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**國泰君安證券股份有限公司**  
**GUOTAI JUNAN SECURITIES CO., LTD.**

*(A joint-stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 02611)**

**NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Guotai Junan Securities Co., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Thursday, 25 November 2021 at the Second Floor, City Hotel Shanghai, No. 5-7 South Shaanxi Road, Shanghai, the PRC, to consider and, if thought fit, pass the following matters:

**ORDINARY RESOLUTIONS**

1. To consider and approve the resolution on the proposed appointment of Mr. ZHANG Yipeng as a non-executive Director of the sixth session of the Board.
2. To consider and approve the resolution on the proposed appointment of Mr. CHAI Hongfeng as an independent non-executive Director of the sixth session of the Board.

**SPECIAL RESOLUTIONS**

3. To consider and approve the resolution on the proposed amendments to the Articles of Association.
4. To consider and approve the resolution on the repurchase and cancellation of part of the Restricted A Shares.

By Order of the Board  
**Guotai Junan Securities Co., Ltd.**  
**HE Qing**  
*Chairman*

Shanghai, PRC  
5 November 2021

*As at the date of this notice, the executive directors of the Company are Mr. HE Qing, Mr. WANG Song and Mr. YU Jian; the non-executive directors of the Company are Mr. LIU Xinyi, Ms. GUAN Wei, Mr. ZHONG Maojun, Mr. CHEN Hua, Mr. WANG Wenjie, Mr. ZHANG Zhan and Mr. AN Hongjun; and the independent non-executive directors of the Company are Mr. XIA Dawei, Mr. DING Wei, Mr. LI Renjie, Mr. BAI Wei and Mr. LEE Conway Kong Wai.*

*Notes:*

(1) In order to determine H Shareholders' entitlement to attend the EGM, the H Share register of members of the Company will be closed from Monday, 22 November 2021 to Thursday, 25 November 2021 (both days inclusive), during which period no share transfer will be registered. In order for H Shareholders to be qualified for attending the EGM, all share certificates together with the share transfer documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Tel: (852) 2862 8555), by 4:30 p.m. on Friday, 19 November 2021. H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on Thursday, 25 November 2021 are entitled to attend the EGM.

(2) Shareholders of H Shares who are entitled to attend and vote at the EGM may designate one or more proxies to attend and vote at the EGM on his/her behalf. A proxy need not be a shareholder of the Company.

To be valid, the proxy form together with the power of attorney (if any) and other relevant authorization document(s) (if any) which have been notarized shall be deposited at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time designated for the EGM (i.e., by 2:00 p.m. on Wednesday, 24 November 2021). Completion and return of the proxy form will not preclude the shareholders of H Shares from attending and voting at the EGM should they so wish.

The address of the Board's office is at 768 Nanjing West Road, Jingan District, Shanghai, the PRC, Postal code: 200041 (Tel: (8621) 3867 6798, Fax: (8621) 3867 0798). The address of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Fax: (852) 2865 0990).

(3) Any voting on any resolution at the EGM shall be taken by poll.

(4) In case of joint Shareholders, if more than one of them are presented at the meeting, either in person or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint Shareholders. For this purpose, seniority shall be determined by the order in which the names of the joint Shareholders stand in the register of members of the Company in respect of the joint shareholding.

(5) The EGM is expected to last for half a day. Shareholders attending (in person or by proxy) the EGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the general meeting.

(6) Please refer to the circular of the EGM dated 5 November 2021 for the details of the above resolutions to be proposed at the EGM for consideration and approval.