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國泰海通金融控股
GUOTAI HAITONG FINANCIAL HOLDINGS

GUOTAI HAITONG FINANCIAL HOLDINGS LIMITED
(Incorporated in Hong Kong with limited liability)

GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 1788)

U.S.$400,000,000 Floating Rate Notes due 2029
(stock code: 40100)

U.S.$300,000,000 Floating Rate Digitally Native Notes due 2028
(stock code: 5764)

U.S.$200,000,000 4.25 per cent Notes due 2028
(stock code: 5731)

HK$3,880,000,000 zero coupon guaranteed exchangeable bonds due 2032 (stock code: 6013) issued by Guotai Junan Holdings Limited and exchangeable for the shares of Guotai Junan International Holdings Limited

JOINT ANNOUNCEMENT

(1) PRE-CONDITIONAL PROPOSAL FOR THE PRIVATISATION OF GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 673 OF THE COMPANIES ORDINANCE (2) PROPOSED WITHDRAWAL OF LISTING OF THE SHARES OF GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED AND (3) RESUMPTION OF TRADING

Lead Financial Adviser to the Offeror

國泰海通 GUOTAI HAITONG | 海通國際 HAITONG

Joint Financial Adviser to the Offeror

SOMERLEY CAPITAL LIMITED

INTRODUCTION

The Offeror has requested the Board to, subject to the satisfaction of the Pre-Condition, put forward the Proposal to the Scheme Shareholders which, if approved and implemented, will result in the Company being privatised by way of a scheme of arrangement under Section 673 of the Companies Ordinance and the withdrawal of the listing of the Shares from the Hong Kong Stock Exchange.

Upon completion of the Proposal and assuming none of the Exchangeable Bonds are exchanged into Shares after the Scheme Record Date, the Company will become a wholly-owned subsidiary of the Offeror. In the event that any Exchangeable Bonds Holder exercises the exchange right after the Scheme Record Date, such Exchangeable Bonds Holder will become a Shareholder holding unlisted Shares, and the Company will not be wholly owned by the Offeror. For details of the Exchangeable Bonds, please refer to the section headed "*4.1 Exchangeable Bonds*" of this Joint Announcement.

TERMS OF THE PRE-CONDITIONAL PROPOSAL

Subject to the satisfaction of the Pre-Condition, the privatisation of the Company will be implemented by way of a scheme of arrangement.

The Scheme

If the Scheme is approved and implemented, all the Scheme Shares will be cancelled and extinguished and the issued share capital of the Company will be restored by the issue to the Offeror, credited as fully paid, of the same number of new Shares as the number of Scheme Shares cancelled and extinguished on the Effective Date. Contemporaneously with the cancellation and extinguishment of the Scheme Shares, the reserve created in the Company's books of account as a result of any reduction in issued share capital will be applied to the paying up in full of the new Shares so issued, credited as fully paid, to the Offeror.

Cancellation Price

Subject to the satisfaction or waiver (where applicable) of the Conditions and the Scheme becoming effective, all the Scheme Shares will be cancelled and the Scheme Shareholders will be entitled to receive from the Offeror:

For every Scheme Share cancelled . . . . HK$3.00 in cash (less Dividend Adjustment, if any)

The Cancellation Price will not be increased, and the Offeror does not reserve the right to do so. Shareholders, Share Option Holders, and potential investors of the Company should be aware that, following the making of this statement, the Offeror will not be allowed under the Takeovers Code to increase the Cancellation Price.

The Share Option Offer

As at the date of this Joint Announcement, a total of 4,850,000 Share Options are outstanding under the Share Option Scheme, each relating to one Share, of which (a) 2,250,000 Share Options have an exercise price of HK$1.45, (b) 1,000,000 Share Options have an exercise price of HK$1.72, and (c) 1,600,000 Share Options have an exercise price of HK$2.44. All such outstanding Share Options have been vested and are exercisable as at the date of this Joint Announcement. The Share Option Scheme expired on June 19, 2020, and no further Share Option had been granted under the Share Option Scheme thereafter.

The Offeror will make (or procure to be made on its behalf) the Share Option Offer to the Share Option Holders in accordance with Rule 13 of the Takeovers Code to cancel every outstanding Share Option, conditional upon the Scheme becoming effective.

Under the Share Option Offer, the Offeror will offer the Share Option Holders the "see-through" Option Offer Price (being the Cancellation Price minus the relevant exercise price of the outstanding Share Option) for the cancellation of every Share Option.

Exercise price per Share Option	**Number of outstanding Share Options**	**"See-through" Option Offer Price**
HK$1.45	2,250,000	HK$1.55
HK$1.72	1,000,000	HK$1.28
HK$2.44	1,600,000	HK$0.56

PRE-CONDITION AND CONDITIONS OF THE PROPOSAL AND THE SCHEME

The making of the Proposal is subject to the satisfaction of the Pre-Condition: the approval, review, filing or registration (as applicable) by (1) the National Development and Reform Commission of the PRC, and (2) Shanghai SASAC or its local authorities or authorised units having been obtained or completed without which would prohibit the Offeror from making the Proposal.

The implementation of the Proposal is in turn subject to the satisfaction or waiver (where applicable) of the Conditions, including, amongst others, the approval of the Scheme at the Court Meeting by holders of the Scheme Shares in accordance with the Companies Ordinance and the Takeovers Code, the approval of the Scheme at the EGM by the Shareholders, and the sanctioning of the Scheme by the High Court.

For details of the Pre-Condition and the Conditions, please refer to the section headed "*3. Pre-Condition and Conditions of the Proposal and the Scheme*" of this Joint Announcement.

CONFIRMATION OF FINANCIAL RESOURCES

As at the date of this Joint Announcement, (1) there are 9,529,944,707 Shares in issue, of which 3,285,067,641 Shares (including 800,000,000 Borrowed Shares) will form the Scheme Shares, representing approximately 34.47% of the issued share capital of the Company, and (2) there are 4,850,000 outstanding Share Options.

On the basis of the Cancellation Price of HK$3.00 per Scheme Share and full acceptance of the Share Option Offer, approximately HK$9,860,866,423 in cash will be required to implement the Proposal.

Assuming that (a) all the outstanding Share Options are exercised and new Scheme Shares have been issued by the Company on or before the Scheme Record Date, (b) all the exchange rights underlying the Exchangeable Bonds are exercised by the Exchangeable Bonds Holders and the Shares have been transferred from the Offeror to the Exchangeable Bonds Holders upon exercise of the Exchangeable Bonds in accordance with its terms on or before the Scheme Record Date, (c) all the Borrowed Shares are not returned to the Offeror and still form part of the Scheme Shares on the Scheme Record Date, and (d) there is no other change in the shareholding and issued share capital of the Company before the Scheme Record Date, an additional amount of HK$2,754,169,517 in cash will be required to implement the Proposal.

Accordingly, the maximum amount of cash required for the implementation of the Proposal is approximately HK$12,615,035,940. If none of the outstanding Share Options and the Exchangeable Bonds mentioned in paragraphs (a) and (b) above are exercised prior to the Scheme Record Date, the amount of cash required to implement the Proposal would remain approximately HK$9,860,866,423.

The Offeror is financing the entire cash amount required for the Proposal through External Financing.

Somerley Capital, the Joint Financial Adviser to the Offeror, is satisfied that sufficient financial resources are available to the Offeror to satisfy the payment obligations in respect of the full implementation of the Proposal in accordance with its terms.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising all non-executive Directors and independent non-executive Directors who have no direct or indirect interest in the Proposal under Rule 2.8 of the Takeovers Code, namely Dr. Fu Tingmei, Professor Chan Ka Keung Ceajer and Mr. Liu Chung Mun, has been established by the Board in accordance with Rule 2.1 and Rule 2.8 of the Takeovers Code to make a recommendation to the Takeovers Code Disinterested Shareholders and the Share Option Holders as to (a) whether the Proposal (including the Scheme and the Share Option Offer) are, or are not, fair and reasonable; (b) whether to vote for or against the Scheme at the Court Meeting and of the resolutions in connection with the implementation of the Proposal at the EGM; and (c) whether to accept or reject the Share Option Offer by the Share Option Holders.

Each of Ms. Yu Xuping and Mr. Dong Boyang, being a non-executive Director, is a director of the Offeror and therefore an Offeror Concert Party. Mr. Zou Hua, being a non-executive Director, is the general manager of the legal and compliance department of Guotai Haitong, the parent company of the Offeror. Therefore, Ms. Yu Xuping, Mr. Dong Boyang, and Mr. Zou Hua are not considered as independent for the purpose of giving advice or recommendations to the Takeovers Code Disinterested Shareholders. Accordingly, each of Ms. Yu Xuping, Mr. Dong Boyang and Mr. Zou Hua is not a member of the Independent Board Committee.

The Independent Financial Adviser will be appointed by the Board (with the approval of the Independent Board Committee) in due course to advise the Independent Board Committee on the Proposal. A further announcement will be made after the appointment of the Independent Financial Adviser.

DESPATCH OF THE SCHEME DOCUMENT

The Scheme Document containing, among other things, further details of the Proposal (including the Scheme and the Share Option Offer), the expected timetable relating to the Proposal, the recommendations from the Independent Board Committee, the letter of advice from the Independent Financial Adviser, an explanatory statement, the notices of the Court Meeting and the EGM as well as other particulars, is required to be despatched to the Shareholders within 21 days after the date of this Joint Announcement pursuant to Rule 8.2 of the Takeovers Code, unless the Executive's consent is otherwise obtained.

In light of the time required for the satisfaction of the Pre-Condition, the preparation of the Scheme Document and the procedures of the High Court in respect of the Scheme, an application will be made with the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent to extend the latest time for the despatch of the Scheme Document. Further announcement(s) will be made by the Offeror and the Company in respect of the application for the consent and the expected date of despatch of the Scheme Document.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares and the Notes on the Hong Kong Stock Exchange was halted from 9: 00 a.m. on July 23, 2026 pending the release of this Joint Announcement. An application has been made by the Company to the Hong Kong Stock Exchange for the resumption of trading in the Shares with effect from 9: 00 a.m. on August 10, 2026.

At the request of the Bond Issuer, trading in the Exchangeable Bonds on the Hong Kong Stock Exchange was halted from 9:00 a.m. on July 23, 2026 pending the release of this Joint Announcement. An application has been made by the Bond Issuer to the Hong Kong Stock Exchange for the resumption of trading in the Exchangeable Bonds with effect from 9: 00 a.m. on August 10, 2026.

WARNINGS:

Shareholders, Share Option Holders and potential investors of the Company should be aware that the making of the Proposal is subject to the satisfaction of the Pre-Condition, and the implementation of the Proposal is subject to the satisfaction or waiver (where applicable) of the Conditions, and thus the Proposal (including the Scheme and the Share Option Offer) may or may not be implemented, and the Scheme may or may not become effective. Shareholders, Share Option Holders, and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

This Joint Announcement is not intended to and does not constitute, or form part of, any offer to sell or subscribe for or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Proposal or otherwise, nor shall there be any sale, issuance or transfer of securities of the Company in any jurisdiction in contravention of any applicable laws and regulations. The Proposal will be made solely through the Scheme Document, which will contain the full terms and conditions of the Proposal, including details on how to vote on the Proposal. Any acceptance, rejection or other response to the Proposal should be made only on the basis of information in the Scheme Document.

The availability of the Proposal to persons who are not resident in Hong Kong may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in Hong Kong should inform themselves about, and observe, any applicable legal or regulatory requirements of their jurisdictions. Details in relation to overseas Shareholders and Share Option Holders will be contained in the Scheme Document.

1. INTRODUCTION

The Offeror and the Company jointly announce that, on July 22, 2026 (after trading hours), the Offeror has requested the Board to, subject to the satisfaction of the Pre-Condition, put forward the Proposal to the Scheme Shareholders which, if approved and implemented, will result in the Company being privatised by way of a scheme of arrangement under Section 673 of the Companies Ordinance and the withdrawal of the listing of the Shares from the Hong Kong Stock Exchange.

Upon completion of the Proposal and assuming none of the Exchangeable Bonds are exchanged into Shares after the Scheme Record Date, the Company will become a wholly-owned subsidiary of the Offeror. In the event that any Exchangeable Bonds Holder exercises the exchange right after the Scheme Record Date, such Exchangeable Bonds Holder will become a Shareholder holding unlisted Shares, and the Company will not be wholly owned by the Offeror. For details of the Exchangeable Bonds, please refer to the section headed "*4.1 Exchangeable Bonds*" of this Joint Announcement.

2. TERMS OF THE PRE-CONDITIONAL PROPOSAL

Subject to the satisfaction of the Pre-Condition, the privatisation of the Company will be implemented by way of a scheme of arrangement.

2.1 The Scheme

If the Scheme is approved and implemented:

(a) all the Scheme Shares will be cancelled and extinguished on the Effective Date in exchange for the Cancellation Price of HK$3.00 in cash, less Dividend Adjustment (if any), for each Scheme Share;

(b) contemporaneously with the cancellation and extinguishment of the Scheme Shares, the issued share capital of the Company will be restored to the amount immediately prior to such cancellation, extinguishment and reduction by the issue to the Offeror, credited as fully paid, of the same number of new Shares as the number of Scheme Shares cancelled and extinguished. The reserve created in the Company's books of account as a result of any reduction in issued share capital will be applied to the paying up in full of the new Shares so issued, credited as fully paid, to the Offeror;

(c) the Company will become a wholly-owned subsidiary of the Offeror (assuming none of the Exchangeable Bonds are exchanged into Shares after the Scheme Record Date); and

(d) the listing of the Shares on the Hong Kong Stock Exchange will be withdrawn in accordance with Rule 6.15(2) of the Hong Kong Listing Rules.

Cancellation Price

Subject to the satisfaction of the Pre-Condition and the satisfaction or waiver (where applicable) of the Conditions and the Scheme becoming effective, all the Scheme Shares will be cancelled in exchange for the payment by the Offeror of the Cancellation Price:

For every Scheme Share cancelled ..... HK$3.00 in cash (less Dividend Adjustment, if any)

If, after the date of this Joint Announcement, any dividend and/or other distribution and/or other return of capital is announced, declared or paid in respect of the Shares, the Cancellation Price will be reduced by the Dividend Adjustment, in which case any reference in this Joint Announcement, the Scheme Document or any other announcement or document to the Cancellation Price will be deemed to be a reference to the Cancellation Price as so reduced.

As at the date of this Joint Announcement, (i) the Company has not announced or declared any dividend, distribution or other return of capital which remains unpaid; and (ii) the Company does not intend to announce, declare, or pay any dividend, distribution or other return of capital before the Effective Date, or the date on which the Scheme is not approved or the Proposal otherwise lapses (as the case may be).

The Cancellation Price will not be increased, and the Offeror does not reserve the right to do so. Shareholders, Share Option Holders, and potential investors of the Company should be aware that, following the making of this statement, the Offeror will not be allowed under the Takeovers Code to increase the Cancellation Price.

Comparison of value

The Cancellation Price of HK$3.00 in cash for every Scheme Share represents:

(i) a premium of approximately 44.2% over the closing price of HK$2.08 per Share as quoted on the Hong Kong Stock Exchange on the Last Trading Day;

(ii) a premium of approximately 44.1% over the average closing price of approximately HK$2.08 per Share based on the daily closing prices as quoted on the Hong Kong Stock Exchange for the 5 trading days up to and including the Last Trading Day;

(iii) a premium of approximately 46.5% over the average closing price of approximately HK$2.05 per Share based on the daily closing prices as quoted on the Hong Kong Stock Exchange for the 30 trading days up to and including the Last Trading Day;

(iv) a premium of approximately 37.7% over the average closing price of approximately HK$2.18 per Share based on the daily closing prices as quoted on the Hong Kong Stock Exchange for the 60 trading days up to and including the Last Trading Day;

(v) a premium of approximately 80.3% over the audited consolidated net asset value per Share attributable to the Shareholders of approximately HK$1.66 as at December 31, 2025.

Basis for determining the Cancellation Price

The Cancellation Price has been determined by the Offeror after taking into account, among other things, the recent and historical trading prices and trading volume of the Shares, the publicly available financial information of the Company, and other privatisation transactions relating to companies listed on the Hong Kong Stock Exchange in recent years.

Highest and lowest prices

During the six-month period preceding the Last Trading Day, the highest closing price of the Shares as quoted on the Hong Kong Stock Exchange was HK$3.09 per Share on April 10, 2026, and the lowest closing price of the Shares as quoted on the Hong Kong Stock Exchange was HK$1.94 per Share on June 26, 2026.

2.2 The Share Option Offer

As at the date of this Joint Announcement, a total of 4,850,000 Share Options are outstanding under the Share Option Scheme, each relating to one Share, of which (a) 2,250,000 Share Options have an exercise price of HK$1.45, (b) 1,000,000 Share Options have an exercise price of HK$1.72, and (c) 1,600,000 Share Options have an exercise price of HK$2.44. All such outstanding Share Options have been vested and are exercisable as at the date of this Joint Announcement. The Share Option Scheme expired on June 19, 2020, and no further Share Option had been granted under the Share Option Scheme thereafter.

To the extent that the outstanding Share Options have not otherwise lapsed, been cancelled or exercised, the Offeror will make (or procure to be made on its behalf) the Share Option Offer to the Share Option Holders in accordance with Rule 13 of the Takeovers Code to cancel every outstanding Share Option, conditional upon the Scheme becoming effective.

Upon the Share Option Offer, the Offeror will offer the Share Option Holders the "see-through" Option Offer Price (being the Cancellation Price minus the relevant exercise price of the outstanding Share Option) for the cancellation of every Share Option. In this regard, the relevant Option Offer Price applicable to the Share Options is as follows:

Exercise price per Share Option	**Number of outstanding Share Options**	**"See-through" Option Offer Price**
HK$1.45	2,250,000	HK$1.55
HK$1.72	1,000,000	HK$1.28
HK$2.44	1,600,000	HK$0.56

Details of the Share Option Holders as at the date of this Joint Announcement are set out in the section headed "*6. Shareholding Structure*" below. Other than Dr. YIM Fung, being a director of the Offeror and therefore an Offeror Concert Party, who holds 2,300,000 Share Options, none of the Offeror, Guotai Haitong or the Offeror Concert Parties hold any outstanding Share Options as at the date of this Joint Announcement.

In the event that any of the outstanding Share Options are exercised on or prior to the Scheme Record Date in accordance with the relevant terms and conditions of the Share Option Scheme, any Shares issued as a result of the exercise of such outstanding Share Options will be subject to and eligible to participate in the Scheme as Scheme Shares. Such Scheme Shares, other than those beneficially held by Offeror Concert Parties, will be eligible to vote and be counted towards the votes of the Takeovers Code Disinterested Shares at the Court Meeting.

If the requisite approval in respect of the Scheme is obtained at the Court Meeting and the EGM and any Share Option Holder does not: (i) exercise his or her outstanding Share Options before the Options Latest Exercise Time to become a Scheme Shareholder before the Scheme Record Date in accordance with the rules of the Share Option Scheme and the Scheme Document; or (ii) accept the Share Option Offer, his or her Share Options will lapse upon the expiry of the Options Latest Exercise Time without any payment made to him or her in accordance with the rules of the Share Option Scheme.

Further information on the Share Option Offer will be set out in a letter to the Share Option Holders, which will be despatched at or around the same time as the despatch of the Scheme Document.

2.3 The Notes

None of the Notes are convertible into Shares. The terms and conditions of the Notes do not contain any put option of the Noteholders, nor any covenant that requires the Company to maintain listing of Shares on the Hong Kong Stock Exchange. The Company is of the view that the Proposal does not have a material effect on the ability of the Company to meet its obligations under the Notes. The listing statuses of the Notes are not expected to cease as a result of the Proposal.

3. PRE-CONDITION AND CONDITIONS OF THE PROPOSAL AND THE SCHEME

3.1 Pre-Condition of the Proposal and the Scheme

The making of the Proposal is subject to the satisfaction of the Pre-Condition:

- the approval, review, filing or registration (as applicable) by (1) the National Development and Reform Commission of the PRC, and (2) Shanghai SASAC or its local authorities or authorised units having been obtained or completed without which would prohibit the Offeror from making the Proposal.

The Pre-Condition is not waivable. Save as disclosed above, as at the date of this Joint Announcement, neither the Offeror nor the Company is aware of any other material governmental or regulatory requirements which are required in connection with making the Proposal.

If the Pre-Condition is not satisfied on or before the Pre-Condition Long Stop Date, the Proposal will not be made, and the Shareholders and the Share Option Holders will be notified by a further announcement as soon as practicable thereafter.

3.2 Conditions of the Proposal and the Scheme

Upon satisfaction of the Pre-Condition, the implementation of the Proposal is, and the Scheme will become effective and binding on the Company and all the Scheme Shareholders, subject to the satisfaction or waiver (where applicable) of the following Conditions:

(a) the approval of the Scheme at the Court Meeting (by way of a poll) by holders of the Scheme Shares representing at least 75% of the voting rights of such holders present and voting, in person or by proxy, at the Court Meeting, and the votes cast (by way of poll) against the Scheme at the Court Meeting not exceeding 10% of the total voting rights attached to all the Company Ordinance Disinterested Shares, provided that:

   (i) the Scheme is approved (by way of poll) by at least 75% of the votes attaching to the Takeovers Code Disinterested Shares held by the Takeovers Code Disinterested Shareholders that are cast either in person or by proxy at the Court Meeting; and

(ii) the number of votes cast (by way of poll) against the resolution to approve the Scheme at the Court Meeting is not more than 10% of the votes attaching to all the Takeovers Code Disinterested Shares held by the Takeovers Code Disinterested Shareholders;

(b) the passing of a special resolution by a majority of at least 75% of the votes cast by the Shareholders present and voting, in person or by proxy, at the EGM (and otherwise in accordance with the procedural requirements of section 564 of the Companies Ordinance) to approve and give effect to the Scheme, including the approval of the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares and the issue to the Offeror of such number of new Shares as is equal to the number of the Scheme Shares cancelled and extinguished;

(c) the sanction of the Scheme (with or without modifications) and the confirmation of the reduction of the issued share capital of the Company involved in the Scheme by the High Court and the registration of a copy of the order of the High Court by the Registrar of Companies under Part 2 of the Companies Ordinance;

(d) the compliance with the procedural requirements of sections 230 and 231 and sections 673 and 674 of the Companies Ordinance in relation to the reduction of the issued share capital of the Company and the Scheme, respectively;

(e) all necessary Authorisations which are material in the context of the Group taken as a whole and other registrations, filings, rulings, consents, opinions, permissions and approvals in connection with the Proposal or its implementation in accordance with its terms having been obtained (or, as the case may be, completed) and remaining in full force and effect without modification;

(f) no government, court, or governmental, quasi-governmental, statutory or regulatory body or agency in any jurisdiction having taken or instituted any action, proceeding or suit (or enacted, made or proposed, and there not continuing to be outstanding, any statute, regulation, demand or order) that would make the Proposal or its implementation in accordance with its terms void, unenforceable, illegal or impracticable (or which would impose any material and adverse conditions or obligations with respect to the Proposal or its implementation in accordance with its terms); and

(g) all necessary legal or regulatory obligations in all relevant jurisdictions having been complied with and no legal or regulatory requirement having been imposed which is not expressly provided for, or is in addition to the requirements expressly provided for, in the relevant laws or regulations in connection with the Proposal or its implementation in accordance with its terms.

Conditions (a) to (d) are not waivable. The Offeror reserves the right (but is not obliged) to waive any of the Conditions (e) to (g), to the extent permissible by applicable laws and regulations, either in whole or in respect of any particular matter. Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Offeror may only invoke any or all of the Conditions as a basis for not proceeding with the Scheme if the circumstances which give rise to a right to invoke any such Condition are of material significance to the Offeror in the context of the Proposal. The Company has no right to waive any of the Conditions.

All of the Conditions will have to be satisfied or waived (as applicable), on or before the Conditions Long Stop Date, failing which the Proposal will lapse. When all of the Conditions above are satisfied or waived (as applicable), the Scheme will be binding on all the Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting and/or the EGM.

In respect of Condition (e), as at the date of this Joint Announcement, neither the Offeror nor the Company is aware of any requirement for such Authorisations other than those set out in the Conditions in paragraphs (a) to (d) and the approval by the Hong Kong Stock Exchange of the withdrawal of listing of the Company.

In respect of Condition (f), as at the date of this Joint Announcement, neither the Offeror nor the Company is aware of any such action, proceeding, suit, investigation, statute, regulation, demand or order.

In respect of Condition (g), as at the date of this Joint Announcement, neither the Offeror nor the Company is aware of any such legal or regulatory requirement other than those set out in the Conditions in paragraphs (a) to (d) and the approval by the Hong Kong Stock Exchange of the withdrawal of listing of the Company.

WARNING: Shareholders, Share Option Holders and potential investors of the Company should be aware that the making of the Proposal is subject to the satisfaction of the Pre-Condition, and the implementation of the Proposal is subject to the satisfaction or waiver (where applicable) of the Conditions, and thus the Proposal (including the Scheme and the Share Option Offer) may or may not be implemented, and the Scheme may or may not become effective. Shareholders, Share Option Holders, and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

4. EXCHANGEABLE BONDS AND STOCK LENDING ARRANGEMENTS

4.1 Exchangeable Bonds

General information

On November 10, 2025, the Bond Issuer issued zero coupon exchangeable bonds due 2032 guaranteed by the Offeror and listed on the Hong Kong Stock Exchange (stock code: 6013), in which 915,094,339 Shares (rounded down to the nearest Share in accordance with the terms of the Exchangeable Bonds), representing approximately 9.60% of the issued share capital of the Company, can be exchanged and delivered by the Offeror to the Exchangeable Bonds Holders upon exercise of the exchange right of the Exchangeable Bonds. As at the date of this Joint Announcement, the entire HK$3,880,000,000 principal amount of the Exchangeable Bonds are outstanding and exchangeable.

The major terms of the Exchangeable Bonds are summarized as below:

Bond Issuer:	Guotai Junan Holdings Limited, a wholly owned subsidiary of the Offeror
Guarantor	the Offeror
Issue Date	November 10, 2025
Maturity Date	November 10, 2032
Issue Price	103.50% of the principal amount
Redemption Price	100.00% of the principal amount
Initial Exchange Price	HK$4.24 per Share
Exchange Property	915,094,339 Shares held by the Offeror
Exchange Period	At any time during the period from (and including) December 21, 2025 up to (and including) the close of business on the date which falls seven days prior to the maturity date, unless previously redeemed, repurchased and cancelled or exchanged.

Redemption at the option of the Bond Issuer	The Exchangeable Bonds can be redeemed at the option of the Bond Issuer (i) at any time after November 2028 if the closing price of the Shares reaches certain level of increase as compared to the exchange price for 20 trading days out of 30 consecutive trading days; (ii) at any time if certain percentage in the principal amount of the Exchangeable Bonds have been exchanged, redeemed or purchased and cancelled; or (iii) at any time if the Bond Issuer or the Offeror is obligated to pay any additional tax amount in respect of the Exchangeable Bonds and such obligation cannot be avoided after taking reasonable measures.
Redemption at the option of the Exchangeable Bonds Holders	The Exchangeable Bonds can also be redeemed at the options of the Exchangeable Bonds Holders (i) on a certain date in November 2028 and November 2030, respectively; (ii) if there is a change of control in relation to the Bond Issuer, the Offeror, or the Company, or (iii) if the Shares cease to be listed; or are suspended for trading for 30 consecutive trading days or more (collectively, "**Bond Holders' Early Redemption Rights**").
Final redemption	Unless previously exchanged, redeemed or purchased and cancelled, the Exchangeable Bonds will be redeemed at their principal amount on the maturity date.

Impact of the Proposal on the Exchangeable Bonds Holders

The Proposal will not affect the rights of the Exchangeable Bonds Holders under the terms and conditions of the Exchangeable Bonds, including their exercise rights and redemption rights. Specifically, the Exchangeable Bonds Holders have the following options:

(a) exercising the exchange rights (i) on or prior to the Meeting Record Date to attend and vote at the Court Meeting and the EGM; (ii) on or prior to the Scheme Record Date to participate in the Scheme; or (iii) after the Scheme Record Date to hold unlisted Shares, for which there will be no open market for trading;

(b) selling the Exchangeable Bonds in the secondary market;

(c) exercising the Bond Holders' Early Redemption Rights in accordance with the terms and conditions of the Exchangeable Bonds. If a holder exercises its redemption right, its exchange right will lapse at the close of business in Hong Kong on the date immediately preceding the giving of such redemption notice; or

(d) holding the Exchangeable Bonds until the maturity date and receiving principal amount.

4.2 Stock Lending Arrangements

General information

In connection with the Exchangeable Bonds, the Offeror (as lender) entered into certain stock lending agreements on November 3, 2025, pursuant to which a maximum of 800,000,000 Shares, representing 8.40% of the total issued Shares in the Company, were available for lending for the purpose of facilitating hedging for the Exchangeable Bonds Holders.

As at the date of this Joint Announcement, the Borrowed Shares lent by the Offeror amount to 800,000,000 Shares.

Impact of the Proposal on the stock lending arrangements

The Proposal is not expected to materially affect the stock lending agreements entered into between the Offeror and the respective borrowers, and such agreements will continue in full effect in accordance with their respective terms. In particular, the recall and redelivery rights of the Offeror and the borrowers, as the case may be, under the relevant stock lending agreements will remain unaltered. The Offeror, Guotai Haitong and Offeror Concert Parties will not take the initiative to exercise the recall and redelivery rights under the relevant stock lending agreements other than those (a) between the Offeror and Offeror Concert Parties, and (b) among the Offeror Concert Parties.

The stock lending agreements are not expected to materially affect the implementation of the Scheme, save for the impact on the number of Scheme Shares (including the number of the Takeovers Code Disinterested Shares eligible to vote on the Scheme as set out in the following paragraph) and the financial resources required to fulfill the payments obligation under the Proposal. If any Borrowed Shares are not returned prior to the Scheme Record Date, such Borrowed Shares will form part of the Scheme Shares and be cancelled in exchange for the Cancellation Price. The Offeror, after taking into account the scenario that none of the Borrowed Shares are returned, has prepared sufficient financial resources to satisfy the payment obligations in respect of the full implementation of the Proposal. Therefore, regardless of whether the Borrowed Shares are returned, there will not be any adverse impact on the implementation of the Proposal.

In terms of the voting rights of the Borrowed Shares, as the Offeror does not retain any voting rights attached to such Shares and the Borrowed Shares have been lent and further sold to facilitate the hedging of the Exchangeable Bonds, the current holders of the Borrowed Shares will be entitled to exercise the voting rights attached to such Shares. To the extent the Borrowed Shares are not beneficially held by the Offeror, Guotai Haitong or the Offeror Concert Parties, the Borrowed Shares will constitute Takeovers Code Disinterested Shares.

The holders of the Borrowed Shares are reminded that they should carefully consider their obligations and rights under the relevant stock lending agreements and, having regard to their own circumstances and investment objectives, determine the appropriate action to be taken in respect of the Borrowed Shares, including the return of the Borrowed Shares in accordance with the relevant stock lending agreements or, where applicable, participation in the Scheme.

5. CONFIRMATION OF FINANCIAL RESOURCES

As at the date of this Joint Announcement, (1) there are 9,529,944,707 Shares in issue, of which 3,285,067,641 Shares (including 800,000,000 Borrowed Shares) will form the Scheme Shares, representing approximately 34.47% of the issued share capital of the Company, and (2) there are 4,850,000 outstanding Share Options.

On the basis of the Cancellation Price of HK$3.00 per Scheme Share and full acceptance of the Share Option Offer, approximately HK$9,860,866,423 in cash will be required to implement the Proposal.

Assuming that (a) all the outstanding Share Options are exercised and new Scheme Shares have been issued by the Company on or before the Scheme Record Date, (b) all the exchange rights underlying the Exchangeable Bonds are exercised by the Exchangeable Bonds Holders and the Shares have been transferred from the Offeror to the Exchangeable Bonds Holders upon exercise of the Exchangeable Bonds in accordance with its terms on or before the Scheme Record Date, (c) all the Borrowed Shares are not returned and still form part of the Scheme Shares on the Scheme Record Date, and (d) there is no other change in the shareholding and issued share capital of the Company before the Scheme Record Date, an additional amount of HK$2,754,169,517 in cash will be required to implement the Proposal.

Accordingly, the maximum amount of cash required for the implementation of the Proposal is approximately HK$12,615,035,940. If none of the outstanding Share Options and the Exchangeable Bonds mentioned in paragraphs (a) and (b) above are exercised prior to the Scheme Record Date, the amount of cash required to implement the Proposal would remain approximately HK$9,860,866,423.

The Offeror is financing the entire cash amount required for the Proposal through External Financing.

Somerley Capital, the Joint Financial Adviser to the Offeror, is satisfied that sufficient financial resources are available to the Offeror to satisfy the payment obligations in respect of the full implementation of the Proposal in accordance with its terms.

6. SHAREHOLDING STRUCTURE

As at the date of this Joint Announcement:

(a) the issued share capital of the Company comprises 9,529,944,707 Shares;

(b) a total of 4,850,000 Share Options are outstanding;

(c) save as disclosed in sub-paragraphs (a) and (b) above, the Company has no outstanding options, warrants, derivatives, convertible securities or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company that carry a right to subscribe for or which are convertible into the Shares;

(d) the Offeror, Guotai Haitong and the Offeror Concert Parties hold 6,313,571,021 Shares, representing approximately 66.25% of the issued share capital of the Company; and the Offeror, Guotai Haitong and the Offeror Concert Parties hold 2,300,000 Share Options, exercisable into 2,300,000 Shares which represent approximately 0.02% of the issued share capital of the Company;

(e) save as disclosed in sub-paragraph (d) above, the Offeror, Guotai Haitong and the Offeror Concert Parties do not hold or have control or direction over any other Shares or any options, warrants, derivatives or securities convertible into Shares or other derivatives in respect of securities in the Company;

(f) save for a total of 915,094,339 Shares which may be exchanged under the Exchangeable Bonds issued by a wholly-owned subsidiary of the Offeror as disclosed in the section headed "*4.1 Exchangeable Bonds*", none of the Offeror, Guotai Haitong or the Offeror Concert Parties have entered into any outstanding derivative in respect of the securities in the Company;

(g) save for a total of 800,000,000 Borrowed Shares lent by the Offeror and being on-lent under the relevant stock lending arrangements as disclosed in the section headed "*4.2 Stock Lending Arrangements*", none of the Offeror, Guotai Haitong or the Offeror Concert Parties have borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company; and

(h) all Scheme Shares (other than those beneficially held by the Offeror, Guotai Haitong and the Offeror Concert Parties) are considered as Takeovers Code Disinterested Shares for the purpose of the Takeovers Code.

Upon completion of the Proposal and assuming none of the Exchangeable Bonds are exchanged into Shares after the Scheme Record Date, the Company will become a wholly-owned subsidiary of the Offeror.

On the assumption that there is no other change in the shareholding structure of the Company before completion of the Proposal, the table below sets out the shareholding structure of the Company as at the date of this Joint Announcement, and immediately before the implementation of the Proposal and upon completion of the Proposal:

Shareholders	As at the date of this Joint Announcement		Assuming that prior to the Scheme Record Date, (i) none of the outstanding Share Options are exercised, (ii) none of the Exchangeable Bonds are exchanged, and (iii) all of the Shares being on-lent are returned				Assuming that prior to the Scheme Record Date, (i) the outstanding Share Options are exercised in full, (ii) the Exchangeable Bonds are exchanged for Shares in full, and (iii) none of the Shares being on-lent are returned			
			Immediately before the implementation of the Proposal		Immediately upon completion of the Proposal		Immediately before the implementation of the Proposal		Immediately upon completion of the Proposal	
	No. of Shares	*Approximate % (Note 1)*	*No. of Shares*	*Approximate % (Note 1)*	*No. of Shares*	*Approximate % (Note 1)*	*No. of Shares*	*Approximate % (Note 1)*	*No. of Shares*	*Approximate % (Note 1)*
(A) Offeror	6,244,877,066 *(Note 2)*	65.53%	7,044,877,066 *(Note 3)*	73.92%	9,529,944,707	100.00%	5,329,782,727	55.90%	9,534,794,707	100.00%
(B) Offeror Concert Parties (subject to the Scheme) *(Notes 4, 6 and 7)*	68,693,955	0.72%	68,693,955	0.72%	0	0.00%	70,993,955	0.74%	0	0.00%
Fullgoal Fund *(Note 5)*	147,000	0.00%	147,000	0.00%	0	0.00%	147,000	0.00%	0	0.00%
Dr. YIM Fung (a director of Offeror and an executive Director) *(Note 8)*	68,546,955	0.72%	68,546,955	0.72%	0	0.00%	70,846,955	0.74%	0	0.00%
Lead Financial Adviser to the Offeror	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
(C) Offeror and Offeror Concert Parties (A)+(B)	6,313,571,021	66.25%	7,113,571,021	74.64%	9,529,944,707	100.00%	5,400,776,682	56.64%	9,534,794,707	100.00%
(D) Takeovers Code Disinterested Shareholders (subject to the Scheme) (F)-(C)	3,216,373,686	33.75%	2,416,373,686	25.36%	0	0.00%	4,134,018,025	43.36%	0	0.00%
Ms. QI Haiying (an executive Director) *(Note 8)*	6,012,000	0.06%	6,012,000	0.06%	0	0.00%	8,312,000	0.09%	0	0.00%
Dr. FU Tingmei (an independent non-executive Director)	1,512,096	0.02%	1,512,096	0.02%	0	0.00%	1,512,096	0.02%	0	0.00%
Share Option Holders (other than Dr. YIM Fung and Ms. QI Haiying) *(Note 8)*	0	0.00%	0	0.00%	0	0.00%	250,000	0.00%	0	0.00%
Holders of the Borrowed Shares	800,000,000	8.39%	0	0.00%	0	0.00%	800,000,000	8.39%	0	0.00%
Exchangeable Bonds Holders	0	0.00%	0	0.00%	0	0.00%	915,094,339	9.60%	0	0.00%
Other Scheme Shareholders	2,408,849,590	25.28%	2,408,849,590	25.28%	0	0.00%	2,408,849,590	25.26%	0	0.00%
(E) Aggregate number of Scheme Shares (B)+(D)	3,285,067,641	34.47%	2,485,067,641	26.08%	0	0.00%	4,205,011,980	44.10%	0	0.00%
(F) Total number of Shares in issue	9,529,944,707	100%	9,529,944,707	100%	9,529,944,707	100%	9,534,794,707	100%	9,534,794,707	100%

Notes:

(1) The shareholding percentages in the table are subject to rounding adjustment.

(2) Such Shares represent the strategic shareholding of the Company held by the Offeror (excluding the 800,000,000 Borrowed Shares) as at the date of this Joint Announcement. For the avoidance of doubt, the Offeror beneficially owns 7,044,877,066 Shares, and under the SFO, the Offeror is deemed to be interested in a total of 7,044,877,066 Shares, which includes the 800,000,000 Borrowed Shares.

(3) Assuming no Shares have been transferred by the Offeror to the Exchangeable Bonds Holders as a result of the exercise of the Exchangeable Bonds in accordance with its terms prior to the Scheme Record Date and all the Shares being lent by but not yet returned to the Offeror have been returned to the Offeror prior to the Scheme Record Date, such 7,044,877,066 Shares will constitute the Offeror Non-Scheme Shares and will not be cancelled under the Scheme. The share capital of the Company will, on the Effective Date, be reduced by cancelling and extinguishing the Scheme Shares, and contemporaneously with the cancellation and extinguishment of the Scheme Shares, the share capital of the Company will be increased to its former amount by the issue to the Offeror, credited as fully paid, of the same number of Shares as is equal to the number of Scheme Shares cancelled and extinguished.

(4) Reference is made to the circular published by Guotai Junan Securities Co., Ltd. (currently known as Guotai Haitong, the parent company of the Offeror) dated November 21, 2024. Shanghai SASAC has confirmed in writing that (a) Shanghai SASAC, as the state-owned contributor of capital of SIG, does not interfere with the day-to-day operations and decision-making process of SIG other than fulfilling its responsibility as a contributor of capital and provision of oversight over the use of state-owned assets; (b) SIG, as the then controlling shareholder and de facto controller of Guotai Junan Securities Co., Ltd., makes independent decisions and exercises its rights as a shareholder of Guotai Junan Securities Co., Ltd. (including exercising the voting power at Guotai Junan Securities Co., Ltd.'s general meetings) based on its own interests in accordance with laws, regulations, and applicable governance documents; and (c) regarding matters pertaining to Guotai Junan Securities Co., Ltd., Shanghai SASAC shall not give any instructions on matters independently decided by SIG (including exercising the voting power at Guotai Junan Securities Co., Ltd.'s general meetings) in accordance with laws, regulations, and applicable governance documents, and in all circumstances, the independent decisions by SIG shall prevail. As of the date of this Joint Announcement, the Offeror is not aware of any change to the above confirmation issued by Shanghai SASAC. In light of the above, Shanghai SASAC is not "acting in concert" with SIG (an associated company of the Offeror) for the purpose of the Takeovers Code in respect of matters of, including the exercising of voting power in, the Offeror.

(5) As at the date of this Joint Announcement, Fullgoal Fund, which is owned as to 27.78% by Guotai Haitong and is an associated company of the Offeror, holds 147,000 Shares in its ordinary course of business.

(6) Such Shares do not include the Shares held by BNP Paribas Group, a party presumed to be acting in concert with the Offeror under class (1) of the definition of "acting in concert" of the Takeovers Code as a result of its shareholdings of more than 20% in certain joint ventures of the Guotai Haitong Group and SIG. An application will be made to rebut the presumption of acting in concert with the Offeror following the publication of this Joint Announcement, and further information on the progress/result of the application will be announced and/or included in the Scheme Document as appropriate.

(7) Somerley Capital is the Joint Financial Adviser to the Offeror in connection with the Proposal. Accordingly, the Joint Financial Adviser and persons controlling, controlled by or under the same control as the Joint Financial Adviser are presumed to be acting in concert with the Offeror in relation to the Proposal in accordance with class (5) of the definition of "acting in concert" under the Takeovers Code.

Details of holdings, borrowings or lendings of, and dealings in, the Shares or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company held by or entered into by other members of the Somerley Capital Group, if any, will be obtained as soon as practicable after the date of this Joint Announcement in accordance with Note 1 to Rule 3.5 of the Takeovers Code. A further announcement will be made by the Offeror and the Company if the holdings, borrowings, lendings, or dealings of the other members of the Somerley Capital Group are significant and, in any event, such information will be disclosed in the Scheme Document. The statements in this Joint Announcement as to holdings, borrowings or lendings of, or dealings in, the Shares or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company by persons acting in concert with the Offeror are subject to the holdings, borrowings, lendings, or dealings (if any) of other members of the Somerley Capital Group presumed to be acting in concert with the Offeror.

(8) As at the date of this Joint Announcement, a total of 4,850,000 Share Options are outstanding.

Details of the Share Option Holders and their outstanding Share Options as at the date of this Joint Announcement are set out in the tables below.

Share Option Holders	**Number of Outstanding Share Option Held**	**Exercise price per Share**
		(HK$)
Directors of the Company		
Dr. YIM Fung	800,000	HK$2.44
	500,000	HK$1.72
	1,000,000	HK$1.45
Ms. QI Haiying	800,000	HK$2.44
	500,000	HK$1.72
	1,000,000	HK$1.45
Two employees of the Company	250,000	HK$1.45
Total	4,850,000	

7. REASONS FOR AND BENEFITS OF THE PROPOSAL

7.1 The Proposal offers Scheme Shareholders an opportunity to realize their investments at an attractive price in current uncertain market conditions

Considering the prevailing uncertain market conditions influenced by volatile sentiment in the broader Hong Kong equity markets, the Company's closing price has decreased by 21.2% since the beginning of 2026, from HK$2.64 per Share as of January 2, 2026 to HK$2.08 per Share as of Last Trading Day.

The Cancellation Price represents a premium of approximately 44.2% over the closing price of HK$2.08 per Share as at the Last Trading Day, as well as a premium of approximately 46.5% and 37.7% over the average closing price of approximately HK$2.05 and HK$2.18 per Share for the 30 and 60 trading days up to and including the Last Trading Day, respectively. Furthermore, the Cancellation Price represents an implied 2025 P/B (price-to-book) multiple of 1.80x, which is calculated as the Cancellation Price divided by the audited consolidated net asset value per Share attributable to the Shareholders as at December 31, 2025.

Therefore, the Offeror views the Proposal as a proactive initiative to offer the Shareholders a compelling opportunity to realise and enhance their return on investment in the Company at a premium to the prevailing Share price and at an attractive P/B valuation multiple, particularly against the backdrop of recent market volatility.

7.2 In line with Guotai Haitong's established strategy of international business

The Proposal would provide more flexibility for Guotai Haitong to execute business development strategies across its overseas subsidiaries after the Company ceases to be a public company.

Pursuant to the Guotai Haitong's established strategy of international business, the Proposal is intended to strengthen synergies among its subsidiaries, to facilitate the deployment of financial and client resources across domestic and overseas markets, and to accelerate the Guotai Haitong Group's transformation into an investment bank with international competitiveness and market influence.

By privatising the Company, Guotai Haitong can simplify the structure of its Hong Kong operations, further align the economic incentives among its various offshore entities and simplify decision making processes. It will also enable Guotai Haitong to take a more comprehensive approach in overall risk management and capital efficiency and deployment. As a privately-owned business, the Company can enjoy more flexibility to conduct long-term investment to strengthen its Hong Kong business and expand its global presence, free from the pressures of rapidly changing market conditions and short-term capital market fluctuations.

8. IMPACT OF THE PROPOSAL ON THE NON-COMPETITION UNDERTAKING

Reference is made to the circular published by Guotai Junan Securities Co., Ltd. (currently known as Guotai Haitong, the parent company of the Offeror) dated November 21, 2024. Guotai Junan Securities Co., Ltd. issued a non-competition undertaking letter in favour of the Company undertaking that it shall, within five years from the closing of the merger of Guotai Junan Securities Co., Ltd. and Haitong Securities Co., Ltd., resolve any competition concerns between relevant subsidiaries of the post-merger company (i.e. Guotai Haitong) and the Group through methods including but not limited to asset restructuring and business consolidation.

The non-competition undertaking will automatically terminate upon occurrence of any of the following: (1) the shares of the Company are no longer listed on the Hong Kong Stock Exchange; or (2) Guotai Haitong is no longer a controlling shareholder of the Company as defined under the Hong Kong Listing Rules.

Following the completion of the Proposal, the withdrawal of listing of the Shares on the Hong Kong Stock Exchange will result in the termination of the non-competition undertaking in accordance with its terms.

9. INFORMATION ON THE OFFEROR AND THE COMPANY

9.1 Information on the Offeror

The Offeror is a company incorporated in Hong Kong with limited liability on August 10, 2007 and is principally engaged in the business of investment holding.

The Offeror is a wholly-owned subsidiary of Guotai Haitong. Guotai Haitong is a joint stock company incorporated in the PRC with limited liability, whose A shares and H shares are listed and traded on the Shanghai Stock Exchange (stock code: 601211) and the Main Board of the Hong Kong Stock Exchange (stock code: 02611), respectively. The principal businesses of the Guotai Haitong Group are wealth management, investment banking, institution and transaction, investment management, finance lease and other business. Guotai Haitong does not have any controlling shareholder (as defined under Hong Kong Listing Rules). SIG is the only substantial shareholder (as defined under Hong Kong Listing Rules) of Guotai Haitong, directly and indirectly holding an aggregate of approximately 20.40% equity interests in Guotai Haitong. The ultimate beneficial owner of SIG is Shanghai SASAC.

As at the date of this Joint Announcement, the Offeror is interested in 7,044,877,066 Shares (including the Borrowed Shares), representing approximately 73.92% of the total issued Shares.

9.2 Information on the Company

The Company is a company incorporated in Hong Kong with limited liability whose shares are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 1788). The Company is an investment holding company. The operations of the Group are mainly based in Hong Kong and its principal businesses include wealth management, institutional investor services, corporate finance services, investment management and other business.

Set out below is a summary of the financial information of the Company as extracted from the Company's annual reports for the three years ended December 31, 2025:

	For the year ended December 31,		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
	(Audited)	(Audited)	(Audited)
Revenue and other income	3,230,094	4,427,037	6,212,120
Profit before tax	191,416	366,631	1,722,824
Profit for the year	206,105	350,697	1,346,721

10. INTENTION OF THE OFFEROR IN RELATION TO THE COMPANY

As at the date of this Joint Announcement, the Offeror intends for the Group to continue carrying on its existing brokerage-focused businesses following the implementation of the Proposal and does not have any plan to make any material changes to the continued employment of the employees of the Group (other than changes made in the ordinary course of business of the Group).

The Offeror will conduct a strategic review of the assets, corporate structure, capitalisation, operations, properties, policies and management of the Group to determine if any changes would be appropriate and desirable following the implementation of the Proposal with a view to continue focusing on conventional securities business, facilitating internal integration and organizational restructuring within the Guotai Haitong Group, and may make any changes as the Offeror deems necessary, appropriate or beneficial for the Group in light of its review of the Group or any future development.

11. PROPOSED WITHDRAWAL OF LISTING OF THE SHARES

Upon the Scheme becoming effective, all the Scheme Shares will be cancelled and extinguished and the share certificates for the Scheme Shares will thereafter cease to have effect as evidence of title.

The Company will make an application for the listing of the Shares to be withdrawn from the Hong Kong Stock Exchange in accordance with Rule 6.15(2) of the Hong Kong Listing Rules subject to the Scheme becoming effective.

The Shareholders will be notified by way of an announcement of the dates of the last day for dealing in the Shares and the day on which the Scheme and the withdrawal of the listing of the Shares on the Hong Kong Stock Exchange will become effective. A detailed expected timetable of the implementation of the Proposal will be set out in the Scheme Document, which will also contain, among other things, further details of the Scheme and the Share Option Offer.

12. INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising all non-executive Directors and independent non-executive Directors who have no direct or indirect interest in the Proposal under Rule 2.8 of the Takeovers Code, namely Dr. Fu Tingmei, Professor Chan Ka Keung Ceajer and Mr. Liu Chung Mun, has been established by the Board in accordance with Rule 2.1 and Rule 2.8 of the Takeovers Code to make a recommendation to the Takeovers Code Disinterested Shareholders and the Share Option Holders as to (a) whether the Proposal (including the Scheme and the Share Option Offer) are, or are not, fair and reasonable; (b) whether to vote for or against the Scheme at the Court Meeting and of the resolutions in connection with the implementation of the Proposal at the EGM; and (c) whether to accept or reject the Share Option Offer by the Share Option Holders.

Each of Ms. Yu Xuping and Mr. Dong Boyang, being a non-executive Director, is a director of the Offeror and therefore an Offeror Concert Party. Mr. Zou Hua, being a non-executive Director, is the general manager of the legal and compliance department of Guotai Haitong, the parent company of the Offeror. Therefore, Ms. Yu Xuping, Mr. Dong Boyang, and Mr. Zou Hua are not considered as independent for the purpose of giving advice or recommendations to the Takeovers Code Disinterested Shareholders. Accordingly, each of Ms. Yu Xuping, Mr. Dong Boyang and Mr. Zou Hua is not a member of the Independent Board Committee.

The Independent Financial Adviser will be appointed by the Board (with the approval of the Independent Board Committee) in due course to advise the Independent Board Committee on the Proposal. A further announcement will be made after the appointment of the Independent Financial Adviser.

13. DESPATCH OF THE SCHEME DOCUMENT

The Scheme Document containing, among other things, further details of the Proposal (including the Scheme and the Share Option Offer), the expected timetable relating to the Proposal, the recommendations from the Independent Board Committee, the letter of advice from the Independent Financial Adviser, an explanatory statement, the notices of the Court Meeting and the EGM as well as other particulars, is required to be despatched to the Shareholders within 21 days after the date of this Joint Announcement pursuant to Rule 8.2 of the Takeovers Code, unless the Executive's consent is otherwise obtained.

In light of the time required for the satisfaction of the Pre-Condition, the preparation of the Scheme Document and the procedures of the High Court in respect of the Scheme, an application will be made with the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent to extend the latest time for the despatch of the Scheme Document. Further announcement(s) will be made by the Offeror and the Company in respect of the application for the consent and the expected date of despatch of the Scheme Document.

The Scheme Document will contain important information and the Shareholders and the Share Option Holders are urged to read the Scheme Document carefully before (in the case of the Shareholders) casting any vote at (or providing any proxy in respect of) the Court Meeting and/or the EGM or (in the case of the Share Option Holders) accepting the Share Option Offer. Any acceptance, rejection or other response to the Scheme and the Share Option Offer should be made only on the basis of information in the Scheme Document.

14. VOTING AT THE COURT MEETING AND EGM

All Scheme Shareholders as at the Meeting Record Date will be entitled to attend and vote at the Court Meeting to approve the Scheme. None of the Shares beneficially held by the Offeror, Guotai Haitong and the Offeror Concert Parties will be voted at the Court Meeting.

All Shareholders are entitled to attend the EGM and vote on the special resolution to be proposed at the EGM to approve and give effect to the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares and of the issue to the Offeror of such number of new Shares as is equal to the number of the Scheme Shares cancelled.

15. IF THE SCHEME IS NOT APPROVED OR THE PROPOSAL LAPSES

Subject to the requirements of the Takeovers Code, the Proposal will not be made if the Pre-Condition is not satisfied on or before the Pre-Condition Long Stop Date, and the Scheme will lapse if any of the Conditions has not been satisfied or waived (as applicable) on or before the Conditions Long Stop Date. The listing of the Shares on the Hong Kong Stock Exchange will not be withdrawn if the Scheme does not become effective or the Proposal otherwise lapses.

If the Scheme is not approved or the Proposal otherwise lapses, there are restrictions under Rule 31.1 of the Takeovers Code on the Offeror making subsequent offers, to the effect that none of the Offeror, Guotai Haitong or any person who acted in concert with any of them in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may within 12 months from the date on which the Scheme is not approved or the Proposal otherwise lapses, announce an offer or possible offer for the Company, except with the consent of the Executive.

Pursuant to Rule 2.3 of the Takeovers Code, if the Scheme is not approved and the Proposal is either not recommended by the Independent Board Committee or is not recommended as fair and reasonable by the Independent Financial Adviser, all costs and expenses incurred by the Company in connection with the Proposal will be borne by the Offeror.

16. GENERAL

As at the date of this Joint Announcement:

(1) save as disclosed in the section headed "*6. Shareholding Structure*" above, the Offeror, Guotai Haitong and the Offeror Concert Parties do not hold or have control or direction over any other Shares or any options, warrants, derivatives or securities convertible into Shares or other derivatives in respect of securities in the Company;

(2) save as disclosed in the section headed "*6. Shareholding Structure*" above, none of the Offeror, Guotai Haitong and the Offeror Concert Parties has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;

(3) none of the Offeror, Guotai Haitong and the Offeror Concert Parties has received an irrevocable commitment to vote for or against the Scheme;

(4) there is no arrangement (whether by way of option, indemnity or otherwise) in relation to shares of the Offeror or Shares which might be material to the Proposal (as referred to in Note 8 to Rule 22 of the Takeovers Code);

(5) there is no agreement or arrangement to which any of the Offeror, Guotai Haitong or the Offeror Concert Parties is a party which relates to the circumstances in which the Offeror may or may not invoke or seek to invoke the Pre-Condition or a Condition.

(6) save for the Cancellation Price and the Share Option Offer Price, there is no other consideration, compensation or benefit in whatever form paid or to be paid by the Offeror, Guotai Haitong and the Offeror Concert Parties (i) to the Scheme Shareholders in relation to the Scheme Shares or (ii) to the Share Option Holders in relation to the Share Options; and

(7) there is no agreement, arrangement or understanding between (i) any Shareholder and (ii)(a) the Offeror, Guotai Haitong and the Offeror Concert Parties or (b) the Company, its subsidiaries or associated companies which constitutes a special deal under Rule 25 of the Takeovers Code.

17. DISCLOSURE OF DEALINGS

Associates of the Offeror and the Company (as defined in the Takeovers Code, including shareholders holding 5% or more of any class of relevant securities (as defined in paragraphs (a) to (d) in Note 4 to Rule 22 of the Takeovers Code) of any of the Company) are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code during the offer period.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

"Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than $1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation."

18. TAXATION AND INDEPENDENT ADVICE

Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of the Proposal. It is emphasised that none of the Offeror, the Company, Haitong International, or Somerley Capital, nor any of their respective directors, officers or associates or any other person involved in the Proposal accepts responsibility (other than in respect of themselves, if applicable) for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Proposal.

19. OVERSEAS SCHEME SHAREHOLDERS AND SHARE OPTION HOLDERS

The making of the Scheme and the Share Option Offer to those Scheme Shareholders and Share Option Holders (as the case may be) who are not resident in Hong Kong may be subject to the laws of the relevant jurisdictions where such Scheme Shareholders and Share Option Holders are located. Such Scheme Shareholders and Share Option Holders should inform themselves about and observe any applicable legal and regulatory requirements of their own jurisdictions. It is the responsibility of any overseas Scheme Shareholders and Share Option Holders wishing to accept the Scheme and the Share Option Offer (as the case may be) to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental or exchange control or other consents which may be required, or the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due by such overseas Scheme Shareholders and Share Option Holders in such jurisdiction.

In the event that the despatch of the Scheme Document to overseas Scheme Shareholders and Share Option Holders is prohibited by any relevant law or regulation or may only be effected after compliance with conditions or requirements that the directors of the Offeror or the Company regard as unduly onerous or burdensome (or otherwise not in the best interests of the Company or its Shareholders), the Scheme Document may, subject to the consent of the Executive, not be despatched to such overseas Shareholders. For that purpose, the Company may apply for any waivers pursuant to Note 3 to Rule 8 of the Takeovers Code at such time.

Notice to US Holders of Securities

The Scheme is being made to cancel the securities of a company incorporated in Hong Kong by means of a scheme of arrangement provided for under the Companies Ordinance. The Share Option Offer is an offer to be made by the Offeror to the Share Option Holders as required under Rule 13 of the Takeovers Code. Accordingly, the Scheme and the Share Option Offer are subject to the disclosure requirements and practices applicable in Hong Kong to schemes of arrangement and Rule 13 of the Takeovers Code which differ from the disclosure requirements of the US tender offer rules.

The receipt of cash pursuant to the Scheme by a US holder of Scheme Shares as consideration for the cancellation and extinguishment of its Scheme Shares pursuant to the Scheme and the receipt of the Share Option Offer Price by a US holder of Share Options as consideration for the cancellation of his/her Share Options pursuant to the Share Option Offer by a Share Option Holder may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other tax laws. Each holder of Scheme Shares and Share Options is urged to consult his independent professional adviser immediately regarding the tax consequences of the Scheme and the Share Option Offer (as the case may be) applicable to him or her. It may be difficult for US holders of the Scheme Shares and the Share Options (as the case may be) to enforce their rights and claims arising out of the US federal securities laws, since the Offeror and the Company are located in a country other than the US, and some or all of their officers and directors may be residents of a country other than the US. US holders of the Scheme Shares and the Share Options (as the case may be) may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a judgement of the US court.

Any financial information included in this Joint Announcement has been prepared in accordance with the accounting standards applicable in Hong Kong and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with the generally accepted accounting principles in the US. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules of the US Securities and Exchange Act of 1934, as amended.

20. RESUMPTION OF TRADING

At the request of the Company, trading in the Shares and the Notes on the Hong Kong Stock Exchange was halted from 9:00 a.m. on July 23, 2026 pending the release of this Joint Announcement. An application has been made by the Company to the Hong Kong Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on August 10, 2026.

At the request of the Bond Issuer, trading in the Exchangeable Bonds on the Hong Kong Stock Exchange was halted from 9:00 a.m. on July 23, 2026 pending the release of this Joint Announcement. An application has been made by the Bond Issuer to the Hong Kong Stock Exchange for the resumption of trading in the Exchangeable Bonds with effect from 9:00 a.m. on August 10, 2026.

21. WARNINGS

This Joint Announcement is not intended to and does not constitute, or form part of, any offer to sell or subscribe for or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Proposal or otherwise, nor shall there be any sale, issuance or transfer of securities of the Company in any jurisdiction in contravention of any applicable laws and regulations. The Proposal will be made solely through the Scheme Document, which will contain the full terms and conditions of the Proposal, including details on how to vote on the Proposal. Any acceptance, rejection or other response to the Proposal should be made only on the basis of information in the Scheme Document.

The availability of the Proposal to persons who are not resident in Hong Kong may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in Hong Kong should inform themselves about, and observe, any applicable legal or regulatory requirements of their jurisdictions. Details in relation to overseas Shareholders and Share Option Holders will be contained in the Scheme Document.

22. PRECAUTIONARY LANGUAGE REGARDING FORWARD-LOOKING STATEMENTS

This Joint Announcement includes certain "forward-looking statements". These statements are based on the current expectations of the management of the Offeror and/or the Company (as the case may be) and are naturally subject to uncertainty and changes in circumstances. The forward-looking statements contained in this Joint Announcement include statements about the expected effects of the Proposal on the Company, the expected timing and scope of the Proposal, and all other statements in this Joint Announcement other than historical facts.

Forward-looking statements include, without limitation, statements typically containing words such as "intends", "expects", "anticipates", "targets", "estimates", "envisages" and words of similar import. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to, the satisfaction of the Pre-Condition and the Conditions, as well as additional factors, such as general, social, economic and political conditions in the countries in which the Offeror and/or the Group operate or other countries which have an impact on the Offeror and/or the Group's business activities or investments, interest rates, the monetary and interest rate policies of the countries in which the Offeror and/or the Group operate, inflation or deflation, foreign exchange rates, the performance of the financial markets in the countries in which the Offeror and/or Group operate and globally, changes in domestic and foreign laws, regulations and taxes, changes in competition and the pricing environments in the countries in which the Offeror and/or Group operate and regional or general changes in asset valuations and disruptions or reductions in travel and operations due to natural or man-made disasters, pandemics, epidemics or outbreak of infections or contagious diseases such as novel coronavirus. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements.

All written and oral forward-looking statements attributable to the Offeror, the Company or persons acting on behalf of any of them are expressly qualified in their entirety by the cautionary statements above. The forward-looking statements included herein are made only as at the date of this Joint Announcement. Any forward-looking statement contained in this Joint Announcement based on past or current trends and/or activities of the Company should not be taken as a representation that such trends or activities will continue in the future. No statement in this Joint Announcement is intended to be a profit forecast or to imply that the earnings of the Company for the current year or future years will necessarily match or exceed their respective historical or published earnings. Each forward-looking statement speaks only as at the date of the particular statement. Subject to the requirements of the Takeovers Code and other applicable laws and regulations, each of the Offeror and the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in their expectations with regard thereto or any change in events, conditions of circumstances on which any such statement is based.

23. DEFINITIONS

In this Joint Announcement, the following expressions have the meanings set out below unless the context requires otherwise.

"acting in concert"	has the same meaning ascribed to it under the Takeovers Code, and "parties acting in concert" shall be construed accordingly
"associate(s)"	has the same meaning ascribed to it under the Takeovers Code
"associated company(ies)"	has the same meaning ascribed to it under the Takeovers Code
"Authorisation(s)"	all necessary authorisations, registrations, filings, rulings, consents, permissions, waivers, exemptions and approvals required from the applicable governments or governmental bodies, regulatory bodies, or courts (including but not limited to the SFC and the Hong Kong Stock Exchange), or other third parties which are necessary for any member of the Group to carry on its business
"Board"	the board of Directors
"Bond Issuer"	Guotai Junan Holdings Limited, a wholly-owned subsidiary of the Offeror
"Bond Holders' Early Redemption Rights"	has the meaning given to it in the section headed "*4.1 Exchangeable Bonds*" of this Joint Announcement
"Borrowed Shares"	Shares which are lent by the Offeror under the relevant stock lending agreements in connection with the Exchangeable Bonds
"Cancellation Price"	the cancellation price of HK$3.00 for every Scheme Share cancelled and extinguished pursuant to the Scheme, which amount (less Dividend Adjustment (if any)) will be payable by the Offeror to the Scheme Shareholders in the form of cash
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
"Company Ordinance Disinterested Shares"	has the meaning ascribed to "disinterested shares" in section 674(3) of the Companies Ordinance

"Company"	Guotai Junan International Holdings Limited (國泰君安國際控股有限公司), a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 1788)
"Condition(s)"	the conditions to the implementation of the Proposal and the Scheme, as set out in the section headed "*3. Pre-Condition and Conditions of the Proposal and the Scheme*" of this Joint Announcement
"Conditions Long Stop Date"	December 31, 2026 (or such later date as the Offeror and the Company may agree in writing and, to the extent applicable, as the High Court on application of the Company may allow and in all cases, as permitted by the Executive)
"Court Meeting"	a meeting of the holders of Scheme Shares to be convened at the direction of the High Court, at which the Scheme will be voted upon
"Directions Hearing"	directions hearing of the High Court for the purpose of giving direction as to the holding of the Court Meeting
"Director(s)"	the director(s) of the Company
"Dividend Adjustment"	an amount by which the Cancellation Price will be reduced in the event that any dividend and/or other distribution and/or other return of capital is announced, declared or paid in respect of the Shares after the date of this Joint Announcement
"Effective Date"	the date on which the Scheme becomes effective in accordance with the Companies Ordinance
"EGM"	an extraordinary general meeting of the Company to be convened for the purpose of, among other matters, approving the reduction and restoration of the share capital of the Company involved in the Scheme and implementing the Scheme
"Exchangeable Bonds"	HK$3,880,000,000 zero coupon guaranteed exchangeable bonds due 2032, which are listed on the Main Board of the Hong Kong Stock Exchange (stock code:6013)
"Exchangeable Bonds Holder(s)"	the holder(s) of the Exchangeable Bonds

"External Financing"	the external bank financing under the loan facility agreement entered into between the Offeror and Industrial Bank Co., Ltd. for the purpose of financing the entire cash amount required for the Proposal
"Executive"	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
"Fullgoal Fund"	Fullgoal Fund Management Co., Ltd. (富國基金管理有限公司), a limited liability company incorporated in the PRC, which is owned as to 27.78% by Guotai Haitong and is an associated company of the Offeror
"Group"	the Company and its subsidiaries
"Guotai Haitong"	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 on August 18, 1999, whose A shares and H shares are listed and traded on the Shanghai Stock Exchange (stock code: 601211) and the Main Board of the Hong Kong Stock Exchange (stock code: 02611), and the parent company of the Offeror
"Guotai Haitong Group"	Guotai Haitong and its subsidiaries, including the Offeror and Company
"High Court"	the High Court of Hong Kong
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Independent Board Committee"	the independent committee of the Board formed to advise the Takeovers Code Disinterested Shareholders and the Share Option Holders in connection with the Scheme and the Share Option Offer (as the case may be)

"Independent Financial Adviser"	the independent financial adviser to be appointed by the Company with the approval of the Independent Board Committee to advise the Independent Board Committee in connection with the Proposal (including the Scheme and the Share Option Offer), as required by the Takeovers Code
"Joint Announcement"	this joint announcement in connection with the Proposal issued by the Offeror and the Company
"Joint Financial Adviser to the Offeror" or "Somerley Capital"	Somerley Capital Limited, a corporation licensed under the SFO to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, the joint financial adviser to the Offeror in relation to the Proposal
"Last Trading Day"	July 22, 2026, being the last trading day immediately before the trading halt in the Shares on the Hong Kong Stock Exchange pending the publication of this Joint Announcement
"Lead Financial Adviser to the Offeror" or "Haitong International"	Haitong International Capital Limited, a corporation licensed under the SFO to carry out Type 6 (advising on corporate finance) regulated activities under the SFO, the lead financial adviser to the Offeror in relation to the Proposal. Lead Financial Adviser is an indirect wholly owned subsidiary of Guotai Haitong and a fellow subsidiary of the Offeror and the Company
"Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
"Meeting Record Date"	the date to be set for determining the entitlement to attend and to vote at the Court Meeting and the entitlement to attend and vote at the EGM
"Notes"	(a) U.S.$400,000,000 Floating Rate Notes due 2029 (stock code: 40100); (b) U.S.$300,000,000 Floating Rate Digitally Native Notes due 2028 (stock code: 5764); (c) U.S.$200,000,000 4.25 per cent Notes due 2028 (stock code: 5731), each of which are listed on the Main Board of the Hong Kong Stock Exchange
"Offeror"	Guotai Haitong Financial Holdings Limited (國泰海通金融控股有限公司), a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of Guotai Haitong

"Offeror Concert Party(ies)"	any party(ies) acting in concert, or presumed to be acting in concert, with the Offeror and/or Guotai Haitong under the definition of "acting in concert" under the Takeovers Code
"Offeror Non-Scheme Shares"	7,044,877,066 Shares owned by the Offeror, minus (a) any Shares being transferred from the Offeror to Exchangeable Bonds Holders upon the exercise of the Exchangeable Bonds in accordance with its terms on or prior to the Scheme Record Date, and (b) any Shares being lent by but not yet returned to the Offeror on or prior to the Scheme Record Date
"Option Offer Price"	the price for cancellation of the Share Options pursuant to the Share Option Offer, the details of which are set out in the section headed "*2.2 The Share Option Offer*" of this Joint Announcement
"Options Latest Exercise Time"	the latest time to be prescribed in accordance with the terms of the Share Option Scheme and to be set out in the Scheme Document, by which the Share Option Holders may exercise their Share Options
"Pre-Condition"	the Pre-Condition to the making of the Proposal and the Scheme, as set out in the section headed "*3. Pre-Condition and Conditions of the Proposal and the Scheme*" of this Joint Announcement
"Pre-Condition Long Stop Date"	October 31, 2026 (or such later date as the Offeror and the Company may agree in writing)
"PRC" or "Mainland China"	the People's Republic of China
"Proposal"	the pre-conditional proposal for the privatisation of the Company by the Offeror by way of the Scheme, the implementation of the Share Option Offer, and the withdrawal of listing of the Shares from the Hong Kong Stock Exchange, subject to the Conditions and on the terms set out in this Joint Announcement and to be set out in the Scheme Document
"SASAC"	State-owned Assets Supervision and Administration Commission of the State Council or its local authorities or authorised units

"Scheme"	a scheme of arrangement to be proposed under section 673 of the Companies Ordinance for the implementation of the Proposal, involving the cancellation and extinguishment of all the Scheme Shares and the restoration of the share capital of the Company to the amount immediately before the cancellation and extinguishment of the Scheme Shares by the issue by the Company to the Offeror, credited as fully paid, of such number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished on the Effective Date
"Scheme Document"	the composite scheme document of the Offeror and the Company to be sent to all Shareholders, and the Share Option Holders in connection with the Proposal
"Scheme Record Date"	the record date to be announced for the purpose of determining the entitlements of the Scheme Shareholders to the Cancellation Price under the Scheme
"Scheme Share(s)"	all of the Shares in issue and any further Shares as may be issued prior to the Scheme Record Date, other than the Offeror Non-Scheme Shares
"Scheme Shareholder(s)"	registered holder(s) of the Scheme Shares
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of the Company
"Shareholder(s)"	registered holder(s) of the Shares
"Share Option(s)"	the outstanding share option(s) granted under the Share Option Scheme from time to time
"Share Option Holder(s)"	the holder(s) of the Share Option(s)
"Share Option Offer"	the offer to be made by or on behalf of the Offeror to the Share Option Holders in relation to the cancellation of the Share Options

"Share Option Scheme"	the share option scheme adopted by the Company on June 19, 2010
"SIG"	Shanghai International Group Co., Ltd., a limited liability company established in the PRC on April 20, 2000 and a substantial shareholder of Guotai Haitong. The ultimate beneficial owner of SIG is Shanghai SASAC
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers (as revised, supplemented or otherwise modified from time to time)
"Takeovers Code Disinterested Share(s)"	Scheme Share(s), other than those beneficially held by the Offeror, Guotai Haitong and the Offeror Concert Parties. For the avoidance of doubt, the Takeovers Code Disinterested Shares shall include any Scheme Share(s) held by any member of the Guotai Haitong Group on a non-discretionary and non-proprietary basis for and on behalf of clients who are not the Offeror, Guotai Haitong or the Offeror Concert Parties
"Takeovers Code Disinterested Shareholder(s)"	the holder(s) of the Takeovers Code Disinterested Share(s)
"trading day"	a day on which the Hong Kong Stock Exchange is open for the business of dealings in securities
"US"	the United States of America
"%"	per cent.

By order of the board of directors of the Offeror
Guotai Haitong Financial Holdings Limited
Mr. HAN Zhida
Director

By order of the Board
Guotai Junan International Holdings Limited
Dr. YIM Fung
Director

August 7, 2026

As at the date of this Joint Announcement, the board of directors of the Offeror comprises Mr. HAN Zhida, Mr. XIE Lebin, Dr. YIM Fung, Ms. YU Xuping and Mr. DONG Boyang.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this Joint Announcement (other than the information relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this Joint Announcement (other than those expressed by the Directors in their capacities as such) have been arrived at after due and careful consideration and there are no other facts not contained in this Joint Announcement, the omission of which would make any statement in this Joint Announcement misleading.

As at the date of this Joint Announcement, the board of directors of Guotai Haitong comprises Mr. ZHU Jian and Mr. NIE Xiaogang as the executive directors; 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 as the non-executive directors; Mr. WU Hongwei as the employee director; and Mr. LI Renjie, Mr. WANG Guogang, Mr. PU Yonghao, Mr. MAO Fugen, Mr. CHEN Fangruo and Mr. JIANG Xian as independent non-executive directors.

The directors of Guotai Haitong jointly and severally accept full responsibility for the accuracy of the information contained in this Joint Announcement (other than the information relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this Joint Announcement (other than those expressed by the Directors in their capacities as such) have been arrived at after due and careful consideration and there are no other facts not contained in this Joint Announcement, the omission of which would make any statement in this Joint Announcement misleading.

As at the date of this Joint Announcement, the Board comprises Dr. YIM Fung (Chairman) and Ms. QI Haiying as executive Directors; Ms. YU Xuping, Mr. DONG Boyang and Mr. ZOU Hua as non-executive Directors; and Dr. FU Tingmei, Professor CHAN Ka Keung Ceajer and Mr. LIU Chung Mun as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this Joint Announcement (other than the information relating to the Offeror and Guotai Haitong) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this Joint Announcement (other than those expressed by the directors of the Offeror and Guotai Haitong in their capacities as such) have been arrived at after due and careful consideration and there are no other facts not contained in this Joint Announcement, the omission of which would make any statement in this Joint Announcement misleading.