as of the disclosure date of Board resolutions	Actual amount	Proportion of actual amount in similar businesses *(%)*
Securities and financial products and transactions	Bank of Shanghai Co., Ltd.	Total cash inflow from borrowings, receipt of interests on repurchase transaction and interbank lending, and from securities and financial products and transactions including repurchase transaction with the related party, bonds trading, interbank lending, derivatives trading and subscription of financial products under non-public issuance or management of the Company by the related party	Determined after arm's length negotiation by both parties with reference to market prices or market rates	Due to the unpredictability of the securities market and the unpredictable trading volume, it is calculated based on the actual amount	48,888.64	483,287.76	0.095
		Total cash outflow for payment of interests on borrowings, repurchase transaction and interbank lending, and for securities and financial products and transactions including repurchase transaction with the related party, interbank lending, bonds trading, derivatives trading and subscription of financial products under non-public issuance or management of the related party			52,463.93	241,979.77	0.101
	Fullgoal Fund Management Co., Ltd.	Total cash inflow from receipt of interests on repurchase transaction and interbank lending, and from securities and financial products and transactions including repurchase transaction with the related party, bonds trading, interbank lending, derivatives trading and subscription of financial products under non-public issuance or management of the Company by the related party	Determined after arm's length negotiation by both parties with reference to market prices or market rates	Due to the unpredictability of the securities market and the unpredictable trading volume, it is calculated based on the actual amount	4,025.88	80,797.06	0.031
		Total cash outflow for payment of interests on repurchase transaction and interbank lending, and for securities and financial products and transactions including repurchase transaction with the related party, interbank lending, bonds trading, derivatives trading and subscription of financial products under non-public issuance or management of the related party			–	3,983.07	0.002

Category of related party transaction	Related party	Subject matter of related party transaction	Pricing principles of related party transaction	Contracted amount or estimated amount	Actual situation in 2025		
					Actual amount as of the disclosure date of Board resolutions	Actual amount	Proportion of actual amount in similar businesses (%)
	Xinjiang New Dynamic Private Equity Fund Management Co., Ltd.	Total cash inflow from securities and financial products and transactions including repurchase trading, bonds trading, derivative trading with the related party, and subscription of financial products under non-public issuance or management of the Company by the related party	Determined after arm's length negotiation by both parties with reference to market prices or market rates	Due to the unpredictability of the securities market and the unpredictable trading volume, it is calculated based on the actual amount	4,540.00	9,000.00	0.023
		Total cash outflow for payment of interests on repurchase transaction, and for securities and financial products and transactions, including repurchase trading, bonds trading, derivative trading with the related party, and subscription of financial products under non-public issuance of the related party			13.38	27.34	0.100
	Shanghai Jiushi (Group) Co., Ltd.	Total cash inflow from securities and financial products and transactions including repurchase trading, bonds trading, derivative trading with the related party, and subscription of financial products under non-public issuance or management of the Company by the related party	Determined after arm's length negotiation by both parties with reference to market prices or market rates	Due to the unpredictability of the securities market and the unpredictable trading volume, it is calculated based on the actual amount	–	0.00	–
		Total cash outflow for payment of interests on repurchase transaction, and for securities and financial products and transactions including repurchase trading, bonds trading, derivative trading with the related party, and subscription of financial products under non-public issuance of the related party			–	0.00	–
	China Export & Credit Insurance Corporation	Total cash inflow from securities and financial products and transactions including repurchase trading, bonds trading, derivative trading with the related party, and subscription of financial products under non-public issuance or management of the Company by the related party	Determined after arm's length negotiation by both parties with reference to market prices or market rates	Due to the unpredictability of the securities market and the unpredictable trading volume, it is calculated based on the actual amount	–	0.00	–
		Total cash outflow for payment of interests on repurchase transaction, and for securities and financial products and transactions including repurchase trading, bonds trading, derivative trading with the related party, and subscription of financial products under non-public issuance of the related party			–	0.00	–

Category of related party transaction	Related party	Subject matter of related party transaction	Pricing principles of related party transaction	Contracted amount or estimated amount	Actual amount as of the disclosure date of Board resolutions	Actual situation in 2025	
						Actual amount	Proportion of actual amount in similar businesses (%)
	Other related licensed financial institutions of the Company except those listed above [Note]	Total cash inflow from receipt of interests on repurchase transaction and interbank lending, and from securities and financial products and transactions including repurchase transaction with related parties, bonds trading, interbank lending, derivatives trading and subscription of financial products under non-public issuance or management of the Company by related parties	Determined after arm's length negotiation by both parties with reference to market prices or market rates	Due to the unpredictability of the securities market and the unpredictable trading volume, it is calculated based on the actual amount		-	-
		Total cash outflow for payment of interests on repurchase transaction and interbank lending, and for securities and financial products and transactions including repurchase transaction with the related parties, interbank lending, bonds trading, derivatives trading and subscription of financial products under non-public issuance or management of related parties				-	-

Note: Related licensed financial institutions refer to banks, insurance companies, securities companies, fund companies, asset management companies, etc. that are directly or indirectly controlled by related natural persons of the Company, or where such related natural persons serve as directors or senior management.

Other than the abovementioned estimated related party transactions, the Company may be exempted from performing relevant obligations in accordance with the provisions of Article 12 of the Management Policy of Related Party Transactions of the Company for the following related party transactions with the related parties:

(I) Either party subscribes for the shares and their derivative products, corporate bonds or enterprise bonds issued by another party to non-specific targets in cash, provided that this does not apply where the pre-determined issuance targets include related persons;

(II) Either party, as a member of the underwriting syndicate, underwrites the shares and their derivative products, corporate bonds or enterprise bonds issued by another party to non-specific targets;

(III) Either party receives dividend, bonus or reward in accordance with the resolutions passed at a general meeting of another party;

(IV) Purchase or sales of uniformly offered (to more than ten targets, including no more than two related parties of the Company) marketable securities or products with no special terms (e.g. collective wealth management products, trust products, funds, etc.);

(V) The Company provides products and services to related natural persons other than the natural persons who directly or indirectly hold more than 5% of the Shares of the Company under the same transaction conditions as non-related persons;

(VI) Other circumstances as recognized by the stock exchanges of the places where the Shares of the Company are listed.

II. MAIN CONTENTS OF THE RELATED PARTY TRANSACTIONS

(I) Pricing Policy of the Related Party Transactions

1. Securities and financial services

Securities and financial services transactions include various securities and financial services permitted by the regulatory authorities mutually provided by the Company and its subsidiaries and related parties, including but not limited to: securities brokerage business, futures brokerage business, fund outsourcing, leasing marketing unit, agency sale of financial products, investment banking business, asset management services, deposit services, advisory and consulting services, futures margin deposit, etc. The pricing of the aforementioned securities and financial services is determined after arm's length negotiations with reference to market prices, industry practices, deposit and loan interest rates approved and released by the People's Bank of China.

2. Securities and financial products and ransactions

Securities and financial products and transactions, include various securities and financial products and transactions permitted by the regulatory authorities, including but not limited to: repurchase transaction; bonds trading; subscription of financial products issued or managed by related parties; subscription of financial products issued or managed by the Company and its subsidiaries by related parties; interbank lending; derivatives trading, etc. The prices or rates of the above securities and financial products and transactions are generally transparent and standardized in the market. The prices or rates of such transactions shall be determined after arm's length negotiations between the parties with reference to the prevailing market prices or market rates.

3. House leasing

The house leasing business mainly includes the mutual lease of house from the other party for business operation purpose between the Company and its subsidiaries and related parties. The rental shall be determined through negotiation by both parties with reference to the market rentals in accordance with the principles of fairness and reasonableness.

4. Comprehensive services

Comprehensive services mainly include computer room maintenance, system connection, and other services provided by related parties to the Company and its subsidiaries. The pricing of the above services shall be determined after arm's length negotiations with reference to market prices, industry practices and cost plus.

(II) Execution of Agreements in relation to Related Party Transactions

Within the expected scope of the annual ordinary related party transactions, when the related party transactions actually occur, the Company will otherwise enter into relevant agreements. If the related party transaction exceeds the expected scope, the Company will perform the corresponding approval procedures and information disclosure obligations in accordance with the relevant system in a timely manner.

III. PURPOSE OF THE RELATED PARTY TRANSACTIONS AND EFFECTS THEREOF ON THE COMPANY

(I) The related party transactions between the Company and the abovementioned related parties will help the Company's business development and increase profit opportunities.

(II) The relevant related-party transactions are fair, and the pricing thereof is determined with reference to market prices or cost plus, without prejudice to the interests of the Company and its Shareholders;

(III) The relevant related party transactions do not affect the Company's independence, and the principal businesses of the Company do not rely on the related parties due to the abovementioned related party transactions.

According to relevant provisions, in consideration of the abovementioned related party transactions, interested Shareholders of these related party transactions will respectively abstain from voting on the related party matters in this resolution. Central Huijin Investment Ltd. and China Jianyin Investment Ltd. will abstain from voting on the ordinary related party transaction matters with China Jianyin Investment Ltd. and its subsidiaries (resolution 5.01), and Shanghai Jiushi (Group) Co., Ltd. and Sichuan Development Holding Co., Ltd. will abstain from voting on the ordinary related party transaction matters with other related parties (resolution 5.02).

REMUNERATION MANAGEMENT MEASURES FOR DIRECTORS AND SENIOR MANAGEMENT OF SHENWAN HONGYUAN GROUP CO., LTD.

(REVISED DRAFT)

CHAPTER I GENERAL PROVISIONS

Article 1 To **further improve** the remuneration management **system of Shenwan Hongyuan Group Co., Ltd.** (hereinafter referred to as the "**Company**"), **refine the remuneration management mechanism for Directors and senior management of the Company, and establish sound remuneration incentive guidelines, in accordance with relevant provisions and requirements of the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies and other relevant laws, regulations and departmental rules, as well as the Articles of Association and relevant provisions of the Company's remuneration management system,** these Measures are hereby formulated.

Article 2 These Measures shall apply to the Directors and senior management of the Company.

(I) Directors include executive Directors, non-executive Directors, independent non-executive Directors and employee Directors.

(II) Senior management refers to the general manager, deputy general managers, assistant general manager, members of the Executive Committee, chief financial officer, Company secretary, and other personnel appointed by the resolution of the Board to perform duties of senior management.

Article 3 The remuneration management for **Directors and senior management** shall comply with the following fundamental principles:

(I) Political leadership **and cultural foundation**. It shall continuously deepen the understanding of the political and people-oriented attributes of financial work under Chinese characteristics, **integrate the philosophy of finance serving the country and the people into remuneration management for Directors and senior management, guide Directors and senior management to cherish professional reputation, abide by professional ethics, uphold integrity in performance of duties, assume social responsibilities,** and establish a correct view of performance and value orientation.

(II) Fulfilment of functions and service to the greater good. It shall properly balance functional responsibilities and profitability, and improve the remuneration management mechanism aligned with business performance, compliance and risk control, as well as contributions to serving the real economy and national strategies. It shall consolidate business management responsibilities **and enhance the Company's capability in serving national strategies and residents' wealth management.**

(III) Incentive compatibility **and long-term interest alignment**. It shall further strengthen the performance-linked incentive mechanism, stimulate entrepreneurship and initiative, and guide **Directors and senior management** to focus on the Company's long-term development and core competitiveness. It shall strengthen the long-term alignment of interests of **Directors and senior management** with those of employees and shareholders, balance incentives, employee efficiency and shareholder returns, and realize shared benefits and shared risks.

(IV) **Compliance bottom line** and rational adjustment. **It shall effectively align the remuneration restraint mechanism with compliance management, and prevent compliance risks caused by excessive or short-term incentives. It shall reasonably control the per capita remuneration growth of executive Directors and senior management, and strengthen supervision mechanisms.**

CHAPTER II MANAGEMENT INSTITUTIONS

Article 4 The Remuneration and Nomination Committee of the Board shall be responsible for formulating evaluation criteria and conducting performance evaluations for Directors and senior management, formulating and reviewing their remuneration policies and schemes, and clarifying the basis and specific composition of remuneration. The Committee shall review whether major remuneration policies comply with the formulation principles of the remuneration system, put forward relevant opinions, and promptly report any material deficiencies to the Board of Directors for rectification.

Article 5 The remuneration scheme for Directors shall be determined and disclosed by the general meeting. The remuneration scheme for senior management shall be approved by the Board, reported to the general meeting and disclosed accordingly.

Article 6 The organization and human resources department shall assist the Remuneration and Nomination Committee of the Board in the specific implementation of the remuneration schemes for Directors and senior management.

CHAPTER III REMUNERATION STRUCTURE

Article 7 The Company shall determine the remuneration structure and standards for Directors and senior management based on the nature of their duties as well as the responsibilities and risks assumed by them as follows:

(I) The remuneration of executive Directors and senior management shall, in principle, consist of basic remuneration, annual performance-based remuneration and medium-to-long-term incentive income, among which the proportion of annual performance-based salary remuneration shall, in principle, not be less than 50% of the sum of basic remuneration and annual performance-based remuneration. Where regulatory authorities have other provisions that are stricter than these Measures, the requirements of such provisions shall prevail.

(II) Non-executive Directors shall not receive any remuneration from the Company and shall comply with the relevant regulations of the state and shareholders.

(III) Independent non-executive Directors shall receive independent non-executive Director allowances in accordance with the remuneration standards approved by the general meeting, which are paid monthly, and shall have no other remuneration or benefits.

(IV) The remuneration of employee Directors shall be implemented in accordance with the relevant provisions of the Company's remuneration management system.

Article 8 The remuneration of Directors and senior management shall be aligned with market development, commensurate with the Company's operating performance and individual performance, and coordinated with the sustainable development of the Company. The remuneration level shall comply with the requirements of regulatory authorities and higher-level authorities regarding the total personal remuneration of directors and senior management.

Article 9 Basic remuneration is the fixed cash income received by an individual for serving as **Director or senior management**, **reasonably reflecting the differences in position** and providing a guarantee of compensation, **and shall be paid monthly**.

Article 10 The basic remuneration level shall be reviewed and determined by the Remuneration and Nomination Committee under the Board, taking into account the Company's business development, changes in external market competition and other circumstances, and benchmarking against the level of peer institutions. The basic remuneration of **Directors and senior management** shall be implemented in accordance with the relevant regulations of the finance, banking and other departments, except for special circumstances such as incompetence in the assessment or being held accountable.

Article 11 Annual performance-based remuneration is the incentive compensation paid to **Directors and senior management** for their performance and overall management contribution during the year, which reflects an incentive-oriented approach, is linked to the **Company's operating** conditions, individual job contributions, months of service and the personal assessment results, **and shall be paid after annual settlement**.

Article 12 The Company shall conduct long-term performance assessments for Directors and senior management based on their job responsibilities. For those subject to such assessments, the performance assessment indicators shall include long-term indicators for three years or more.

Article 13 Medium-to-long-term incentive income shall be subject to separate plans formulated by the Company depending on the circumstances.

Article 14 The determination and payment of annual performance-based remuneration and medium-to-long-term incentive income for Directors and senior management of the Company shall be primarily based on performance evaluation. The Company shall determine a certain proportion of performance-based remuneration for Directors and senior management to be paid after the disclosure of the annual report and the performance evaluation. The performance evaluation shall be based on audited financial data.

Article 15 For **senior management members** introduced through market-oriented means, performance indicators and work efficiency linkage mechanism, etc. shall be clearly defined at the time of introduction. After prior review by the Party Committee of the Company, such matters shall be submitted to the Board for consideration.

CHAPTER IV REMUNERATION SETTLEMENT AND DISTRIBUTION

Article 16 The organization and human resources department shall assist the Remuneration and Nomination Committee under the Board in soliciting opinions from the disciplinary inspection committee of Company regarding any disciplinary or regulatory violations by **relevant personnel**. Subsequently, it shall formulate the annual remuneration settlement plan for **Directors and senior management** of the Company in accordance with these Measures, submit it to the Party Committee for preliminary review, and implement it after fulfilling the corporate governance procedures.

Article 17 When the Board or the Remuneration and Nomination Committee evaluates an individual Director or discusses his/her remuneration, the Director shall recuse himself/herself.

Article 18 The annual performance-based remuneration of **Directors and senior management** shall strictly comply with the requirements for deferred payment of performance-based remuneration. The deferred payment period shall match the risk duration of the businesses under their supervision. **The pace of deferred payment shall not exceed an equal installment ratio. The first year of deferred payment shall not be earlier than the second year (T+2 year) following the vesting year of** performance-based

remuneration **(T year). The deferred payment period shall generally be no less than three years. Where national authorities and relevant departments have other regulations on deferred payment**, **such regulations** shall prevail.

Article 19 If any of the following circumstances arise during the deferred payment period, the Company shall have the right to suspend payment of all or part of the outstanding annual performance-based remuneration:

(I) If **a Director or senior management member** is subject to administrative penalties or regulatory measures by the CSRC or its local branches due to serious violations of laws or regulations.

(II) Where **a Director or senior management member** commits a material error that causes significant loss to the Company.

(III) Where **a Director or senior management member** fails to exercise due diligence, resulting in the Company committing material violations of laws or regulations or exposing material risks.

Article 20 If **a Director or senior management member** undergoes a change in position, a job transfer, or retires upon reaching the mandatory retirement age during the deferred payment period, the deferred remuneration policy shall continue to apply.

Article 21 Directors and senior management who voluntarily resign for personal reasons shall not receive or be paid out, after the resignation, any annual performance-based remuneration, deferred bonuses, risk project frozen bonuses, or other medium- and long-term incentive income for the current year or any previous years that has not yet been paid.

Article 22 If the Company restates its financial reports retroactively due to misstatements such as financial fraud, the annual performance-based remuneration and medium- to long-term incentive income of Directors and senior management shall be re-evaluated, and any excess amounts paid shall be recovered accordingly.

The Company shall, with respect to **Directors and senior management** who have committed gross negligence, failed to fulfill relevant obligations resulting in significant risks or losses, **or are at fault for illegal or non-compliant acts such as financial fraud, misappropriation of funds, or unauthorized guarantees,** as well as those involved in other illegal, disciplinary, or non-compliant conduct, the Company shall strictly enforce relevant regulations issued by judicial authorities, disciplinary inspection departments, regulatory bodies, and the Company itself. Remuneration shall be settled based on the individual's disciplinary or punitive actions, **and annual performance-based remuneration and medium- to long-term incentive income already paid during the period in which the relevant conduct occurred shall be recovered in full or in part.**

Article 23 When disbursing remuneration to **Directors and senior management**, the Company shall withhold and remit individual income tax in accordance with relevant national tax laws.

CHAPTER V SUPERVISION AND MANAGEMENT

Article 24 The Audit Committee of the Board of Directors shall supervise the implementation of resolutions regarding remuneration distribution adopted by the general meeting, as well as the performance of duties by Directors and senior management in relation to such remuneration distribution.

Article 25 The Company shall, in strict compliance with relevant provisions of the state and higher-level authorities, not pay the remuneration of **Directors and senior management** exceeding established standards, or in advance in violation of regulations, or any other remuneration packages beyond those specified in the regulations; **Directors and senior management** shall not receive any form of remuneration from companies where they hold concurrent positions, nor shall they receive bonuses or benefits-in-kind from local governments or relevant departments beyond those prescribed by national regulations.

CHAPTER VI SUPPLEMENTARY PROVISIONS

Article 26 Subsidiaries shall formulate their own regulations on the remuneration management of **directors and senior management** in accordance with their actual circumstances and with reference to these Measures. Such regulations shall be submitted to the Party Committee of the company for preliminary review and shall be implemented after completing subsidiaries' internal governance procedures.

Article 27 Matters not covered by these Measures, **or provisions that conflict with relevant laws, regulations, self-regulatory rules, or requirements of higher-level authorities**, shall be governed by the relevant laws, regulations, self-regulatory rules and requirements of higher-level authorities.

Article 28 The Board of Directors of the Company shall be responsible for interpreting and revising these Measures.

Article 29 These Measures **shall take effect upon** consideration and approval at **the general meeting. The original Remuneration Management Measures for Senior Management of Shenwan Hongyuan Group Co., Ltd. shall be repealed accordingly.**