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.

國泰君安國際
GUOTAI JUNAN INTERNATIONAL

GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1788)

MATTERS RELATED TO THE NON-COMPETITION UNDERTAKINGS

The board of directors (the "**Board**") of the Guotai Junan International Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") noted the joint announcement dated 9 October 2024 (the "**Joint Announcement**") issued by Guotai Junan Securities Co., Ltd. (stock code: 2611.HK and 601211.SH) ("**Guotai Junan Securities**") and Haitong Securities Co., Ltd. (stock code: 6837.HK and 600837.SH) ("**Haitong Securities**") regarding a proposed merger by way of absorption and a share exchange by Guotai Junan Securities (the "**Proposed Merger**").

As at the date of this announcement, Guotai Junan Securities is a controlling shareholder, and holds approximately 73.81% in the issued share capital, of the Company. Prior to the listing of the Company's shares on The Stock Exchange of Hong Kong Limited, Guotai Junan Securities, along with two of its wholly-owned subsidiaries, entered into a deed of non-competition undertakings with the Company dated 19 June 2010, pursuant to which Guotai Junan Securities and the two subsidiaries have undertaken not to compete with the Group's brokerage business outside the Mainland China and other regulated businesses in Hong Kong of the Group. For further details of such non-compete undertakings, please refer to the prospectus issued by the Company dated 25 June 2010.

The Company has been actively engaged in discussions with Guotai Junan Securities to understand the potential implications of the Proposed Merger which may be relevant to the Company. Having considered, among others, the overall objective of, and the business of the companies involved in, the Proposed Merger, after arm's length discussions in good faith between the Company and Guotai Junan Securities, at this stage the two parties have reached a mutual understanding that it is in the best interests of the two companies and their respective shareholders for the two parties to continuously gather relevant facts and evaluate the situation, and reach a solution after the Proposed Merger. Guotai Junan Securities has committed to ongoing engagement with the Company and use reasonable efforts to address and resolve, on a mutually agreed basis, any potential business overlap issues that may arise upon the completion of the Proposed Merger, taking into account relevant factors such as regulatory requirements, financial implications, operational efficiencies, and strategic alignments.

Should there be any material development, the Company will issue further announcements as and when appropriate.

By order of the Board
Guotai Junan International Holdings Limited
FENG Zheng Yao Helen
Company Secretary

Hong Kong, 9 October 2024

As at the date of this announcement, the Board comprises two executive directors, being Dr. YIM Fung (Chairman) and Ms. QI Haiying; three non-executive directors, being Ms. YU Xuping, Dr. XIE Lebin and Mr. DONG Boyang; and three independent non-executive directors, being Dr. FU Tingmei, Professor CHAN Ka Keung Ceajer and Mr. LIU Chung Mun.