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**Haitong International Finance Holdings Limited**  
(incorporated with limited liability in the British Virgin Islands)

**Haitong International Finance Holdings Limited**  
(根據英屬維爾京群島法律註冊成立之有限公司)

**CNY4,000,000,000 3.40 per cent. guaranteed bonds due 2026**  
**於 2026 年到期的人民幣 4,000,000,000 元 3.40 厘息的擔保債券**  
**(CCDC Code: G238093; ISIN Code: CND10006PJ03)**  
**(CCDC 碼: G238093; 通用編碼: CND10006PJ03)**

**unconditionally and irrevocably guaranteed by**  
由下列方無條件及不可撤回地提供擔保



**海通證券股份有限公司**  
**HAITONG SECURITIES CO., LTD.**

**Haitong Securities Co., Ltd.**  
**海通證券股份有限公司**

(A joint stock limited company incorporated in the People's Republic of China with limited liability)  
(在中華人民共和國註冊成立之股份有限公司)

**MEETING OF BONDHOLDERS AND CONSENT SOLICITATION**  
**債券持有人會議及同意徵求**

References are made to the joint circular published by the Company and Guotai Junan Securities dated 22 November 2024 regarding the Proposed Merger and the Proposed Placement (the "**Joint Circular**") on the website of the Hong Kong Stock Exchange at <https://www.hkexnews.hk/index.htm> and the announcement of the Issuer dated 21 April 2023 in relation to the issuance of the Bonds on the website of Chongwa (Macao) Financial Asset Exchange Co., Limited at <https://www.cmox.mo>. Unless specified otherwise, capitalised terms used in this announcement shall have the same meanings as those used in the Joint Circular.

茲提述公司與國泰君安證券於香港聯合交易所有限公司網站 <https://www.hkexnews.hk/index.htm> 發佈的日期為 2024 年 11 月 22 日的有關擬議合併及建議發行的聯合通函（「**聯合通函**」）及發行人日期為 2023 年 4 月 21 日於中華（澳門）金融資產交易股份有限公司網站 <https://www.cmox.mo> 發佈的有關發行債券的公告。除文義另有所指外，本公告所用詞彙應與聯合通函所使用者具有相同涵義。

## **BACKGROUND**

### **背景**

On 5 September 2024, the Company and Guotai Junan Securities jointly announced that they entered into the Cooperation Agreement in relation to the Proposed Merger. Further to the Cooperation Agreement, on 9 October 2024, the Company and Guotai Junan Securities jointly announced that they entered into the Merger Agreement with respect to the Proposed Merger which sets forth detailed terms and conditions for implementing the Proposed Merger. Guided by the principles of combining the strengths of two well-recognised and renowned businesses in the sector, achieving synergies and implementing a merger of equals, the Company and Guotai Junan Securities are proposing to merge by way of absorption and a share-for-share exchange. Upon implementation, the Proposed Merger will take the form of a merger by absorption by Guotai Junan Securities issuing, on the basis of a single Exchange Ratio, Guotai Junan A Shares and Guotai Junan H Shares to all the holders of Haitong A Shares and Haitong H Shares, respectively, in exchange for all of the issued shares of the Company. To raise ancillary fundings to increase the capital, support the development for business lines of the Post-Merger Company and replenish the working capital, the Proposed Placement will be undertaken concurrently with the Share Exchange. The Post-Merger Company will assume all assets, liabilities, businesses, employees, contracts, qualifications and all other rights and obligations of the Company if the Proposed Merger is completed. For detailed information of the Proposed Merger, please refer to the Joint Circular.

於 2024 年 9 月 5 日，公司與國泰君安證券聯合公告，彼等簽訂了關於擬議合併的合作協議。據此，於 2024 年 10 月 9 日，公司與國泰君安證券進一步聯合公告，彼等就擬議合併進一步簽訂合併協議，詳列實施擬議合併的條款與條件。作為業內廣受認可的知名企業，公司與國泰君安證券本著強強聯合、優勢互補、對等合併的原則，擬採取換股的方式實施吸收合併。擬議合併由國泰君安證券向全體海通證券 A 股股東及全體海通證券 H 股股東以同一換股比例分別發行國泰君安 A 股及國泰君安 H 股，以交換公司全部現有已發行股份實現換股吸收合併。同時，為募集配套資金以增加存續公司的資本金、支持業務發展及補充營運資金，建議發行將與換股同時進行。倘擬議合併完成，存續公司將承繼公司的全部資產、負債、業務、人員、合約、資質以及所有其他一切權利及義務。有關擬議合併的詳細資料，請參閱聯合通函。

## **CONSENT SOLICITATION**

### **同意徵求**

The Issuer announces that, in order to reflect the operation of the Proposed Merger, it is soliciting the consent from the Eligible Bondholders to agree to, amongst others, amend the Documentation such that the definition of "Guarantor" in the relevant documentation is expressly stated to include any corporation into which the Company has merged or amalgamated from time to time (which shall, subject to the Closing of the Proposed Merger taking place, include the Post Merger Company after the Closing Date) and certain ancillary waivers in connection with the Proposed Merger, as in the manner more fully described in the Consent Solicitation Memorandum made available to the Eligible Bondholders at the Transaction Website.

發行人宣告，為反映擬議合併的實施，其正在徵求合資格債券持有人的同意，以同意（其中包括）修訂債券文件，以使相關文件明確規定「擔保人」的定義包括公司已不時合併或併入的任何公司（在擬議合併交割的情況下應包括交割日後的存續公司）以及與擬議合併有關的若干附屬豁免，具體方式詳見於在交易網站上向合資格債券持有人提供的同意徵求備忘錄。

There will be no consent fee payable to the Bondholders for participating in the Consent Solicitation.

概不會因債券持有人參加同意徵求而向其支付同意費用。

Unless extended, re-opened or terminated early by the Issuer, the Consent Solicitation will expire at 8:30 a.m. (Hong Kong time) on 20 January 2025 (the "**Deadline**"). The results of the Consent Solicitation will be published on the website of Chongwa (Macao) Financial Asset Exchange Co., Limited at <https://www.cmox.mo> and on the Transaction Website.

除非發行人延遲、重新開始或提前終止，否則同意徵求將於 2025 年 1 月 20 日（「截止日期」）上午 8 時 30 分（香港時間）屆滿。同意徵求的結果將於中華（澳門）金融資產交易股份有限公司網站 <https://www.cmox.mo> 及交易網站公佈。

## **MEETING PROCEDURES**

### **大會程序**

The Meeting will be held on 22 January 2025 at 8.30 a.m. (Hong Kong time), at the offices of Clifford Chance at 27/F, Jardine House, One Connaught Place, Central, Hong Kong, at which the Extraordinary Resolution to approve the Proposal and their implementation will be considered and, if thought fit, passed.

大會將於 2025 年 1 月 22 日上午 8 時 30 分（香港時間）假座香港中環康樂廣場 1 號怡和大廈 27 樓，高偉紳律師行的辦公室舉行，會上將審議並酌情通過批准提案及其實施的債券特別決議案。

To vote on the Proposal, a Bondholder must deliver, or arrange to have delivered on its behalf, via email a voting instruction (in the form of a Form of Proxy) or a Form of Attendee or Representative Appointment, as applicable, to the Information and Tabulation Agent at [haitong@investor.sodali.com](mailto:haitong@investor.sodali.com) by the Deadline.

債券持有人如欲對債券提案進行投票，必須在債券截止日期前通過電子郵件向信息及製表代理人（電子郵件：[haitong@investor.sodali.com](mailto:haitong@investor.sodali.com)）發出或安排代表代其發出一份投票指示（以委任代理表格的形式）或一份參會者或出席代表表格（倘適用）。

To be valid, the Form of Proxy and the Form of Attendee or Representative Appointment must each comply with the execution formalities and be accompanied by the relevant evidence and supporting documents set out in the Consent Solicitation Memorandum.

委任代理表格及參會者或出席代表表格均須遵守同意徵求備忘錄所載的簽署格式，並附有所載的相關證據及證明文件，方為生效。

## **QUORUM AND MAJORITY**

### **法定人數及多數票**

The quorum at the Meeting shall be one or more persons so present holding the Bond or being proxies or representatives and holding or representing in the aggregate not less than 75 per cent. in principal amount of the Bonds for the time being outstanding. If within 15 minutes after the time fixed for the Meeting, a quorum is not present or the quorum is achieved and the Extraordinary Resolution is passed but the Eligibility Condition is not satisfied, the Meeting will be adjourned for not less than 14 days and not more than 42 days. At any adjourned meeting, the quorum for passing the Extraordinary Resolution will be one or more persons so present holding Bonds or being proxies or representatives and holding or representing in the aggregate not less than 25 per cent. in principal amount of the Bonds for the time being outstanding.

大會法定人數為一名或以上持有債券或作為代理人或代表出席並持有或代表當時債券存續本金總額不少於 75% 的人士。倘在會議的訂定時間後 15 分鐘內未能達到法定人數，或達到法定人數並通過特別決議案，但未符合債券合資格條件，大會將則休會不少於 14 天且不超過 42 天。在任何經延期的會議上，通過債券特別決議案的法定人數將為一名或以上持有債券或作為代理人或代表出席並持有或代表當時債券存續本金總額不少於 25% 的人士。

In order for the Extraordinary Resolution to be passed at the Meeting, it must be passed by a majority of not less than 75 per cent. of the votes cast. If passed, the Extraordinary Resolution will be binding on all Bondholders, whether or not present at the Meeting, and each of them shall be bound to give effect to it accordingly. The passing of such a resolution shall be conclusive evidence that the circumstances justify its being passed.

為了在大會上通過特別決議案，必須以不少於 75% 的多數票通過。特別決議案如獲通過，將對所有債券持有人（不論是否出席大會）均具有約束力，且彼等各自均有義務相應執行該決議案。該決議案獲通過即為有關情況證明其獲通過是合理的確鑿證據。

Only Eligible Bondholders are eligible to participate in the Consent Solicitation. Any Bondholder that is not an Eligible Bondholder (being Ineligible Bondholders) may not participate in the Consent Solicitation but may make other arrangements to attend and/or vote at the Meeting through proxy or in person although such Ineligible Bondholders should note that the Eligibility Condition provides that the quorum required for, and the requisite majority of votes cast at, the Meeting (and any adjourned Meeting) must be satisfied by Eligible Bondholders only irrespective of any vote or other participation at the Meeting (and any adjourned Meeting) by Ineligible Bondholders.

僅合資格債券持有人有資格參與同意徵求。非合資格債券持有人的任何債券持有人（即不合資格債券持有人）不得參與同意徵求，惟可作出其他安排以透過受委代表或親身出席大會及／或在大會上投票，惟該等不合資格債券持有人應注意，合資格條件訂明大會（及任何經延期的會議）所需的法定人數及所需多數票須僅由合資格債券持有人達致，不論不合資格債券持有人於大會（及任何經延期的會議）的任何表決或其他參與情況如何。

## **FURTHER DETAILS**

### **進一步詳情**

For a detailed statement of the terms and conditions of the Consent Solicitation, Eligible Bondholders should refer to the Consent Solicitation Memorandum.

有關同意徵求的條款及條件的詳細說明，合資格債券持有人應參閱同意徵求備忘錄。

The Consent Solicitation Memorandum and any other relevant notice and documents with respect to the Consent Solicitation are available on the Transaction Website operated by the Information and Tabulation Agent for the purpose of the Consent Solicitation, subject to eligibility confirmation and registration. A Bondholder (or a beneficial owner that is not a Bondholder) may also contact the Information and Tabulation Agent for the Consent Solicitation and applicable documentation relating to the Consent Solicitation and any updates will be available from the Information and Tabulation Agent (email: [haitong@investor.sodali.com](mailto:haitong@investor.sodali.com); telephone: +852 2319 4130/+44 204 513 6933).

同意徵求備忘錄以及與同意徵求有關的任何其他相關通知和文件將在交易網站上提供，但須經資格確認和登記，該網站由信息及製表代理人為同意徵求目的而運營。債券持有人（或不是債券持有人的實益擁有人）也可以就同意徵求聯繫信息及製表代理人，而與同意徵求有關的適用文件和任何更新都可以從信息及製表代理人（電子郵件：[haitong@investor.sodali.com](mailto:haitong@investor.sodali.com)；電話：+852 2319 4130／+44 204513 6933）。

## GENERAL

### 一般事項

This announcement is not a solicitation of consent with respect to the Bonds. The Consent Solicitation is being made solely pursuant to the Consent Solicitation Memorandum, which set forth in detail the terms of the Consent Solicitation. Bondholders should not rely solely on this announcement. All statements contained herein are qualified by the Consent Solicitation Memorandum.

本公告並非關於債券的同意徵求。同意徵求僅根據同意徵求備忘錄作出，其中詳細規定了同意徵求的條款。債券持有人不應該僅依賴本公告。本公告中的所有陳述都受到同意徵求備忘錄的限制。

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession of this announcement comes are required to inform themselves about, and to observe, any such restrictions.

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Forward-looking statements in this announcement, including, among others, statements relating to the Consent Solicitation, are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the Bonds, changes in the business and financial condition of the Group and changes in the financial and capital markets in general.

本公告中的前瞻性陳述，如（其中包括）與同意徵求有關的陳述，是基於目前的預期。這些陳述不是對未來事件或結果的保證。未來事件和結果涉及風險、不確定性和假設，難以準確預測。實際事件和結果可能因許多因素而與本文所載描述大相徑庭，這些因素包括債券的市場和價格的變化、集團的業務和財務狀況的變化以及金融和資本市場的總體變化。

**WARNING:** The Effectiveness Conditions must be fulfilled before the Merger Agreement becomes effective. Therefore, the Merger Agreement may or may not become effective. The Bondholders should be aware that the Proposed Merger is subject to the conditions set out in the Joint Circular being satisfied or waived, as applicable, and neither the Issuer nor the Company provides any assurance that any or all Conditions can be satisfied, and thus the Merger Agreement may or may not become effective or, if effective, may or may not be implemented or completed. The Bondholders should therefore exercise caution when dealing in the Bonds and/or any securities of the Issuer, the Company or Guotai Junan Securities. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional adviser.

**警告：**生效條件必須於合併協議生效前達成。因此，合併協議可能生效亦可能不會生效。債券持有人應知悉，擬議合併須待聯合通函所述實施條件之達成或被豁免（如適用）後，方可作實，發行人和公司概不保證能達成任何或全部條件，因此合併協議可能生效亦可能不會生效，如生效亦可能實施或完成或可能不會實施或完成。因此，債券持有人在買賣債券及／或發行人、公司或國泰君安證券的任何證券時應謹慎行事。對應採取的行動有疑問的人士，應徵詢其股票經紀人、銀行經理、律師或其他專業顧問的意見。

## DEFINITIONS

### 釋義

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

在本公告中，除非文義另有所指外，下列詞語具有以下含義：

"Bondholders" 「債券持有人」	each person in whose name a Bond is registered in the books and records of China Central Depository & Clearing Co., Ltd. showing the names of the holder and the amount of interest in the Bonds held by each holder (or in the case of a joint holding, the first-named thereof) 每位在中央國債登記結算有限責任公司的帳簿和記錄中登記為債券持有人的個人，顯示持有人姓名及其持有的債券權益金額（如為聯合持有，則為其中第一名）
"Bonds" 「債券」	CNY4,000,000,000 3.40 per cent. guaranteed bonds due 2026 issued by the Issuer and guaranteed by the Company 由發行人發行並由公司擔保的於2026年到期的人民幣4,000,000,000元3.40厘息的擔保債券
"Company" 「公司」	Haitong Securities Co., Ltd., a joint stock company incorporated in the PRC with limited liability, whose H shares and A shares are listed and traded on the Main Board of the Hong Kong Stock Exchange (stock code: 06837) and the SSE (stock code: 600837), respectively 海通證券股份有限公司，一家於中國註冊成立的股份有限公司，其H股及A股分別在香港聯交所主板（股份代號：06837）及上交所（股份代號：600837）上市及交易
"Consent Solicitation" 「同意徵求」	soliciting consents from the Eligible Bondholders to certain proposed amendments and waivers as set out in the Proposal 徵求合資格債券持有人對提案中所列的某些擬議修訂和豁免的同意
"Consent Solicitation Memorandum" 「同意徵求備忘錄」	the consent solicitation memorandum dated 23 December 2024 in relation to the seeking of consents for certain proposed amendments and waivers as set out in the Proposal 徵求有關對提案中所列的某些擬議修訂和豁免的同意，日期為2024年12月23日的同意徵求備忘錄
"Documentation" 「債券文件」	the following in respect of the Bonds: (i) the terms and conditions of the Bonds, (ii) the deed of guarantee dated 20 April 2023 and (iii) the deed of covenant dated 20 April 2023 有關債券的(i)債券的條款及條件，(ii)日期為2023年4月20日的擔保協議及(iii)日期為2023年4月20日的契約書
"Eligibility Condition" 「債券合資格條件」	the condition to the effectiveness of the Extraordinary Resolution, if passed, that the quorum required for, and the requisite majority of votes cast at, the Meeting are satisfied by Eligible Bondholders irrespective of any participation by Ineligible Bondholders (including the satisfaction of such condition at any adjourned Meeting as described in the Consent Solicitation Memorandum) 特別決議案的生效條件（如果通過），無論不合資格債券持有人是否參與，合資格債券持有人滿足大會所需的法定人數和所需的投票多數

(包括在同意徵求備忘錄中描述的任何經延期的會議上符合此類條件)

"Eligible Bondholders" 「合資格債券持有人」	each Bondholder who is (i) outside the United States and not a U.S. person and (ii) otherwise a person to whom the Consent Solicitation can be lawfully made and that may lawfully participate in the Consent Solicitation 每位符合以下條件的債券持有人：(i) 位於美國境外且不是美國人士，且 (ii) 是可以合法進行同意徵求並可以合法參與同意徵求的人士
"Extraordinary Resolution" 「特別決議案」	the extraordinary resolution to be put to the Bondholders at the Meeting if the necessary quorum is present, as set out in the notice of meeting dated 23 December 2024 convening the Meeting 在日期為的2024年12月23日大會通知中列明的特別決議案，如果達到必要的法定人數，將在大會上提交給債券持有人
"Form of Attendee or Representative Appointment" 「參會者或出席代表表格」	a document in the English language available from the Information and Tabulation Agent on the Transaction Website (or in the case of Ineligible Noteholders, by contacting the Information and Tabulation Agent) to be executed by a Bondholder 一份英文文件，由資訊及製表代理人從交易網站提供(或就不合資格債券持有人而言，透過聯絡資訊及製表代理人索取)，由債券持有人簽署
"Form of Proxy" 「委任代理表格」	a document in the English language available from the Information and Tabulation Agent on the Transaction Website (or in the case of Ineligible Noteholders, by contacting the Information and Tabulation Agent) to be executed by a Bondholder 一份英文文件，由資訊及製表代理人從交易網站提供(或就不合資格債券持有人而言，透過聯絡資訊及製表代理人索取)，由債券持有人簽署
"Group" 「本集團」	the Company and its subsidiaries 公司及其附屬公司
"Hong Kong" 「香港」	the Hong Kong Special Administrative Region of the People's Republic of China 中華人民共和國香港特別行政區
"Ineligible Bondholders" 「不合資格債券持有人」	a Bondholder who is not a person to whom the Consent Solicitation is being made, on the basis that such Bondholder is either (i) a U.S. person and/or located in the United States and/or (ii) a person to whom the Consent Solicitation cannot otherwise be lawfully made 債券持有人，其並非作出同意徵求的對象，前提是該債券持有人(i) 為一名美國人士及／或位於美國境內及／或(ii) 不可以合法向其作出同意徵求的人士
"Information and Tabulation Agent" 「信息及製表代理人」	Morrow Sodali Limited, trading as Sodali & Co 以 Sodali & Co 名義經營的 Morrow Sodali Limited
"Issuer" 「發行人」	Haitong International Finance Holdings Limited
"Meeting" 「大會」	the meeting in respect of the Bonds 有關債券的大會

"PRC" 「中國」	the People's Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region and Taiwan) 中華人民共和國（就本公告而言，不包括香港、澳門特別行政區及台灣）
"Proposal" 「提案」	the proposal in respect of the Documentation set out in the Consent Solicitation Memorandum to reflect the operation of the Proposed Merger 在同意徵求備忘錄中所列出的債券文件中的提案，以反映擬議合併的運作
"Transaction Website" 「交易網站」	<a href="https://projects.sodali.com/haitong">https://projects.sodali.com/haitong</a>
"U.S. person" 「美國人士」	as defined in Regulation S under the Securities Act 定義見證券法 S 規例

By order of the board of directors  
承董事會命

**Haitong International Finance Holdings Limited**

Macao, 26 December 2024  
澳門，2024年12月26日

*As at the date of this announcement, the directors of the Issuer are Mr. ZHANG Shaohua and Mr. SUN Tong.*  
於本公告日期，發行人之董事為張少華先生及孫彤先生。

*As at the date of this announcement, the executive directors of the Company are Mr. ZHOU Jie, Mr. LI Jun and Mr. HAN Jianxin; the non-executive directors of the Company are Mr. TU Xuanxuan, Mr. SHI Lei, Ms. XIAO Hehua and Mr. XU Jianguo; the independent non-executive directors of the Company are Mr. ZHOU Yu, Mr. FAN Ren Da Anthony, Mr. MAO Fugen and Mr. MAO Huigang.*

於本公告日期，公司的執行董事為周杰先生、李軍先生、韓建新先生；公司的非執行董事為屠旋旋先生、石磊先生、尚荷花女士及許建國先生；公司的獨立非執行董事為周宇先生、范仁達先生、毛付根先生及毛惠剛先生。