

**NOTICE OF MEETING OF HOLDERS**

**OF US\$150,000,000 FIXED RATE SENIOR GUARANTEED NOTES DUE 2027**

**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**This notice contains important information which should be read carefully before any decision is made with respect to the proposal set out below. If you are in doubt as to the action you should take, you are recommended to seek your own financial and legal advice, including in respect of any tax consequences, immediately from your broker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Notes (as defined below) are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to vote in respect of the proposal. None of the Issuer (as defined below), the Guarantor (as defined below), Bondholders, S.L. as agent or Issuer Solutions, S.L., as information and tabulation agent, makes any recommendation as to whether or not holders of Notes should vote in respect of the proposal.**

**The distribution of this notice may be restricted by law in certain jurisdictions and persons into whose possession this notice comes are requested to inform themselves about, and to observe, any such restrictions. No offer or sale of securities has been or will be registered under the applicable securities laws of any jurisdiction.**

**23 December 2024**

**NOTICE OF MEETING**  
**of the holders of the**  
**US\$150,000,000 Fixed Rate Senior Guaranteed Notes due 2027**  
**(the "Notes")**  
**issued by**



**HAITONG BANK, S.A.**

*(limited liability company (sociedade anónima))*

Share Capital: € 871,277,660.00

Headquarters: Rua Alexandre Herculano, 38, 1269-180 Lisboa

Registered at Lisbon Commercial Register under number: 501 385 932

**Unconditionally and Irrevocably Guaranteed by**



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

*(incorporated in the People's Republic of China with limited liability)*

**NOTICE IS HEREBY GIVEN** that, pursuant to Article 355, number 2 of the Portuguese Companies Code and to the provisions of Schedule 2 (*Provisions for Meetings of Noteholders*) to the instrument of the Notes dated 31 May 2022 (the "**Instrument**") executed as deed poll by the Issuer, a meeting (the "**Meeting**") of the Noteholders convened by the Issuer and the Guarantor will be held at 10 a.m. (Lisbon time) on 22 January 2025 exclusively on a virtual basis (i.e. through telematic means) for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special quorum resolution in accordance with the provisions of the terms and conditions of the Notes (as defined below) and the Instrument.

The Meeting is convened following a request submitted to that effect by the Issuer and will be chaired by the Chairman of the General Meeting of Shareholders.

If the Meeting cannot be held on the scheduled date due to lack of quorum (please refer to section *Quorum and Majority* below), an adjourned meeting is hereby convened, to be held at 10 a.m. (Lisbon time) on 10 February 2025 (the "**Adjourned Date**"), also exclusively on a virtual basis (i.e. through telematic means) and with the same agenda.

Capitalised terms used but not defined in this Notice of Meeting shall, unless the context otherwise requires, have the meanings set out in the Instrument or the consent solicitation memorandum prepared by the Issuer in connection, *inter alia*, with this Meeting dated 23 December 2024 (the "**Consent Solicitation Memorandum**"), as applicable.

## PROPOSAL OF SPECIAL QUORUM RESOLUTION

**THIS MEETING** (the "**Meeting**") of the holders (the "**Noteholders**") of the US\$150,000,000 in aggregate principal amount of Fixed Rate Senior Notes due 2027 (the "**Notes**") issued by Haitong Bank, S.A. (the "**Issuer**") on 31 May 2022, with the ISIN: PTESSBOM0019, by special quorum resolution (this "**Special Quorum Resolution**") hereby **RESOLVES** to:

1. sanction and approve (and authorise, direct, request and empower the Agent (as defined in the terms and conditions of the Notes (the "**Conditions**")) to consent to modifications to give effect to) the proposed merger (the "**Proposed Merger**") which will be implemented by Guotai Junan Securities merging with the Guarantor by way of absorption and share exchange.

The Proposed Merger consists of the following events: (1) Guotai Junan Securities will issue Guotai Junan A Shares to the Haitong Share-Exchange Shareholders holding A shares and Guotai Junan H Shares to the Haitong Share-Exchange Shareholders holding H shares; (2) Guotai Junan Securities will apply to have the Guotai Junan A Shares and Guotai Junan H Shares to be issued under the Proposed Merger listed and traded on the SSE and the Hong Kong Stock Exchange, respectively; (3) the Haitong A Shares and Haitong H Shares will be delisted and cancelled; (4) the Post-Merger Company will assume all assets, liabilities, businesses, employees, contracts, qualifications and all other rights and obligations of the Guarantor (including but not limited to the Guarantor's rights and obligations under the Notes and the Deed of Guarantee (as defined below)); and (5) after the Closing Date, completion of the cancellation and deregistration of the legal status of the Guarantor, and the update of the business registration of Guotai Junan Securities, and the term "**Proposed Merger**" used herein includes all actions, matters, steps and things conducted and taken before or after the date of the Consent Solicitation Memorandum (as defined below) in connection with or arising or resulting from the Proposed Merger;

2. irrevocably waive any put right, default, event of default or potential event of default under the Conditions or any breach or potential breach of the Conditions, the deed poll entered into by the Issuer in favour of the Noteholders dated 31 May 2022 (the "**Instrument**") and the deed of guarantee entered into by the Guarantor in favour of the Noteholders dated 31 May 2022 relating to the Notes (the "**Deed of Guarantee**") that may have occurred or may occur, directly or indirectly, in connection with, or arising or resulting from, the Proposed Merger, whether or not specifically described in the Consent Solicitation Memorandum;
3. sanction and approve (and authorise, direct, request and empower the Agent to consent to modifications to give effect to) the amendment of the definition of "Guarantor" in the Conditions, the Notes, the Instrument and the Deed of Guarantee to include any corporation into which Haitong Securities Co., Ltd. has merged or amalgamated from time to time (which shall include the Post-Merger Company after the Closing Date);
4. sanction and approve and authorise, direct, request and empower the Issuer and the Guarantor, with effect on and from the date of this Special Quorum Resolution, in order to give effect thereto and to implement the same on or after the passing of this Special Quorum Resolution, to execute a deed of amendment relating to the Instrument and Deed of Guarantee (the "**Deed of Amendment**") substantially in the forms of the drafts produced at the Meeting to give effect to the modifications, instructions and new agreements referred to in paragraph 3 of this Special Quorum Resolution and the implementation of such modifications, instructions and new agreements;
5. acknowledge and agree that the amendments, restatements and/or supplements to the Instrument and the Deed of Guarantee, in each case as implemented by the Deed of Amendment, will become effective from the date of the execution of the Deed of Amendment;
6. authorise, direct, request and empower the Agent to concur in and to execute and do all such other deeds, instruments, acts and things, and to take all steps as may be necessary, desirable or expedient to carry out and give effect to this Special Quorum Resolution and the implementation of the Proposal;
7. sanction and assent to every abrogation, modification, compromise or arrangement in respect of the rights of the Noteholders against the Issuer or the Guarantor, whether or not such rights arise under the Agent Appointment Agreement (as defined in the Conditions), the Agency Terms (as defined in the Conditions), the Deed of Guarantee and/or the Instrument, involved in or arising from, resulting from or in connection

with, or to be effected by, the waivers, modifications, instructions and new agreements referred to paragraphs 1 to 6 of this Special Quorum Resolution; and

8. discharge and exonerate the Agent from all liability to Noteholders for which it may have become or may become responsible or liable under and in connection with, amongst other things, the Instrument, the Agent Appointment Agreement, the Deed of Guarantee, the Conditions or the Notes in respect of any act or omission in connection with the Proposal, this Special Quorum Resolution, the Meeting or the implementation thereto.

Except as otherwise defined, capitalised terms used in this Special Quorum Resolution will have the meanings given to them in the Instrument and the consent solicitation memorandum dated 23 December 2024 in respect of the Meeting (as amended and supplemented from time to time, the "**Consent Solicitation Memorandum**")."

## **Background**

The Consent Solicitation Memorandum relating to the special quorum resolution set out above (the "**Special Quorum Resolution**") and the solicitation of consents to the Proposal (the "**Consent Solicitation**"), a copy of which is available to Noteholders as indicated below, explains the background to and reasons for, gives full details of the Proposal (see the section entitled "*The Proposal*" of the Consent Solicitation Memorandum), and invites Noteholders to consent to the Proposal, by approving the proposed Special Quorum Resolution, including amendments to the Conditions, as set forth in Schedule 1 (*Terms and Conditions of the Notes*) of the Instrument. Noteholders are urged to read the Consent Solicitation Memorandum which will be made available on the Meeting Website ([www.issuersolutions.com/meeting/haitong](http://www.issuersolutions.com/meeting/haitong)).

## **Consent Solicitation**

The Consent Solicitation is being made, and the Consent Solicitation Memorandum and any other documents or materials relating to the Consent Solicitation are only for distribution or to be made available, to Noteholders.

Noteholders may obtain, from the date of this Notice of Meeting, a copy of the Consent Solicitation Memorandum from the Information and Tabulation Agent, the contact details for which are set out below. In order to receive a copy of the Consent Solicitation Memorandum, a Noteholder will be required to provide confirmation as to his or her status as a Noteholder.

All Noteholders, whether they wish to vote or abstain at the Meeting either themselves or through an appointed proxy, being the Information and Tabulation Agent or otherwise, must submit Voting Instructions (as defined below) to the Information and Tabulation Agent (contact details set out below) no later than 2 (two) hours prior to the commencement of the Meeting (the "**Expiration Time**") but not thereafter.

## **Participation, Exercise of Voting Rights and Quorum Requirements**

Issuer Solutions, S.L. has been appointed as Information and Tabulation Agent (the "**Information and Tabulation Agent**") to provide information and assist with the participation in the Meeting, with no costs to the Noteholders. The Information and Tabulation Agent complies with European Data Protection legislation and is ISO certified on Information Security Management System.

All Noteholders who wish to attend the Meeting, whether they wish to vote or abstain from voting at the Meeting, either themselves or through an appointed proxy, being the Information and Tabulation Agent or otherwise, must submit Voting Instructions to the Information and Tabulation Agent, following the procedure set out below by no later than the Expiration Time.

Voting Instructions are to be completed and submitted via the Attendance and Proxy Vote Card (the "**Card**") available at [www.issuersolutions.com/meeting/haitong](http://www.issuersolutions.com/meeting/haitong). If a Noteholder is not able to use the Meeting Website, such Noteholder should contact the Information and Tabulation Agent for alternative ways to participate in the Meeting.

The timings for such submission and appointment are set out below.

## **Effect of the Special Quorum Resolution**

The principal terms of the Proposal include approving:

- (a) the Proposed Merger;
- (b) the waiver of any put right, default, event of default or potential event of default under the Conditions or any breach or potential breach of the Conditions, the Instrument and the Deed of Guarantee that may have occurred or may occur, directly or indirectly, in connection with, or arising or resulting from, the Proposed Merger; and
- (c) the amendment of the definition of "Guarantor" in the Conditions, the Notes, the Instrument and the Deed of Guarantee to include any corporation into which Haitong Securities Co., Ltd. has merged or amalgamated from time to time (which shall include the Post-Merger Company after the Closing Date),

through, in the case of (c), the execution of the Deed of Amendment.

The Proposal will only take effect if the Special Quorum Resolution is approved and passed by the Noteholders. Therefore:

if the Special Quorum Resolution is passed in the Meeting, or if the required quorum for the Meeting is not met and if the Special Quorum Resolution is passed in the adjourned Meeting,

1. Noteholders' approval for the Issuer and the Guarantor to proceed with the Proposed Merger will be granted effectively immediately;
2. the Waiver will be immediately effective;
3. the definition of "Guarantor" in the Conditions, the Notes, the Deed of Guarantee and the Instrument will be amended to include any corporation into which Haitong Securities Co., Ltd. has merged or amalgamated from time to time (which shall include the Post-Merger Company after the Closing Date) and the related amendments to the Conditions, the Deed of Guarantee and the Instrument will be made to reflect such change via the execution by the Deed of Amendment;

if the Special Quorum Resolution is rejected, the Deed of Amendment will not be executed and none of the approval from Noteholders, amendments or waivers contemplated by the Proposal will be effected.

### **Documents Available for Inspection**

Noteholders or Beneficial Owners (arranging for Noteholders to act on their behalf) with proof of the holding of their Notes may, at any time with reasonable prior notice during normal business hours on any weekday (Saturdays, Sundays and bank and other public holidays excepted) prior to the Meeting, inspect copies of the documents set out below at the head office of the Issuer and at its website (<https://www.haitongib.com/en/investor-relations/debt-issuances>). All such documents are also available on the Information and Tabulation Agent's website [www.issuersolutions.com/meeting/haitong](http://www.issuersolutions.com/meeting/haitong).

Copies of the following documents are available for inspection:

- the Instrument;
- the Consent Solicitation Memorandum; and
- the draft form of Deed of Amendment.

### **General**

The attention of Noteholders is particularly drawn to the quorum required for the Meeting and for an adjourned Meeting which is set out in "*Quorum and Majority*" below. Having regard to such requirements, Noteholders are strongly urged either to take steps to be represented at the Meeting or to attend and vote at the Meeting, as referred to below, as soon as possible.

### **Attendance**

The relevant provisions governing the convening and holding of the Meeting, in addition to the regime established in Article 355 of the Portuguese Companies Code, are set out in Schedule 2 (*Provisions for Meetings of*

Noteholders) to the Instrument and the Conditions as set out in Schedule 1 (*Terms and Conditions of the Notes*) to the Instrument, a copy of which is available for inspection as referred to above.

Noteholders may participate in the Meeting personally (through telematic means) or may appoint a representative for such purpose, as described *below*. Issuer Solutions, S.L. has been appointed as Information and Tabulation Agent to provide information and assist with participation in the Meeting, at no cost to the Noteholders. The Information and Tabulation Agent's electronic infrastructure complies with European data protection legislation and is ISO certified on information security management systems.

**Noteholders are advised to seek information from their financial intermediaries, credit institutions, brokers, custodians or other entities (including, where applicable, international central securities depositories, such as Euroclear Bank, S.A./N.V. and Clearstream Banking, Société Anonyme) through which they hold the Notes regarding any questions, requirements, instructions or deadlines that these entities require for the purposes of the effective exercise of their rights.**

### **Requirements for Participation in the Meeting**

Noteholders are advised that:

- (a) In addition to the Issuer and its advisers, as well as any person that the Chairman of the General Meeting of Shareholders authorises to attend the Meeting, only Noteholders or their representatives may attend the Meeting through telematic means;
- (b) Only those Noteholders registered as holders of Notes at 00:00 hours (Lisbon time) of the 5th (fifth) trading day prior to the date scheduled for the holding of the Meeting, i.e. at 00:00 hours (Lisbon time) on 15 January 2025, on the Meeting, or at 00:00 hours (Lisbon time) on 3 February 2025, on the adjourned Meeting ("**Blocking Date**"), as applicable, may attend the Meeting and exercise their voting rights;
- (c) The exercise of the above mentioned rights shall be subject to the delivery of (i) a certificate of ownership ("**Certificate of Ownership**") that confirms the Notes blocking as from the Blocking Date until the conclusion of the Meeting and (ii) the Card available at [www.issuersolutions.com/meeting/haitong](http://www.issuersolutions.com/meeting/haitong). The Certificate of Ownership shall be issued by the relevant Affiliate Member of Interbolsa – Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A., in accordance with Article 78 of the Portuguese Securities Code and shall be delivered to the Information and Tabulation Agent at least 2 (two) hours prior to the commencement of the Meeting or the adjourned Meeting, as applicable;
- (d) Noteholders who do not hold their Notes directly through a financial intermediary participant in the Portuguese central security depository, i.e., the *Central de Valores Mobiliários*, operated by Interbolsa – Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A., and who intend to attend/be represented at the Meeting should consult with their custodians in advance in order to ensure that they comply, in a timely manner, with any procedures (required by such custodians or other financial intermediaries, such as Euroclear Bank S.A./N.V. or Clearstream Banking, Société Anonyme) necessary for their participation/representation in the Meeting, including the issue of a Certificate of Ownership (as defined above) in the terms described below; and
- (e) When the Notes are held in co-ownership, only the common representative, or its representative, may attend the Meeting.

### **Procedures for Participation in the Meeting (Attendance and Proxy Vote Card)**

Noteholders who wish to participate in the Meeting may choose one of the following options:

- To attend the Meeting through telematic means; or
- To appoint Issuer Solutions, S.L. as its representative to vote for, against or abstain from voting on the Proposal, in accordance with the instructions provided by the represented Noteholder and, in case any extraordinary circumstances occur, to vote in such a way as to satisfy the best interests of the represented Noteholder; or
- To appoint another person as representative, but under no circumstances may they be represented by the Issuer's directors.

Please follow the steps below for all the options above:

1. Complete the attendance and proxy vote card (the "**Card**"), available at [www.issuersolutions.com/meeting/haitong](http://www.issuersolutions.com/meeting/haitong) in accordance with the participation option selected.
2. Print and sign the Card. It must be signed by the person/legal entity who is the legal owner of the Notes (when the legal owner is a legal entity, the Card must be signed by its legal representative(s)).
3. Scan the duly executed and signed Card and send it to [projects@issuersolutions.com](mailto:projects@issuersolutions.com) up to 2 (two) hours before the beginning of the Meeting so that the validity of such document can be confirmed before the Meeting starts, attaching:
  - (i) in what concerns natural persons: copy of the identification document of the Noteholder and of any representative, or (ii) in what concerns legal entities: copy of the Commercial Registry Certificate (or similar constitutional document or access code thereto) of the legal entity and copy of the identification document of the legal representative(s) thereof;
  - Copy of the Certificate of Ownership issued by the relevant Affiliate Member of Interbolsa – Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A. with which the Notes in question are registered, which should include (i) the full name of the Noteholder; (ii) the number of Notes held in the account in question as of the Blocking Date; and (iii) confirmation that the Notes in question are registered and will remain registered in a blocked account until the end of the Meeting or the adjourned Meeting, as applicable, in accordance with Article 72 of the Portuguese Securities Code; and
  - Copy of the valid power of attorney or any other document confirming the powers of the signatories of the Card, if applicable.

Please note that all the documentation to be made available under this paragraph will only be accepted if submitted in Portuguese or English language.

4. If the Noteholder chooses to attend the meeting in person (by telematic means) or appoint a representative other than Issuer Solutions, S.L., when sending the documentation listed in the previous point, the Noteholder shall indicate an email address to which the link to participate in the Meeting shall be sent under the terms described in the section "*Virtual Meeting (i.e. through telematic means)*".
5. Noteholders must ensure that they have the technical and operational resources described below in "*Virtual Meeting (i.e. through telematic means)*".
6. Noteholders who attend the Meeting personally (through telematic means) will need to provide a valid identification document, the Card and the Certificate of Ownership, which may be verified before the beginning of the Meeting by the Chairman of the General Meeting of Shareholders.
7. The concession of representation is revocable, and the presence (by telematic means) of the Noteholder represented at the Meeting is imposed.
8. The procedures carried out and the votes cast refer to the Meeting (including the adjourned Meeting), so unless otherwise indicated, the procedures carried out and the votes cast remain effective for the adjourned Meeting.

For further information or any clarifications in connection with the participation in the Meeting, please contact Issuer Solutions, S.L., as Information and Tabulation Agent appointed by the Issuer, using the following contact details:

Website: [www.issuersolutions.com/meeting/haitong](http://www.issuersolutions.com/meeting/haitong)

Telephone: +34 963 222 555

Email: [projects@issuersolutions.com](mailto:projects@issuersolutions.com)

A/C: Marina Pettis

Noteholders willing to exercise their voting rights shall follow the above procedures, namely reaching out to the Information and Tabulation Agent and the custodian entities where they have registered their Notes in order to be able to do so at the Meeting.

Noteholders that experience any technical, operational or other problem that may hinder compliance with the procedures described above should immediately contact the Information and Tabulation Agent to get support/access to other ways to participate in the Meeting.

#### **Virtual Meeting (i.e. through telematic means)**

The Meeting is being held exclusively on a virtual basis (i.e. through telematic means), as permitted under Article 377, number 6, paragraph b) of the Portuguese Companies Code, applicable by reference of Article 355, number 2 of the Portuguese Companies Code, and Article 11 of the articles of association of the Issuer.

All references in this Notice of Meeting to attendance or voting shall refer to the virtual attendance or voting at the Meeting (i.e. through telematic means).

Each Noteholder, itself or through its appointed proxy other than through the appointed proxy of the Information and Tabulation Agent, wishing to attend and vote at the Meeting, in compliance with the remaining timings and procedures set out in this Notice of Meeting, shall ensure that it has the following minimum technical and operational resources for access to the Microsoft Teams software:

- A computer with Windows or Mac software installed and with internet access;
- Windows 7/10/8.1 operating system or MAC OS X 10.11 El Capitan (or higher) operating system;
- Camera, speakers and microphone (internal or external computer devices may be used); and
- Browser installed on the computer for internet access: Google Chrome, Microsoft Edge, Internet Explorer or Safari.

For any doubt or clarification on the technical requirements for participation in the Meeting virtually (i.e. through telematic means), the Noteholders, themselves or through their appointed proxies other than the Information and Tabulation Agent, may use the e-mail address [bondholdersmeeting@haitongib.com](mailto:bondholdersmeeting@haitongib.com).

The Issuer shall also provide technical means to support the testing of the system for participation in the Meeting. Any request for support must be sent to the email address [bondholdersmeeting@haitongib.com](mailto:bondholdersmeeting@haitongib.com).

Noteholders, themselves or through their appointed proxies other than the Information and Tabulation Agent, are advised to test in advance the system of virtual participation in the Meeting (i.e. through telematic means) in order to be able to participate and, willingly, exercise their voting rights.

In case the Noteholders, themselves or through their appointed proxies other than the Information and Tabulation Agent, eventually find that they do not have the technical and operational resources to access the above-mentioned communication platform, they are requested to contact the email address indicated above.

The Noteholders are further informed of the following conditions of participation in the Meeting, themselves or through their appointed proxies other than the Information and Tabulation Agent, to be complied with in order to ensure the normal and proper conduct of the proceedings:

- Before the beginning of the Meeting at 10 a.m. (Lisbon time) on 22 January 2025, access the link that will be sent to the email address indicated for such purpose (in the terms set out in this Notice of Meeting), in order to attend the Meeting via Microsoft Teams or similar, as informed by the Issuer, where all applicable formalities for verification of identity will be complied with;
- Access to the Meeting should be via Microsoft Teams or similar, as informed by the Issuer;
- For the exercise of voting rights, at the end of the presentation of the Proposal by the Issuer, the Noteholders, themselves or through their appointed proxies other than the Information and Tabulation Agent pursuant to the respective duly delivered Voting Instruction, attending the Meeting and wishing to vote shall indicate their vote in favour of or against the Proposal, or their abstention;

- On the date of the Meeting the Issuer will be available for telephone contact (at +351213302200, as from 8 a.m. Lisbon time) for simultaneous technical support of the Noteholders, themselves or through their appointed proxies other than the Information and Tabulation Agent, that participate in the Meeting; and
- Noteholders, themselves or through their appointed proxies other than the Information and Tabulation Agent, shall, throughout the entire Meeting, observe the technical or operational indications conveyed to them in order to ensure the normal and proper management of the agenda of the Meeting.

Noteholders, themselves or through their appointed proxies other than the Information and Tabulation Agent, that experience any technical, operational or other problem that may hinder compliance with the procedures described above should immediately contact the Information and Tabulation Agent to get support/access to other ways of participation in the Meeting.

### **Quorum and Majority**

The Special Quorum Resolution may only be considered at the Meeting if the Meeting is quorate. The Meeting will be quorate if one or more Noteholders or agents who hold or represent the requisite principal amount of outstanding Notes for the quorum requirement are present (as set out below across from "**Original Meeting**").

If the Meeting is not quorate within 15 minutes after the time fixed therefor, it will be adjourned to the Adjourned Date. The quorum for the adjourned Meeting is lower than the one required for the original Meeting (as set out below across from "**Adjourned Meeting**").

**Valid Voting Instructions delivered and not revoked (under the limited circumstances outlined in the section entitled "Amendment and Termination" of the Consent Solicitation Memorandum) prior to the Meeting shall remain valid for the adjourned Meeting.** If the Meeting is adjourned, Noteholders who have not already submitted Voting Instructions on or prior to the Expiration Time may submit Voting Instructions during the period commencing at the conclusion of the original Meeting and ending at 8 a.m. (Lisbon time) on 10 February 2025 (the "**Adjournment Deadline**").

The quorum requirements at the Meeting are as follows:

<b>Meeting</b>	<b>Quorum Requirement</b>
Original Meeting	A person or persons holding or representing at least two-thirds of the principal amount of the Notes then outstanding.
Adjourned Meeting	Any person or persons holding or representing at least one-third of the principal amount of the Notes then outstanding.

Each holding of Notes in the amount of US\$200,000 corresponds to one vote.

In order for the Meeting to approve the Special Quorum Resolution, the favourable vote of at least three-quarters of the votes cast is required.

In the event that the Meeting is not quorate and is adjourned, the approval of the Special Quorum Resolution at the adjourned Meeting will require the favourable vote of at least three-quarters of the votes cast.

Voting will be carried out in the terms indicated by the chairperson of the Meeting.

***If passed and implemented, the Special Quorum Resolution will be binding upon all Noteholders, whether or not they have voted in relation to such Special Quorum Resolution, including those Noteholders who do not consent to such Special Quorum Resolution.***

### **Right to Information**

During the Meeting, any Noteholder, including through its appointed proxy, may request to be provided with truthful, complete and clarifying information, which allows the Noteholder to formulate an informed opinion on the matters subject to resolution. Any requested information can only be denied when its disclosure may cause serious damage to the Issuer or breach of a duty of confidentiality imposed by law.

## Data Protection

The Issuer is the controller regarding the processing of personal data in the context of the Meeting (namely, the identification and contact details for the Noteholders and/or their representatives, and the content of their intervention in the Meeting), under the General Data Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016) and the Portuguese General Data Protection execution law (*Lei n.º 58/2019, de 08 de Agosto*). To this effect, the Issuer shall process said personal data, through the Information and Tabulation Agent, for the purpose of pursuing its lawful interests, and compliance with its legal rights and obligations.

The Information and Tabulation Agent will process any personal data made available to it within the context of the Meeting, as processor for the Issuer, in accordance with appropriate technical and logistical security measures. Any personal data processed may be transferred to judicial, administrative and/or regulatory authorities, in the context of legal obligations and/or the pursuit of judicial rights by the Issuer, and is kept only for the period of time necessary for the holding of the Meeting, the fulfilment of any legal obligation and/or the context of any potential judicial or administrative proceedings, and will be deleted after this period.

For the purposes of the Information and Tabulation Agent's provision of assistance to the Meeting, as agreed with the Issuer, the Information and Tabulation Agent will determine the appropriate way(s) and format(s) to facilitate the participation of Noteholders (and/or appropriate representatives) in the Meeting as described above.

In view of the above, if you wish to obtain any information regarding this document, the procedures adopted, the terms of processing of your data (and/or should you wish to exercise your rights of access, clarification, opposition, rectification, portability or elimination of your personal data, as applicable) by the Information and Tabulation Agent on behalf of the Issuer, please use the following e-mail [projects@issuersolutions.com](mailto:projects@issuersolutions.com). You may also contact the Portuguese Data Protection Authority, should you consider that your rights under the General Data Protection Regulation are not being complied with.

Lisbon, 23 December 2024

Haitong Bank, S.A.

Maria João de Oliveira Ricou Mora do Vale

Chair of the General Meeting