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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 2023 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 Monday, 20 March 2023 at the Room 405, 768 Nanjing West Road, Jingan District, Shanghai, PRC, to consider and, if thought fit, pass the following matters:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution on the proposed amendments to the Articles of Association.
2. 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
1 March 2023

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, Mr. ZHANG Yipeng 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, Mr. LEE Conway Kong Wai and Mr. CHAI Hongfeng.

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 Wednesday, 15 March 2023 to Monday, 20 March 2023 (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 Tuesday, 14 March 2023. H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on Monday, 20 March 2023 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 Sunday, 19 March 2023). 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 Company dated 1 March 2023 for the details of the above resolutions to be proposed at the EGM for consideration and approval.