

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



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

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

(Stock Code: 02611)

**ANNOUNCEMENT ON THE CANCELLATION OF
REPURCHASED A SHARES AND CHANGES IN SHARE CAPITAL**

References are made to the announcements dated 24 April 2026 and 26 June 2026 and the circular dated 5 June 2026 (the “**Announcements**”) of Guotai Haitong Securities Co., Ltd. (the “**Company**”) in relation to the change of use and cancellation of part of repurchased A Shares. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

IMPORTANT NOTICE:

- The cancellation of 47,786,169 Repurchased A Shares of the Company (the “**Cancellation of Repurchased A Shares**”) represents 0.2711% of the total share capital of the Company before the cancellation. After the completion of the cancellation, the total share capital of the Company decreases from 17,628,844,117 Shares to 17,581,057,948 Shares.
- Date of Cancellation of Repurchased A Shares: 12 August 2026

1. The Repurchase of A Shares

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

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

A total of 77,074,467 A shares repurchased from the above two rounds of share repurchase were deposited in the special stock account for share repurchase of Haitong Securities at that time. On 14 March 2025, the closing of Guotai Junan Securities Co., Ltd. merging with Haitong Securities Co., Ltd. by way of absorption and share exchange (the “**Merger**”) was completed at the equity level, upon which the Company assumed all assets, liabilities, businesses, employees, contracts, qualifications and all other rights and obligations of Haitong Securities, and the above 77,074,467 repurchased A shares were converted to 47,786,169 treasury A Shares of the Company (the “**Treasury A Shares**”) at an exchange ratio of 1:0.62, representing 0.2711% of the total share capital of the Company before the cancellation.

2. Approval Procedures for the Cancellation of Repurchased A Shares

The thirteenth meeting of the seventh session of the Board and the 2026 first extraordinary general meeting of the Company held on 24 April 2026 and 26 June 2026 considered and approved the Resolution regarding the Change of Use and Cancellation of Part of Repurchased A Shares (《關於公司變更部分A股回購股份用途並註銷的議案》), agreeing to change the use of the above 47,786,169 Treasury A Shares from “safeguarding the value of the Company and the interests of shareholders” to “cancellation and reduction of the Company’s registered capital”.

On 27 June 2026, the Company has fulfilled the creditor notification procedures for the cancellation of repurchased A Shares and reduction of registered capital as required by relevant laws (please refer to the Overseas Regulatory Announcement disclosed by the Company on the HKEXnews website of the Hong Kong Stock Exchange on 26 June 2026 for details). To date, the 45-day public notice period has expired. During the public notice period, no creditor has submitted any claim requiring the Company to settle debts due or provide corresponding guarantees.

The Company has submitted the application for cancellation of Treasury A Shares to the Shanghai Stock Exchange, and the Cancellation of Repurchased A Shares will be completed on 12 August 2026. The procedures, the number of cancelled shares, completion date and cancellation period of the Cancellation of Repurchased A Shares meet the relevant requirements of laws and regulations.

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

After the completion of the Cancellation of Repurchased A Shares, the changes in the share capital structure of the Company are as follows:

Class of shares	Before the Cancellation of Repurchased A Shares			After the Cancellation of Repurchased A Shares	
	Number of Shares (shares)	Percentage (%)	Increase/decrease	Number of Shares (shares)	Percentage (%)
A Shares ^{Note 1}	14,123,084,269	80.11	-47,786,169	14,075,298,100	80.06
– Shares not subject to selling restrictions	13,496,910,193	76.56	-47,786,169	13,449,124,024	76.50
Among which: designated					
securities account for repurchase	115,303,000 ^{Note 2}	0.65	-47,786,169	67,516,831	0.38
– Shares subject to selling restrictions	626,174,076	3.55	–	626,174,076	3.56
H Shares	3,505,759,848	19.89	–	3,505,759,848	19.94
Total	17,628,844,117	100.00	-47,786,169	17,581,057,948	100.00

Note 1: The above share capital structure represents the share capital structure of the Company as of 10 August 2026 and that after the cancellation of 47,786,169 Treasury A Shares. After the Cancellation of Repurchased A Shares, the changes in the share capital structure of the Company are subject to the share capital structure table issued by the Shanghai Branch of China Securities Depository and Clearing Corporation Limited upon the completion of the cancellation of repurchased shares.

Note 2: In 2025, in order to protect the Company's value and Shareholders' interests, the Company repurchased 67,516,831 A Shares and deposited these Shares in the designated securities account for repurchase of the Company. As of the date of disclosure of this announcement, a total of 115,303,000 Treasury A Shares of the Company were deposited in the designated securities account for repurchase. After the Cancellation of A Shares, the number of Treasury A Shares will be changed to 67,516,831 Shares.

Note 3: Any discrepancy in the decimal figures between the total percentages and the direct summation of breakdown figures in the table above is due to rounding.

4. Impact of the Cancellation of Repurchased A Shares on the Company

The Cancellation of Repurchased A Shares will not have a material impact on the financial condition or operating performance of the Company and it does not harm the interests of the Company and minority investors. The Company's shareholding structure will still meet the listing requirements, and its listing status will not be affected.

5. Arrangement of Subsequent Matters

After the completion of the Cancellation of Repurchased A Shares, the Company will promptly handle related matters such as the market entity change registration, filing and other relevant procedures and promptly fulfill the obligation of information disclosure in accordance with relevant laws and regulations.

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

Shanghai, the PRC
11 August 2026

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