THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Guotai Haitong Securities Co., Ltd., you should at once hand this Circular and the enclosed proxy form to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

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

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

(Stock Code: 02611)

RESOLUTION ON THE FORMULATION OF THE BASIC REMUNERATION MANAGEMENT RULES OF GUOTAI HAITONG SECURITIES CO., LTD.
RESOLUTION ON THE CHANGE OF USE AND CANCELLATION OF PART OF REPURCHASED A SHARES
AND
NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, the PRC at 1:30 p.m. on Friday, 26 June 2026, is set out on pages EGM-1 to EGM-2 of this Circular.

Whether or not you are able to attend the EGM, you are requested to read the notice of the EGM carefully and complete the proxy form 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 H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, while A Shareholders are required to return the proxy form to the Board's office, but in any event the proxy form shall be returned in person or by mail not less than 24 hours before the time appointed for the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish.

5 June 2026

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 3

APPENDIX I – BASIC REMUNERATION MANAGEMENT RULES OF GUOTAI HAITONG SECURITIES CO., LTD. I-1

NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING EGM-1

In this Circular, unless the context otherwise requires, the following terms shall have the meanings set out below:

"A Share(s)"	the domestic share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi and are listed and traded on the SSE
"A Shareholder(s)"	holder(s) of A Shares
"Board"	the board of Directors of the Company
"Company"	Guotai Haitong Securities Co., Ltd. (國泰海通證券股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares and A Shares are listed and traded on the Main Board of the Stock Exchange (stock code: 02611) and the SSE (stock code: 601211), respectively
"Director(s)"	the director(s) of the Company
"EGM"	the 2026 first extraordinary general meeting of the Company to be convened at 1:30 p.m. on Friday, 26 June 2026 at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, the PRC
"H Share(s)"	the overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in Hong Kong dollars and are listed and traded on the main board of the Stock Exchange
"H Shareholder(s)"	holder(s) of H Shares
"Haitong Securities"	Haitong Securities Co., Ltd., a joint stock company incorporated in the PRC with limited liability, the shares of which had been delisted from the Stock Exchange and the SSE on 4 March 2025, respectively
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

"Latest Practicable Date"	2 June 2026, being the latest practicable date prior to the printing of this Circular for the purpose of ascertaining certain information contained in this Circular
"PRC"	the People's Republic of China, and for the purpose of this Circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
"Shareholder(s)"	the registered holder(s) of the Shares of the Company
"SSE"	the Shanghai Stock Exchange
"SSE Listing Rules"	the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (as amended from time to time)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

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

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

(Stock Code: 02611)

Directors:

Executive Directors
Mr. Zhu Jian
Mr. Li Junjie
Mr. Nie Xiaogang

Non-executive Directors
Mr. Zhou Jie
Ms. Guan Wei
Mr. Zhong Maojun
Mr. Chen Hangbiao
Ms. Lv Chunfang
Ms. Ha Erman
Mr. Sun Minghui
Mr. Chen Yijiang

Employee Director
Mr. Wu Hongwei

Independent Non-executive Directors
Mr. Li Renjie
Mr. Wang Guogang
Mr. Pu Yonghao
Mr. Mao Fugen
Mr. Chen Fangruo
Mr. Jiang Xian

Registered Office:
No. 618, Shangcheng Road
China (Shanghai) Pilot Free-Trade Zone
Shanghai
PRC

Principal place of business in Hong Kong:
40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East, Wanchai
Hong Kong
PRC

5 June 2026

To the Shareholders,

Dear Sir or Madam,

RESOLUTION ON THE FORMULATION OF THE BASIC REMUNERATION MANAGEMENT RULES OF GUOTAI HAITONG SECURITIES CO., LTD.
RESOLUTION ON THE CHANGE OF USE AND CANCELLATION OF PART OF REPURCHASED A SHARES
AND
NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

On behalf of the Board, I would like to invite you to attend the EGM to be held at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, the PRC at 1:30 p.m. on Friday, 26 June 2026.

The purpose of this Circular is to provide you with, among other things, (i) the ordinary resolution on the formulation of the Basic Remuneration Management Rules of Guotai Haitong Securities Co., Ltd.; (ii) the special resolution on the change of use and cancellation of part of repurchased A Shares; and (iii) the notice of the EGM.

II. RESOLUTION ON THE FORMULATION OF THE BASIC REMUNERATION MANAGEMENT RULES OF GUOTAI HAITONG SECURITIES CO., LTD.

Pursuant to the newly revised Code of Corporate Governance for Listed Companies (《上市公司治理準則》) implemented by the China Securities Regulatory Commission on 1 January 2026 and in light of the Guidelines for Securities Companies to Establish a Stable Remuneration System (《證券公司建立穩健薪酬制度指引》), the Notice on Implementing the Code of Corporate Governance for Listed Companies and Other Relevant Requirements (《關於落實<上市公司治理準則>等相關要求的通知》) and other laws, regulations and self-regulatory rules, companies shall formulate remuneration management systems, which shall contain contents regarding, among other things, the determination mechanism for total payroll, the remuneration structure for directors and senior management, performance appraisal, and remuneration payment, payment termination, recourse and clawback mechanism. As such, the Company proposes to formulate the Basic Remuneration Management Rules of Guotai Haitong Securities Co., Ltd. (the "**Rules**" or "**these Rules**"), which consists of seven chapters, including general provisions, principles and objectives of remuneration management, remuneration strategy and control, basic management norms, remuneration of directors and senior management, organization and implementation of remuneration management, and supplementary provisions. These Rules have been reviewed and approved by the remuneration appraisal and nomination committee of the Board and the Board of the Company.

The Basic Remuneration Management Rules of Guotai Haitong Securities Co., Ltd. is set out in Appendix I to this Circular.

The above resolution has been considered and approved by the Board on 4 June 2026, and is hereby submitted to the EGM for consideration and approval.

III. RESOLUTION ON THE CHANGE OF USE AND CANCELLATION OF PART OF REPURCHASED A SHARES

Reference is made to the announcement of the Company dated 24 April 2026 in relation the change of use and cancellation of part of repurchased A Shares. On 14 March 2025, the closing of Guotai Junan Securities Co., Ltd. merging with Haitong Securities Co., Ltd. by way of absorption and share exchange was completed at the equity level, upon which the

post-merger company assumed all assets, liabilities, businesses, employees, contracts, qualifications and all other rights and obligations of the former Haitong Securities. The 77,074,467 treasury A shares previously repurchased by Haitong Securities from the secondary market were converted to 47,786,169 treasury A Shares of the Company (the "**Treasury A Shares**") at an exchange ratio of 1:0.62.

To safeguard the interests of Shareholders, enhance investor confidence and improve the Company's long-term investment value, the Company proposes to change the use of the above 47,786,169 Treasury A Shares from "safeguarding the value of the company and the interests of shareholders" to "cancellation and reduction of the Company's registered capital". Details are as follows:

1. Overview of the Repurchase of A Shares

On 30 August 2023, the forty-first meeting of the seventh session of the board of directors of Haitong Securities considered and approved the Resolution on the Plan of Repurchase of A Shares of the Company Through Centralized Price Bidding. The A-share Repurchase Report by way of Centralized Price Bidding (《關於以集中競價交易方式回購公司A股股份的回購報告書》) was disclosed on 5 September 2023, disclosing that the purpose of the share repurchase is "safeguarding the value of the company and the interests of shareholders", and proposing that the shares repurchased will be sold through centralized price bidding after 12 months from the date of the announcement in relation to the implementation results of repurchase of A shares and changes in shares. If the company fails to complete the sale of the shares repurchased within three years after the date of the announcement in relation to the implementation results of repurchase of A shares and changes in shares, such A shares repurchased shall be cancelled. On 4 December 2023, Haitong Securities disclosed the announcement in relation to the Implementation Results of Repurchase of A shares and Changes in Shares on the HKEXnews website of the Stock Exchange, which disclosed that a total of 41,507,467 A shares were repurchased.

On 30 January 2024, the third meeting (extraordinary meeting) of the eighth session of the board of directors of Haitong Securities considered and approved the Resolution on the Plan of Repurchase of A Shares of the Company through Centralized Price Bidding. The A-share Repurchase Report by way of Centralized Price Bidding was disclosed on 1 February 2024, disclosing that the purpose of the share repurchase is also "safeguarding the value of the company and the interests of shareholders", and proposing that the shares repurchased will be sold through centralized price bidding after 12 months from the date of the announcement in relation to the implementation results of repurchase of A shares and changes in shares. If the company fails to complete the sale of the shares repurchased within three years after the date of the announcement in relation to the implementation results of repurchase of A shares and changes in shares, such A shares repurchased shall be cancelled. On 6 May 2024, Haitong Securities disclosed the announcement in relation to the Implementation Results of Repurchase of A Shares and Changes in Shares on the HKEXnews website of the Stock Exchange, which disclosed that a total of 35,567,000 A shares were repurchased.

A total of 77,074,467 A shares repurchased from the above two rounds of share repurchase were deposited in the special stock account for share repurchase of Haitong Securities at that time. On 14 March 2025, the Company assumed all assets, liabilities, businesses, employees, contracts, qualifications and all other rights and obligations of Haitong Securities, and the above 77,074,467 repurchased A shares were converted to 47,786,169 Treasury A Shares of the Company at an exchange ratio of 1:0.62, representing 0.2711% of the total share capital of the Company as of 31 March 2026.

2. Reasons for the Change of Use and Cancellation of Treasury A Shares and the Numbers

As of the Latest Practicable Date, the Company has not yet sold the above 47,786,169 Treasury A Shares. To safeguard the interests of Shareholders, enhance investor confidence and improve the Company's long-term investment value, the Company proposes to change the use of the above 47,786,169 Treasury A Shares from "safeguarding the value of the company and the interests of shareholders" to "cancellation and reduction of the Company's registered capital", in accordance with the relevant provisions of the PRC Company Law, the Rules for Repurchase of Shares by Listed Companies and the Self-Regulatory Supervision Guidelines for Listed Companies on Shanghai Stock Exchange No. 7 – Share Repurchases. Such Treasury A Shares will be cancelled subject to the consideration and approval of the relevant resolution at the general meeting. Following the cancellation of the repurchased A Shares, the registered capital of the Company will be reduced accordingly.

3. Changes in the Share Capital Upon the Cancellation of Repurchased A Shares

Upon cancellation of the above 47,786,169 Treasury A Shares (the "**Cancellation**"), the number of Treasury A Shares of the Company will be changed to 67,516,831 shares and the total number of Shares of the Company will change from 17,628,925,829 shares to 17,581,139,660 shares. The changes in the share capital structure of the Company are as follows:

Class of shares	Before the Cancellation			After the Cancellation	
	Number of shares	Percentage (%)	Increase/ decrease	Number of shares	Percentage (%)
A Shares[Note 1]	14,123,165,981	80.11	-47,786,169	14,075,379,812	80.06
– Shares not subject to selling restrictions	13,496,910,193	76.56	-47,786,169	13,449,124,024	76.50
Among which: designated securities account for repurchase	115,303,000[Note 2]	0.65[Note 4]	-47,786,169	67,516,831	0.38
– Shares subject to selling restrictions	626,255,788[Note 3]	3.55	–	626,255,788	3.56
H Shares	3,505,759,848	19.89	–	3,505,759,848	19.94
Total	**17,628,925,829**	**100.00**	**-47,786,169**	**17,581,139,660**	**100.00**

Note 1: The above share capital structure represents the share capital structure of the Company as of 31 March 2026 and that after the cancellation of 47,786,169 Treasury A Shares. After the Cancellation, the changes in the share capital structure of the Company are subject to the share capital structure table issued by the Shanghai Branch of China Securities Depository and Clearing Corporation Limited upon the completion of the cancellation of repurchased shares.

Note 2: In 2025, in order to protect the Company's value and Shareholders' interests, the Company repurchased 67,516,831 A Shares and deposited these Shares in the designated securities account for repurchase of the Company. As of the Latest Practicable Date, a total of 115,303,000 Treasury A Shares of the Company were deposited in the designated securities account for repurchase.

Note 3: The number of Shares subject to selling restrictions in the table above includes the 81,712 restricted A Shares to be repurchased and cancelled by the Company, which has been considered and approved at the 2025 annual general meeting of the Company.

Note 4: Any discrepancy in the decimal figures between the total percentages and the direct summation of breakdown figures in the table above is due to rounding.

The following is hereby submitted to the EGM for consideration: (i) to agree to change the purpose of the 47,786,169 Treasury A Shares inherited from Haitong Securities from "safeguarding the value of the company and the interests of shareholders" to "cancellation and reduction of the Company's registered capital"; (ii) to agree to the cancellation of the aforementioned 47,786,169 Treasury A Shares and the corresponding reduction of registered capital; and (iii) to authorize the Board of Directors and further authorize it to delegate to the management of the Company to handle the specific matters related to the cancellation of the aforementioned Treasury A Shares and the reduction of registered capital, including but not limited to handling the change registration procedures for the reduction of the Company's registered capital following the cancellation of such Shares, and making corresponding amendments to the relevant provisions of the Company's Articles of Association relating to its registered capital and number of Shares.

The above resolution has been considered and approved by the Board on 24 April 2026, and is hereby submitted to the EGM for consideration and approval pursuant to the requirements of the SSE Listing Rules.

IV. THE EGM

A notice convening the EGM to be held at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, the PRC at 1:30 p.m. on Friday, 26 June 2026, is set out on pages EGM-1 to EGM-2 of this Circular.

Whether or not you are able to attend the EGM, you are requested to read the notice of the EGM carefully and complete and return the proxy form 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 H Share registrar of the Company, Computershare Hong Kong Investor Services Limited; while A Shareholders are required to return the proxy form to the Board's office, but in any event the proxy form shall be returned in person or by mail not less than 24 hours before the time appointed for the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish.

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

In order to determine the H Shareholders who are entitled to attend the EGM, the H Share register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive). H Shareholders who wish to attend the EGM are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on Monday, 22 June 2026.

V. LISTING RULES REQUIREMENT

Pursuant to the requirements of the Hong Kong Listing Rules and the Articles of Association of the Company, all votes of Shareholders at the EGM must be taken by poll except under certain circumstances. As such, the resolutions set out in the notice of the EGM shall be voted by way of poll. The voting results of the poll will be posted on the HKEXnews website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.gtht.com upon the conclusion of the EGM.

As of the Latest Practicable Date, as far as the Directors are aware, no Shareholder is required to abstain from voting in respect of the ordinary and special resolutions at the EGM.

VI. RECOMMENDATION

The Board believes that the abovementioned resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the relevant resolutions to be proposed at the EGM.

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

BASIC REMUNERATION MANAGEMENT RULES OF GUOTAI HAITONG SECURITIES CO., LTD.

Chapter 1 General Provisions

Article 1 In order to further improve the scientific and reasonable remuneration management and incentive and constraint mechanisms, promote the stable operation and sustainable and healthy development of Guotai Haitong Securities Co., Ltd. (hereinafter referred to as the "Company"), these rules are formulated in accordance with regulatory provisions and self-regulatory norms such as Rules for Governance of Securities Companies (《證券公司治理準則》), the Code of Corporate Governance for Listed Companies (《上市公司治理準則》), and the Guidelines for Securities Companies to Establish a Stable Remuneration System (《證券公司建立穩健薪酬制度指引》), as well as the national laws, regulations and normative documents relating to remuneration, and in light of the Company's actual conditions.

Article 2 The term "remuneration" as used in these rules refers to various monetary and non-monetary forms of economic compensation provided by the Company to its employees in return for their services and contributions.

Article 3 These rules apply to the headquarter departments, branches, and subsidiaries of the Company (hereinafter referred to as the "units") and all of its employees.

Chapter 2 Principles and Objectives of Remuneration Management

Article 4 The Company shall establish sound business principles. It shall uphold the political and people-oriented nature of financial work, remain committed to serving national strategies and the real economy, and put into practice the development philosophy of "serving the country and the people through finance." In light of its business nature, the Company shall establish and improve a sound remuneration management system, and formulate incentive and constraint mechanisms that match the level, nature, and duration of risks, so as to ensure the effective implementation of comprehensive risk management and achieve stable operation.

Article 5 The Company shall promote the fulfillment of its functions. It shall properly balance functionality and profitability, leverage the positive guiding role of the remuneration management rules, ensure alignment with operating performance, business nature, contribution level, compliance and risk control, and social culture, thereby enhancing its ability to serve the real economy, implement national strategies, and manage household wealth.

Article 6 The Company shall ensure compliance with bottom-line requirements. It shall continuously improve its corporate governance, clarify responsibilities at all levels, strengthen oversight mechanisms, ensure the effective implementation of the remuneration management rules, and guarantee the effective alignment between incentive and constraint mechanisms and compliance management, so as to avoid compliance risks arising from excessive or short-term incentives.

Article 7 The Company shall be guided by industry culture. It shall integrate the cultural concepts of finance with Chinese characteristics into its remuneration management, guide its employees to cherish their professional reputation, uphold professional ethics, maintain integrity in practice, and fulfill social responsibilities. Relying on financial talents with both virtue and ability to create value for the Company and society, the Company shall promote the high-quality development of both itself and the industry.

Article 8 The Company shall adhere to market-oriented principles. It shall benchmark its performance and remuneration against market levels, rationalize its internal distribution structure, adjust excessively high remuneration, and establish a long-term, comprehensive incentive mechanism that features the coexistence of material and spiritual incentives, the integration of performance orientation and value proposition, the coordination of short-term and long-term incentives, and the balance between powerful incentives and strict constraints.

Chapter 3 Remuneration Strategy and Control

Article 9 The Company shall ensure that its overall remuneration positioning aligns with its development strategy and operating conditions, and shall establish a market-oriented remuneration incentive mechanism driven by comprehensive value creation. Each unit shall adopt a relatively unified remuneration system, principles, and structure, with differentiated remuneration strategies by category in order to accommodate varying business circumstances.

Article 10 The Company shall exercise total compensation control based on its operating results, and over total payroll based on the compensation-efficiency linkage mechanism. Taking into account factors such as its actual operating conditions, compliance and risk control effectiveness, development strategy, and long-term interests of shareholders, the Company shall enhance the budget and final settlement management of total remuneration, and determine reasonable remuneration standards and levels for its employees at different ranks and positions in light of market conditions.

Article 11 The Company shall establish and improve a penetrating remuneration management mechanism over each unit, operating a supervision model that combines comprehensive oversight at the group level with tiered supervision at the unit level.

Chapter 4 Basic Management Norms

Article 12 The Company actively optimizes its internal income distribution structure and scientifically designs its remuneration system. In principle, employee remuneration consists of four components: basic salary, performance-based remuneration, benefits and allowances, and medium-term and long-term incentives.

Article 13 The Company moderately smooths the remuneration payment arrangements by fully taking into account the impact of market cyclical fluctuations as well as the development trends of the industry and the Company's business, and the control of extreme remuneration levels for, and the reasonable distribution of remuneration incentives shall be maintained in accordance with the requirements of the state and relevant competent authorities.

Article 14 The Company improves its performance appraisal system by taking into comprehensive consideration various factors such as business development strategies, the risk attributes and characteristics of its businesses and positions, as well as social and professional responsibilities. A one-vote veto is adopted for material compliance and risk control events in the appraisal to enhance the effects of positive guidance and incentive and reverse punishment restraints.

Article 15 The Company maintains a long-term appraisal for the senior management, heads of business units, heads of branches and core business personnel (hereinafter collectively referred to as the "personnel in key positions") based on their job responsibilities, and their performance appraisal indicators shall include long-term indicators with a term of three years or more.

Article 16 The performance appraisal indicators for main business units and personnel in key positions of the Company shall include, among others, economic benefit indicators, compliance and risk control indicators, and social responsibility indicators. Among these, the economic benefit indicators shall reflect the functional appraisal of the relevant business lines; the compliance and risk control indicators shall reflect professional integrity, compliance quality and efficiency, and risk management, etc.; the social responsibility indicators shall reflect the professional ethics and cultural development relating to the duties and responsibilities of the departments or positions, as well as investor protection, serving rural revitalization, and participating in social public welfare, etc.

Article 17 The Company reasonably determines performance-based remuneration by taking into comprehensive consideration various factors such as market conditions, results of operations, risk exposure, and remuneration strategies. Performance-based remuneration is strongly linked to appraisal results, shall be completely variable and fully reflect the principles of performance orientation, fairness and reasonableness, and extreme values control, to achieve more pay for more work, appropriate differentiation, and be subject to upward or downward adjustments.

Article 18 The Company ensures the effective implementation of comprehensive risk management and compliance management, does not solely pursue market rankings, scale-related indicators and short-term performance, does not conduct business through business contracting, personnel affiliation and other methods, does not offer excessive incentives through direct proportional profit-sharing and other standalone appraisal methods, does not directly link the remuneration of employees to the revenue of the projects they undertake, and does not provide hedging measures for employees to reduce the correlation between remuneration and risks.

Article 19 The Company implements a deferred payment mechanism for performance-based remuneration, and incorporates personnel at positions that have a direct or material impact on risks into the scope of deferred payment. In principle, the deferred payment ratio shall not be less than 40% of the performance award for the vesting year, and the deferred

payment period shall be three years, payable in equal proportions from year T+2 to year T+4. The deferred payment shall be implemented for the senior management of the Company in accordance with relevant measures and the applicable provisions of the competent authorities at a higher level. Where the state and relevant authorities have other provisions on deferred payment, such provisions shall prevail.

Article 20 The Company implements a remuneration payment termination, recourse and clawback mechanism where the senior management and relevant responsible personnel who violate laws and regulations or cause the Company to be subject to excessive risk exposures shall be held accountable for internal economic liabilities by reducing or terminating the payment of the outstanding portion of their remuneration, requiring them to return all or a certain proportion of the performance-based remuneration in respect of the year in which such conduct occurs, and reducing or terminating the implementation of their medium-term and long-term incentives, etc.

Where any personnel fails to perform their duties diligently within the scope of their responsibilities, engages in fraud or falsification, commits any violation of disciplines, laws or regulations, or causes the Company to be subject to excessive risk exposures, the Company shall, after performing corresponding decision-making procedures in accordance with laws and regulations, recourse and clawback part or all of the performance-based remuneration that has been paid for the corresponding period, and terminate the payment of part or all of the outstanding remuneration. In principle, the remuneration recovery period shall be consistent with the period when the conduct of relevant responsible person is committed. The provisions on the recourse and clawback of remuneration shall be applicable to the responsible personnel who have resigned or retired, and such personnel shall cooperate accordingly.

Article 21 The Company shall, in full consideration of the guidance of national policies, the impact of cyclical fluctuations in the market and the development trends of the industry and the Company's business, regularly assess and make timely adjustments to the remuneration strategies, policies and standards, and conduct dynamic adjustment management on the Company's remuneration. The overall compensation adjustment should be tilted towards value creation, key and core high-performance positions, positions where talents are in short supply, and the frontline and grassroots levels of the business.

Chapter 5 Remuneration of Directors and Senior Management

Article 22 The remuneration plan for the directors and senior management of the Company shall be formulated by the remuneration appraisal and nomination committee of the board of directors, and their total remuneration and specific composition shall be determined comprehensively based on factors such as overall operating performance and individual performance assessment results. The remuneration plan for directors shall be decided by the general meeting, and the remuneration plan for senior management shall be approved by the board of directors.

Article 23 The executive directors of the Company are remunerated based on their positions as senior management of the Company. Employee directors are remunerated according to their positions in the Company. They will not receive additional directors' remuneration, allowances or conference fees from the Company for performing their duties as directors. Other directors shall act according to proposals considered and approved by the general meeting.

Article 24 The remuneration of the Company's directors and senior management consists of basic remuneration, performance-based remuneration, and medium-term and long-term incentive income. Among them, the performance-based remuneration shall, in principle, account for no less than 50% of the total of basic remuneration and performance-based remuneration.

Article 25 The remuneration of the Company's directors and senior management of the Company shall match with the Company's operating result and their individual performance, and coordinated with the Company's sustainable development. In particular, the determination and payment of performance-based remuneration and medium-term and long-term incentive income shall be primarily based on performance evaluation.

Article 26 The performance evaluation of directors and senior management shall be organized by the remuneration appraisal and nomination committee of the board of directors. The Company may entrust a third party to conduct the performance evaluation. The duty performance appraisal of independent directors shall be conducted through self-evaluation, peer evaluation, and other methods.

Article 27 The board of directors shall report to the general meeting on the performance of duties by directors, results of performance evaluation and their remuneration, and the Company shall disclose such information.

Chapter 6 Organization and Implementation of Remuneration Management

Article 28 The board of directors shall assume the primary responsibility for the remuneration management of the Company, authorize the management team to manage the remuneration and be responsible for ensuring the effective implementation of the rules. The board of directors shall review and approve the basic rules of remuneration management, budget and final accounts of total remuneration, the performance appraisal results and remuneration of senior management, among others. The Company shall continuously improve the supervision mechanism for the implementation of the remuneration rules, and shall cooperate with the remuneration appraisal and nomination committee under the board of directors or other committees authorized by the board of directors to ensure the effective implementation of various remuneration rules.

Article 29 The Company shall disclose the philosophy, guidelines, principles and objectives of remuneration management in its annual reports and other public channels as required, and disclose remuneration-related information in accordance with laws and regulations and relevant requirements of the China Securities Regulatory Commission and the stock exchanges.

Article 30 The Company shall incorporate remuneration management into its reputation risk management system to strengthen the management of remuneration-related reputation risk. Any violations of laws or regulations by relevant personnel shall be recorded in the professional reputation information database of the Securities Association of China as required.

Article 31 The Company shall strengthen its cultural development and employee education, and explicitly inform employees of the relevant laws and regulations on remuneration management, professional ethics, the Company's rules and regulations and labor discipline and other requirements, guiding employees to develop correct values and understand the potential impact of risk factor adjustments and misconduct on their remuneration.

Chapter 7 Supplementary Provisions

Article 32 For matters not covered in these rules, or in case of any inconsistency with relevant laws, regulations and other relevant provisions, the latter shall prevail.

Article 33 These rules shall serve as the basic framework for the Company's remuneration management. The Company and each unit shall formulate corresponding remuneration management measures or detailed rules based on these rules.

Article 34 These rules are drafted by the board of directors and shall take effect and be implemented after being reviewed and approved by the general meeting. The remuneration appraisal and nomination committee of the board of directors shall be responsible for its interpretation.

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

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

(Stock Code: 02611)

NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**EGM**") of Guotai Haitong Securities Co., Ltd. (the "**Company**") will be held at 1:30 p.m. on Friday, 26 June 2026 at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, the PRC, to consider and, if thought fit, pass the following resolutions. Unless otherwise specified, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 5 June 2026 (the "**Circular**").

ORDINARY RESOLUTION

1. To consider and approve the resolution on the formulation of Basic Remuneration Management Rules of Guotai Haitong Securities Co., Ltd.

SPECIAL RESOLUTION

2. To consider and approve the resolution on change of use and cancellation of part of repurchased A Shares.

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

Shanghai, the PRC
5 June 2026

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

Notes:

(1) In order to determine H Shareholders' entitlement to attend the EGM, **the H Share register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive), during which period no share transfer will be registered.** In order for H Shareholders to be qualified for attending the EGM, all share certificates together with the share transfer documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Tel: (852) 2862 8555), by **4:30 p.m. on Monday, 22 June 2026**. H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on **Friday, 26 June 2026** are entitled to attend the EGM.

(2) H Shareholders who are entitled to attend and vote at the EGM may designate one or more proxies to attend and vote at the EGM on their behalf. A proxy need not be a Shareholder of the Company.

To be valid, the proxy form together with the power of attorney (if any) and other relevant authorization document(s) (if any) which have been notarized shall be deposited at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time designated for the EGM (i.e., by 1:30 p.m. on Thursday, 25 June 2026). Completion and return of the proxy form will not preclude the H Shareholders from attending and voting at the EGM in person should they so wish.

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

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

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

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

(6) Please refer to the circular of the Company dated 5 June 2026 for details of the above resolutions to be proposed at the EGM for consideration and approval.