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GF SECURITIES CO., LTD.
廣發証券股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1776)

NOTICE OF AGM

NOTICE IS HEREBY GIVEN that the 2018 annual general meeting (the “AGM”) of GF Securities Co., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Friday, June 28, 2019 at Conference Room 4008, 40th Floor, GF Securities Tower, 26 Machang Road, Tianhe District, Guangzhou, Guangdong, the PRC to consider and, if thought fit, approve the following resolutions. Unless otherwise specified, words used in this notice have the same meaning as defined in the circular of the Company dated 14 May, 2019.

ORDINARY RESOLUTIONS

1. To consider and approve the 2018 Directors' Report.
2. To consider and approve the 2018 Supervisory Committee's Report.
3. To consider and approve the 2018 Final Financial Report.
4. To consider and approve the 2018 Annual Report.
5. To consider and approve the 2018 Profit Distribution Plan.
6. To consider and approve the resolution regarding engaging auditors in 2019.
7. To consider and approve the resolution regarding the authorization of proprietary investment quota for 2019.
8. To consider and approve the resolution regarding the 2019 expected daily related party/connected transactions.
9. To consider and approve the resolution regarding amendments to the Rules of Procedure of the Board of Directors.
10. To consider and approve the resolution regarding the provision of guarantees for offshore loans of GF Financial Markets (UK) Limited.

SPECIAL RESOLUTION

11. To consider and approve the resolution regarding amendments to the Articles of Association.

TO HEAR THE RELEVANT REPORTS

12. To hear the 2018 Work Report of the Independent Directors.
13. To hear the 2018 Duty Performance Report of the Independent Directors.
14. To hear the Special Description of the Performance Assessment and Remuneration of the Directors for the Year of 2018.
15. To hear the Special Description of the Duty Performance Appraisal and Remuneration of the Supervisors for the Year of 2018.
16. To hear the Special Description of the Duty Performance, Performance Assessment and Remuneration of the Operating Management for the Year of 2018.

By order of the Board
GF Securities Co., Ltd.
Sun Shuming
Chairman

Guangzhou, the PRC

14 May, 2019

As at the date of this notice, the Board of the Company comprises Mr. Sun Shuming, Mr. Lin Zhihai, Mr. Qin Li and Ms. Sun Xiaoyan as executive Directors; Mr. Shang Shuzhi, Mr. Li Xiulin and Ms. Liu Xuetao as non-executive directors; and Mr. Yang Xiong, Mr. Tang Xin, Mr. Chan Kalok and Mr. Fan Lifu as independent non-executive directors.

Notes:

1. Details of the above said resolutions are set out in the Appendix I to the circular of the Company dated 14 May, 2019 (the “Circular”), of which details in respect of various resolutions are set out in Annex A to Annex F to this Circular, respectively.
2. The following resolutions will be presented at the AGM for hearing, but no Shareholders’ approval is required: (1) the 2018 work report of the Independent Directors; (2) the 2018 duty performance report of the Independent Directors; (3) the special description of the performance assessment and remuneration of the Directors for the year of 2018; (4) the special description of the duty performance appraisal and remuneration of the Supervisors for the year of 2018; and (5) the special description of the duty performance, performance assessment and remuneration of the operating management for the year of 2018.
3. Pursuant to the requirements of the Hong Kong Listing Rules, all votes of shareholders at a general meeting must be taken by poll. Therefore, the resolutions as set out in the notice of AGM will be voted by poll. Results of the poll voting will be posted on the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Company at www.gf.com.cn upon the conclusion of the AGM.

4. Any Shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote on his/her behalf at the meeting. A proxy need not be a Shareholder of the Company.
5. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, should be completed and deposited at the Board's office (for A Shareholders) or the Company's H Share registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders), no less than 24 hours before the time appointed for holding the AGM. The address of the Company's Board office is at 59th Floor, GF Securities Tower, 26 Machang Road, Tianhe District, Guangzhou, Guangdong, the PRC, postal code: 510627, (phone: (86) 20 8755 0265; fax: (86) 20 8755 4163). Computershare Hong Kong Investor Services Limited, the Company's H Share registrar, is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (phone: (852) 2862 8555). Completion and return of the proxy form will not preclude a Shareholder from attending and voting at the AGM in person should he/she so wish.
6. In order to determine the H Shareholders' entitlement to attend the AGM, the H Share register of members of the Company will be closed from Wednesday, May 29, 2019 to Friday, June 28, 2019 (both days inclusive), during which period no transfer of shares will be registered. In order for H Shareholders to attend the AGM, all share transfer documents accompanied by the relevant share certificates, must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by 4:30 p.m. on Tuesday, May 28, 2019. H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the AGM.
7. In the case of joint Shareholders, if more than one of them are present at the meeting, either in person or by proxy, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholder(s). For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
8. H Shareholders who intend to attend the AGM in person or by proxy should return the reply slip for the AGM to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by hand, by post or by fax on or before Saturday, June 8, 2019.
9. The AGM is expected to last for one day. Shareholders or their proxies attending the meeting shall be responsible for their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the AGM.
10. The abovementioned ordinary resolution No. 8 will be taken by poll by Shareholders who do not hold any interests in those resolutions.

Jilin Aodong Pharmaceutical Group Co., Ltd., Liaoning Cheng Da Co., Ltd., Zhongshan Public Utilities Group Co., Ltd. and their respective associates are required to abstain from voting on the abovementioned ordinary resolution No. 8 (the resolution regarding the 2019 expected daily related party/connected transactions), and may not be entrusted by other shareholders to vote.