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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in Guolian Securities Co., Ltd., you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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**国联证券股份有限公司**  
GUOLIAN SECURITIES CO., LTD.

*(a joint stock limited company established in the People's Republic of China with limited liability)*

**(Stock Code: 01456)**

### **AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS ATTACHMENT NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

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Notice convening the EGM of Guolian Securities Co., Ltd. to be held at the conference room at 9th Floor, No. 8 Jinrong One Street, Wuxi, Jiangsu Province, the PRC, at 2:00 p.m. on Wednesday, 4 January 2023 is set out on pages 14 to 16 of this circular.

If you intend to appoint a proxy to attend the meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon. In case of H Shareholders, the form of proxy shall be lodged with the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible, but in any event, not later than 24 hours before the time scheduled for holding such meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM.

12 December 2022

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS .....</b>	<b>1</b>
<b>LETTER FROM THE BOARD .....</b>	<b>3</b>
<b>APPENDIX I — COMPARISON TABLE ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION .....</b>	<b>7</b>
<b>APPENDIX II — COMPARISON TABLE ON THE AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETING. ....</b>	<b>12</b>
<b>NOTICE OF THE EXTRAORDINARY GENERAL MEETING .....</b>	<b>14</b>

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“A Share(s)”	the ordinary Share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which have been listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company
“Board” or “Board of Directors”	the board of Directors of the Company
“Company”	Guolian Securities Co., Ltd. (國聯證券股份有限公司), a joint stock company established in the PRC with limited liability, the H Shares of which have been listed on the main board of the Stock Exchange (stock code: 01456) and the A Shares of which have been listed on the Shanghai Stock Exchange (stock code: 601456)
“Director(s)”	the director(s) of the Company
“EGM” or “First Extraordinary General Meeting for the Year 2023”	the extraordinary general meeting of the Company to be held at 2:00 p.m. on Wednesday, 4 January 2023 at the conference room at 9th Floor, No. 8 Jinrong One Street, Wuxi, Jiangsu Province, the PRC
“H Share(s)”	overseas listed foreign invested Share(s) of RMB1.00 each in the share capital of the Company which are listed and traded in HK dollars on the Stock Exchange
“H Shareholders”	holders of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, as amended from time to time

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## DEFINITIONS

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“Latest Practicable Date”	9 December 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information included herein
“PRC” or “China”	the People’s Republic of China, but for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region and Taiwan region
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Work Regulations”	the Regulations on the Work of the Communist Party of China for its Grassroots Organizations at State-owned Enterprises (Trial) (《中國共產黨國有企業基層組織工作條例(試行)》)

*In the event of any discrepancy between the English and Chinese versions of this circular, the Chinese version shall prevail.*

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## LETTER FROM THE BOARD

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**国联证券股份有限公司**  
GUOLIAN SECURITIES CO., LTD.

*(a joint stock limited company established in the People's Republic of China with limited liability)*

**(Stock Code: 01456)**

*Executive Director:*

Mr. Ge Xiaobo (*Chairman*)

*Non-executive Directors:*

Mr. Hua Weirong

Mr. Zhou Weiping

Mr. Wu Weihua

Ms. Li Suo

Mr. Liu Hailin

*Independent Non-executive Directors:*

Mr. Wu Xingyu

Mr. Chu, Howard Ho Hwa

Mr. Gao Wei

*Registered Address in the PRC:*

No. 8 Jinrong One Street

Wuxi, Jiangsu Province

the PRC

*Headquarters/Principal Place of*

*Business in the PRC:*

No. 8 Jinrong One Street

Wuxi, Jiangsu Province

the PRC

*Principal Place of Business*

*in Hong Kong:*

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

12 December 2022

*To the Shareholders*

Dear Sir or Madam,

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND  
ITS ATTACHMENT  
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Notice convening the EGM of the Company to be held at the conference room at 9th Floor, No. 8 Jinrong One Street, Wuxi, Jiangsu Province, the PRC, on Wednesday, 4 January 2023 is set out on pages 14 to 16 of this circular.

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## LETTER FROM THE BOARD

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The purpose of this circular is to give you the notice of the EGM and provide you with relevant resolution details to enable you to make informed decision on whether to vote for or against the resolutions to be proposed at the EGM for the following, to be approved by way of special resolutions:

### SPECIAL RESOLUTIONS

(1) Resolution on the amendments to the Articles of Association and its attachment

1.1 Amendments to the Articles of Association;

1.2 Amendments to the Rules of Procedure of General Meeting.

### AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS ATTACHMENT

Special resolutions will be proposed at the EGM to consider and approve the amendments to the Articles of Association and its attachment, the Rules of Procedure of General Meeting.

Reference is made to the announcement of the Company dated 9 December 2022 in relation to, among other things, the proposed amendments to the Articles of Association.

The Company convened the third meeting of the fifth session of the Board of Directors on 9 December 2022, which considered and approved the Resolution on the Amendments to the Articles of Association and its Attachment. It is proposed to make corresponding amendments to the Articles of Association and its attachment, the Rules of Procedure of General Meeting pursuant to the relevant regulations of the Listing Rules and the Work Regulations and in light of the actual situation of the Company. The relevant amended articles shall come into effect from the date of consideration and approval at the general meeting of the Company.

The above resolutions have been approved by the Directors at the Board meeting, and will be proposed for consideration and approval by the Shareholders at the EGM. It is also proposed to authorize the Board and to authorize the Board for it to in turn authorize the management of the Company to deal with relevant filing matters of amendments to the Articles of Association and its attachment.

For details of the proposed amendments to the Articles of Association, please refer to Appendix I to this circular.

For details of the proposed amendments to the Rules of Procedure of General Meeting, please refer to Appendix II to this circular.

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## LETTER FROM THE BOARD

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### EGM

Notice convening the EGM of the Company to be held at the conference room at 9th Floor, No. 8 Jinrong One Street, Wuxi, Jiangsu Province, the PRC, at 2:00 p.m. on Wednesday, 4 January 2023 is set out on pages 14 to 16 of this circular.

If you intend to appoint a proxy to attend and/or vote at the meeting, you are requested to complete and return the form of proxy in accordance with the instruction printed thereon not later than 2:00 p.m. on Tuesday, 3 January 2023 (Hong Kong time).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM.

In order to determine the list of Shareholders who are entitled to attend the EGM, the Company will close the register of members of H Shares during the period from Wednesday, 28 December 2022 to Wednesday, 4 January 2023 (both days inclusive), during which no registration of Shares will be made. For Shareholders who wish to attend the EGM, the relevant share certificates accompanied by all transfer documents must be lodged with Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) before 4:30 p.m. on Friday, 23 December 2022. Shareholders registered in Computershare Hong Kong Investor Services Limited on Wednesday, 28 December 2022 are entitled to attend the EGM.

### VOTING BY POLL

In accordance with Rule 13.39 (4) of the Listing Rules, any vote at the EGM shall be conducted by way of poll. Therefore, the chairman of the EGM shall exercise his power to, in accordance with the Articles of Association, request to vote by poll on the resolutions proposed at the EGM. The results of the vote by poll will be published on the Company's website and the HKEXnews website of the Stock Exchange after the meeting.

As at the Latest Practicable Date, to the reasonable knowledge of the Company, no Shareholders were considered to be required to abstain from voting at the EGM or on the relevant resolutions.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board considers that all resolutions above are in the interests of the Company and the Shareholders as a whole. The Board therefore recommends the Shareholders to vote in favor of the resolutions to be proposed at the EGM.

Yours faithfully,  
By order of the Board  
**Guolian Securities Co., Ltd.**  
**Ge Xiaobo**  
*Chairman*

Wuxi, Jiangsu Province, the PRC



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**APPENDIX I****COMPARISON TABLE ON THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

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<b>Sequence number and content of original article</b>	<b>Sequence number and content of new article</b>	<b>Reasons for or the basis of the amendments</b>
Article 6.04 The Company may, in accordance with the understanding or agreements made between the securities regulatory authorities in China and overseas securities regulatory authorities, maintain the register of holders of overseas listed foreign shares in any place outside China and appoint an overseas agent to manage such register of shareholders. Such original register of holders of overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong.  .....	Article 6.04 The Company may, in accordance with the understanding or agreements made between the securities regulatory authorities in China and overseas securities regulatory authorities, maintain the register of holders of overseas listed foreign shares in any place outside China <b><u>for inspection by shareholders,</u></b> and appoint an overseas agent to manage such register of shareholders. Such original register of holders of overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong.  .....	Amended according to the Article 20 of Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Section 632 of the Hong Kong Companies Ordinance.

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**APPENDIX I****COMPARISON TABLE ON THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

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<b>Sequence number and content of original article</b>	<b>Sequence number and content of new article</b>	<b>Reasons for or the basis of the amendments</b>
Article 7.01 The Committee of the Communist Party of Guolian Securities Co., Ltd. (hereinafter referred to as the “Party Committee of the Company”) shall be established by the Company. The Party Committee of the Company shall consist of one secretary, one to two deputy secretaries, and several other members. The secretary to the Party Committee and the Chairman shall be the same person. Eligible members of the Party Committee can join the Board of Directors, the Supervisory Committee and the management through statutory procedures, while eligible Party members of the Board of Directors, Supervisory Committee and the management can also join the Party Committee in accordance with relevant rules and procedures. Meanwhile, the Discipline Inspection Committee of the Communist Party of Guolian Securities Co., Ltd. (hereinafter referred to as the “Discipline Inspection Committee”) shall be established by the Company in accordance with the relevant requirements.	Article 7.01 The Committee of the Communist Party of Guolian Securities Co., Ltd. (hereinafter referred to as the “Party Committee of the Company”) shall be established by the Company. The Party Committee of the Company shall consist of one secretary, one to two deputy secretaries, and several other members. <b><u>Generally, the</u></b> <del>The</del> secretary to the Party Committee and the Chairman shall be the same person. Eligible members of the Party Committee can join the Board of Directors, the Supervisory Committee and the management through statutory procedures, while eligible Party members of the Board of Directors, Supervisory Committee and the management can also join the Party Committee in accordance with relevant rules and procedures. Meanwhile, the Discipline Inspection Committee of the Communist Party of Guolian Securities Co., Ltd. (hereinafter referred to as the “Discipline Inspection Committee”) shall be established by the Company in accordance with the relevant requirements.	Relevant expressions are amended according to Article 14 of Chapter IV of the Work Regulations.

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**APPENDIX I****COMPARISON TABLE ON THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

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<b>Sequence number and content of original article</b>	<b>Sequence number and content of new article</b>	<b>Reasons for or the basis of the amendments</b>
Article 8.05 The holders of the ordinary shares of the Company shall be entitled to the following rights:  (1) to receive distribution of dividends and other forms of benefits in proportion to the number of shares held;  (2) to request, convene, hold, attend or appoint a shareholder proxy to attend the shareholders' general meeting and exercise voting rights at such meeting according to the laws;	Article 8.05 The holders of the ordinary shares of the Company shall be entitled to the following rights:  (1) to receive distribution of dividends and other forms of benefits in proportion to the number of shares held;  (2) to request, convene, hold, attend or appoint a shareholder proxy to attend the shareholders' general meeting, <b><u>speak at the shareholders' general meeting</u></b> and exercise voting rights at such meeting according to the laws;	Amended according to the Article 19 of Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

## APPENDIX I

## COMPARISON TABLE ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Sequence number and content of original article	Sequence number and content of new article	Reasons for or the basis of the amendments
<p>Article 9.11 Where the Company convenes an annual general meeting, a written notice shall be given 20 working days before the meeting is held. Where the Company convenes an extraordinary general meeting, a written notice shall be given 10 working days or 15 days (whichever is longer) before the meeting is held.</p> <p>When calculating the abovementioned period, the date of the meeting shall not be included.</p>	<p>Article 9.11 Where the Company convenes an annual general meeting, a written notice shall be given 20 <del>working</del> days before the meeting is held. Where the Company convenes an extraordinary general meeting, a written notice shall be given <del>10 working days or</del> 15 days <del>(whichever is longer)</del> before the meeting is held. <u><b>If there is any other requirements under the laws, regulations and as required by the securities regulatory authorities and the stock exchanges in the place where the shares of the Company are listed, such requirements shall apply.</b></u></p> <p>When calculating the abovementioned period, the date of the meeting shall not be included.</p>	<p>Amended according to Appendix III and Appendix XIV to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</p>

## APPENDIX I

## COMPARISON TABLE ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Sequence number and content of original article	Sequence number and content of new article	Reasons for or the basis of the amendments
<p>Article 10.06 A written notice convening an annual class meeting shall be given 20 working days before its held, a written notice convening an extraordinary general meeting shall be given 10 working days or 15 days (whichever is longer) before it is held.</p> <p>The day of the meeting shall not be included when counting the day.</p> <p>If there is any special requirement by the listing rules in the place where the shares of the Company are listed, such requirement shall apply.</p>	<p>Article 10.06 A written notice convening <del>an annual</del> <u>a</u> class meeting shall be given <u>by reference to the time limit for notice convening a shareholders' general meeting required by the Articles of Association</u> <del>20 working days before its held, a written notice convening an extraordinary general meeting shall be given 10 working days or 15 days (whichever is longer) before it is held.</del></p> <p><del>The day of the meeting shall not be included when counting the day.</del></p> <p>If there is any special requirement by the listing rules in the place where the shares of the Company are listed, such requirement shall apply.</p>	<p>Amended according to Appendix III and Appendix XIV to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</p>

## APPENDIX II

## COMPARISON TABLE ON THE AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETING

Sequence number and content of original article	Sequence number and content of new article	Reasons for or the basis of the amendments
<p>Article 22 Where the Company convenes an annual general meeting, a written notice shall be given 20 working days before the meeting is held. Where the Company convenes an extraordinary general meeting, a written notice shall be given 10 working days or 15 days (whichever is longer) before the meeting is held.</p> <p>When calculating the abovementioned period, the date of the meeting shall not be included.</p>	<p>Article 22 Where the Company convenes an annual general meeting, a written notice shall be given 20 <del>working</del> days before the meeting is held. Where the Company convenes an extraordinary general meeting, a written notice shall be given <del>10 working days or</del> 15 days <del>(whichever is longer)</del> before the meeting is held. <u>If there is any other requirements under the laws, regulations and as required by the securities regulatory authorities and the stock exchanges in the place where the shares of the Company are listed, such requirements shall apply.</u></p> <p>When calculating the abovementioned period, the date of the meeting shall not be included.</p>	<p>Amended according to Appendix III and Appendix XIV to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</p>

## APPENDIX II

## COMPARISON TABLE ON THE AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETING

Sequence number and content of original article	Sequence number and content of new article	Reasons for or the basis of the amendments
<p>Article 73 A written notice convening an annual class meeting shall be given 20 working days before its held, a written notice convening an extraordinary general meeting shall be given 10 working days or 15 days (whichever is longer) before it is held. The day of the meeting shall not be included when counting the day.</p> <p>If there is any special requirement by the listing rules in the place where the shares of the Company are listed, such requirement shall apply.</p>	<p>Article 73 A written notice convening <del>an annual a</del> class meeting shall be given <u>by reference to the Rules of Procedure 20 working days before its held, a</u> <del>written notice convening an extraordinary general meeting shall be given 10 working days or 15 days (whichever is longer) before it is held. The day of the meeting shall not be included when counting the day.</del></p> <p>If there is any special requirement by the listing rules in the place where the shares of the Company are listed, such requirement shall apply.</p>	<p>Amended according to Appendix III and Appendix XIV to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</p>

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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**国联证券股份有限公司**  
GUOLIAN SECURITIES CO., LTD.

*(a joint stock limited company established in the People's Republic of China with limited liability)*

**(Stock Code: 01456)**

### **NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2023**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting (the “EGM”) for the year 2023 of Guolian Securities Co., Ltd. (the “**Company**”) will be held at the conference room at 9th Floor, No. 8 Jinrong One Street, Wuxi, Jiangsu Province, the PRC at 2:00 p.m. on Wednesday, 4 January 2023 for the purpose of considering and, if thought fit, passing the following resolutions of the Company. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 12 December 2022:

#### **SPECIAL RESOLUTIONS**

1. Resolution on the amendments to the Articles of Association and its attachment
  - 1.1 Amendments to the Articles of Association;
  - 1.2 Amendments to the Rules of Procedure of General Meeting.

By order of the Board  
**Guolian Securities Co., Ltd.**  
**Ge Xiaobo**  
*Chairman*

Wuxi, Jiangsu Province, the PRC  
12 December 2022



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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. In order to determine the entitlement to attend and vote at the EGM of the Company to be held on Wednesday, 4 January 2023, the register of members of the Company will be closed from Wednesday, 28 December 2022 to Wednesday, 4 January 2023 (both days inclusive) during which period no transfer of shares of the Company will be effected.

Holders of H shares whose name appear on our register of members on Wednesday, 28 December 2022 shall be entitled to attend the EGM. For shareholders who wish to attend and vote at the EGM, the relevant share certificates accompanied by all transfer documents must be lodged with Computershare Hong Kong Investor Services Limited (the “**H Shares registrar**”) at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong before 4:30 p.m. on Friday, 23 December 2022.

2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorised in writing. If the shareholder is a corporation, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the form of proxy and other documents of authorization (if any) must be deposited, for the H Shareholders, to the H Shares registrar of the Company, Computershare Hong Kong Investor Services Limited, by 2:00 p.m. on Tuesday, 3 January 2023 (Hong Kong time). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM should you so wish.
5. Shareholders or their proxies shall produce their identity documents and supporting documents in respect of shares held or form of proxy signed by the shareholder (or shareholder’s authorized person) when attending the EGM.
6. The EGM is expected to be held for less than half a day. Shareholders who intend to attend the EGM shall arrange and bear their own transportation and accommodation expenses.
7. The name and address of the Company’s H Shares registrar are as follows:

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen’s Road East  
Wanchai  
Hong Kong

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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8. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the EGM, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, the most senior shall alone be entitled to vote, whether in person or by proxy. 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 holding.

*As at the date of this notice, the executive director of the Company is Mr. Ge Xiaobo; the non-executive directors of the Company are Mr. Hua Weirong, Mr. Zhou Weiping, Mr. Wu Weihua, Ms. Li Suo and Mr. Liu Hailin; and the independent non-executive directors of the Company are Mr. Wu Xingyu, Mr. Chu, Howard Ho Hwa and Mr. Gao Wei.*