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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Guotai Junan Securities Co., Ltd., you should at once hand this circular and the proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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國泰君安証券股份有限公司
GUOTAI JUNAN SECURITIES CO., LTD.

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

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS
AND
NOTICE OF THE 2024 SECOND
EXTRAORDINARY GENERAL MEETING**

Notice convening the EGM to be held at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, PRC at 2:00 p.m. on Friday, 27 September 2024, is set out on pages EGM-1 to EGM-2 of this circular.

Whether or not you are able to attend the EGM, you are requested to read the notices of the EGM carefully and complete the form(s) of proxy in accordance with the instructions printed thereon and return form(s) of proxy as soon as possible. Holders of H Shares are required to return the form(s) of proxy to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, while A Shareholders are required to return the form(s) of proxy to the Board's office, but in any event the form(s) of proxy shall be returned in person or by mail not less than 24 hours before the time appointed for the EGM or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish.

9 September 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:

“A Share(s)”	the domestic share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange (stock code: 601211)
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	Guotai Junan Securities Co., Ltd. (國泰君安證券股份有限公司), a joint stock company incorporated in the PRC with limited liability in August 1999, whose H Shares and A Shares are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange respectively
“Director(s)”	director(s) of the Company
“EGM”	the Company’s extraordinary general meeting to be held at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, PRC at 2:00 p.m. on Friday, 27 September 2024
“H Share(s)”	the overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange (stock code: 02611)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the shares of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

LETTER FROM THE BOARD OF DIRECTORS



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)

Executive Directors

Mr. ZHU Jian

Mr. LI Junjie

Non-Executive Directors

Mr. LIU Xinyi

Ms. GUAN Wei

Mr. ZHONG Maojun

Mr. CHEN Hua

Mr. SUN Minghui

Mr. ZHANG Manhua

Independent Non-Executive Directors

Mr. DING Wei

Mr. LI Renjie

Mr. BAI Wei

Mr. WANG Guogang

Mr. YIM, Chi Hung Henry

Mr. PU Yonghao

Registered Office

No. 618, Shangcheng Road

China (Shanghai) Pilot Free-Trade Zone

Shanghai

PRC

Principal Place of Business in Hong Kong

40th Floor

Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

9 September 2024

To the Shareholders,

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS
AND**

**NOTICE OF THE 2024 SECOND
EXTRAORDINARY GENERAL MEETING**

I – INTRODUCTION

We refer to the announcement of the Company dated 29 August 2024 in relation to the proposed appointments of Mr. WANG Tao and Mr. CHEN Yijiang as the candidates as non-executive Directors (the “**Proposed Appointment**”).

LETTER FROM THE BOARD OF DIRECTORS

The purpose of this circular is to provide you with, among other things, (i) details of the Proposed Appointment; and (ii) a notice of the EGM.

II – PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS

We refer to the announcement of the Company dated 29 August 2024 in relation to the Proposed Appointment subject to Shareholders' approval at the Company's general meeting.

The biographical details of Mr. WANG Tao and Mr. CHEN Yijiang are set out as follows.

Mr. WANG Tao, aged 51, holds a master's degree in economics. Mr. WANG Tao started working in July 1993 and has successively served as a section member of the first accounting inspection section of the fourth branch of Shanghai Municipal Finance and Taxation Bureau (上海市財稅局), a deputy secretary of the general branch, a section member, a deputy section chief and a deputy director of the first section of the branch of the People's Committee (人教科團). He also served as a deputy director of Shanghai Institute of Fiscal Science (上海市財政科學研究所), a deputy director of Shanghai Institute of Finance and Taxation (上海市財稅科學研究所), a director of the Planning Department (規劃處) and an office director of Shanghai Municipal Finance and Taxation Bureau (上海市財稅局), an office director, a director of the Supervision and Inspection Department (監督檢查局), a secretary of the Party Leadership Group of the Supervision and Inspection Department (監督檢查局), a director of the Foreign Economic Department (Finance Department) (涉外經濟處(金融處)), a first-level investigator, and a second-level inspector of Shanghai Municipal Finance Bureau (上海市財政局). He served as the chief financial officer of Shanghai Municipal Investment (Group) Corporation (上海城投(集團)有限公司) since July 2024.

Mr. CHEN Yijiang, aged 51, holds an executive master of business administration (EMBA) degree. Mr. CHEN Yijiang joined New China Life Insurance Company Ltd. (新華人壽保險股份有限公司) (A shares are listed on the Shanghai Stock Exchange, stock code: 601336; H shares are listed on The Stock Exchange of Hong Kong Limited, stock code: 01336) since April 2003, and he successively served as a manager and an assistant general manager of the financial management office of the financial management department, an assistant general manager, deputy general manager and general manager of the fund utilization management department, the general manager of the investment department. He has been serving as the chairman of New China Asset Management (Hong Kong) Limited (新華資產管理(香港)有限公司) since October 2023. Mr. CHEN Yijiang is concurrently serving as a director of New China Pension Co., Ltd. (新華養老保險股份有限公司) since March 2017 and a non-executive director of China Jinmao Holdings Group Limited (中國金茂控股集團有限公司) (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 00817) since June 2024.

As at the date of this circular, the Company has not entered into any service contract with Mr. WANG Tao or Mr. CHEN Yijiang. Unless otherwise required by the relevant applicable laws and regulations, the term of office of Mr. WANG Tao and Mr. CHEN Yijiang (if appointed) shall be the same as the sixth session of the Board. Upon their appointments, Mr. WANG Tao and Mr. CHEN Yijiang will not receive any director's fee from the Company.

LETTER FROM THE BOARD OF DIRECTORS

Save as disclosed in this circular, to the best knowledge of the Directors, Mr. WANG Tao and Mr. CHEN Yijiang do not hold any directorship in the past three years in any other public companies which are listed on any securities market in Hong Kong or overseas; Mr. WANG Tao and Mr. CHEN Yijiang do not have any relationships with any Directors, supervisors, senior management or substantial shareholders (as defined in the Listing Rules) of the Company, or hold any position in the Company or any of its subsidiaries. As at the date of this circular, Mr. WANG Tao and Mr. CHEN Yijiang do not have any interest in the shares of the Company or its associated corporations within the definition under Part XV of the SFO.

Save as disclosed in this circular, there is no information in relation to the above Proposed Appointment that is required to be disclosed pursuant to the requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules nor are there any matters which need to be brought to the attention to the Shareholders of the Company.

The above proposal for the Proposed Appointment will be submitted to the EGM for consideration and approval by way of an ordinary resolution.

III – THE EGM

A notice convening the EGM to be held at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, PRC at 2:00 p.m. on Friday, 27 September 2024 is set out on pages EGM-1 to EGM-2 of this circular.

Whether or not you are able to attend the EGM, you are requested to read the notices of the EGM carefully and complete the accompanying form(s) of proxy in accordance with the instructions printed thereon and return form(s) of proxy as soon as possible. Holders of H Shares are required to return the form(s) of proxy to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited; while A Shareholders are required to return the form(s) of proxy to the Board's office, but in any event the form(s) of proxy shall be returned in person or by mail not less than 24 hours before the time appointed for the EGM or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you 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).

In order to determine the holders of H Shares who are entitled to attend the EGM, the H Share register of members of the Company will be closed from Tuesday, 24 September 2024 to Friday, 27 September 2024 (both days inclusive). Holders of H Shares who wish to attend the EGM are required to deposit the transfer documents together with the relevant share

LETTER FROM THE BOARD OF DIRECTORS

certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on Monday, 23 September 2024.

IV – RECOMMENDATION

The Board believes that the abovementioned resolution is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the relevant resolution to be proposed at the EGM.

By Order of the Board
Guotai Junan Securities Co., Ltd.
ZHU Jian
Chairman

NOTICE OF EGM



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 2024 SECOND 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 Friday, 27 September 2024 at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, the PRC, to consider and, if thought fit, pass the following resolution. Unless otherwise specified, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 9 September 2024 (the “**Circular**”).

ORDINARY RESOLUTION

1. To consider and approve the resolution on the proposed appointments of Mr. WANG Tao and Mr. CHEN Yijiang as non-executive Directors.

By Order of the Board
Guotai Junan Securities Co., Ltd.
ZHU Jian
Chairman

Shanghai, PRC
9 September 2024

As at the date of this notice, the executive directors of the Company are Mr. ZHU Jian and Mr. LI Junjie; the non-executive directors of the Company are Mr. LIU Xinyi, Ms. GUAN Wei, Mr. ZHONG Maojun, Mr. CHEN Hua, Mr. SUN Minghui and Mr. ZHANG Manhua; and the independent non-executive directors of the Company are Mr. DING Wei, Mr. LI Renjie, Mr. BAI Wei, Mr. WANG Guogang, Mr. YIM, Chi Hung Henry and Mr. PU Yonghao.

NOTICE OF EGM

Notes:

- (1) In order to determine the holders of H Shares who are entitled to attend the EGM, the H Share register of members of the Company will be closed from Tuesday, 24 September 2024 to Friday, 27 September 2024 (both days inclusive), during which period no share transfer will be registered. In order for holders of H Shares 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 Monday, 23 September 2024. Holders of H Shares who are registered with Computershare Hong Kong Investor Services Limited on Friday, 27 September 2024 are entitled to attend the EGM.

- (2) Holders 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 Thursday, 26 September 2024). 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 9 September 2024 for the details of the above resolution to be proposed at the EGM for consideration and approval.