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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 enclosed 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 DIRECTORS**  
**AND**  
**NOTICE OF THE 2023 THIRD**  
**EXTRAORDINARY GENERAL MEETING**

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Notice convening the EGM to be held at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, PRC at 2:30 p.m. on Friday, 29 December 2023, 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.

8 December 2023

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## DEFINITIONS

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*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 2:30 p.m. on Friday, 29 December 2023
“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)

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## LETTER FROM THE BOARD OF DIRECTORS

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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)**

### *Executive Directors*

Mr. WANG Song

Mr. YU Jian

### *Non-Executive Directors*

Mr. LIU Xinyi

Ms. GUAN Wei

Mr. ZHONG Maojun

Mr. CHEN Hua

Mr. WANG Wenjie

Mr. ZHANG Yipeng

Mr. AN Hongjun

### *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

### *Independent Non-Executive Directors*

Mr. DING Wei

Mr. LI Renjie

Mr. BAI Wei

Mr. WANG Guogang

Mr. YIM, Chi Hung Henry

Mr. PU Yonghao

8 December 2023

*To the Shareholders,*

Dear Sir or Madam,

## **PROPOSED APPOINTMENT OF DIRECTORS AND NOTICE OF THE 2023 THIRD EXTRAORDINARY GENERAL MEETING**

### **I – INTRODUCTION**

We refer to the announcement of the Company dated 6 December 2023 in relation to the proposed appointment of (i) Mr. ZHU Jian as the candidate as an executive Director of the sixth session of the Board, and as the chairman of the sixth session of the Board and the chairman of the Strategy and ESG Committee; and (ii) Mr. SUN Minghui as the candidate as a non-executive Director of the sixth session of the Board, and as the member of the Audit Committee of the sixth session of the Board (collectively, the “**Proposed Appointment**”).

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## LETTER FROM THE BOARD OF DIRECTORS

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The purpose of this circular is to provide you with, among other things, (i) details of the proposed appointment of an executive Director; (ii) details of the proposed appointment of a non-executive Director; and (iii) a notice of the EGM.

### II – PROPOSED APPOINTMENT OF DIRECTORS

#### 1. Proposed Appointment of an Executive Director

We refer to the announcement of the Company dated 6 December 2023 in relation to the Proposed Appointment subject to Shareholders' approval at the Company's general meeting.

The biographical details of Mr. ZHU Jian are set out as follows.

Mr. ZHU Jian (朱健), aged 52, holds a master degree in law and a master degree in business administration. Previously, he served as a deputy division head of the information research division of China Securities Regulatory Commission (“CSRC”) Shanghai Securities Office, a deputy division head and the division head of the information research division of CSRC Shanghai Branch, the head of general office and the division head of the second institution division of CSRC Shanghai Branch. He also served as a director assistant and a deputy director of CSRC Shanghai Branch, a vice president of the Company, and the vice chairman and the president of Bank of Shanghai Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 601229) from October 2020 to December 2023.

As at the date of this circular, the Company has not entered into any service contract with Mr. ZHU Jian. Unless otherwise required by the relevant applicable laws and regulations, the term of office of Mr. ZHU Jian (if appointed) shall be the same as the sixth session of the Board.

Save as disclosed in this circular, to the best knowledge of the directors of the Company, Mr. ZHU Jian has not held 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. ZHU Jian does not have any relationships with any directors, supervisors, senior management or substantial shareholders (as defined in the Listing Rules) of the Company, and he does not hold any position in the Company or any of its subsidiaries. As at the date of this circular, Mr. ZHU Jian does 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.

#### 2. Proposed Appointment of a Non-Executive Director

We refer to the announcement of the Company dated 6 December 2023 in relation to the Proposed Appointment subject to Shareholders' approval at the Company's general meeting.

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## LETTER FROM THE BOARD OF DIRECTORS

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The biographical details of Mr. SUN Minghui are set out as follows.

Mr. SUN Minghui, aged 42, is a senior accountant and holds a master degree in economics. Mr. SUN Minghui successively served in the preparation team and the capital department of Shenzhen Energy Finance Co., Ltd. and the financial management department of Shenzhen Energy Group Co., Ltd.. He has been working in Shenzhen Investment Holdings Co., Ltd. since February 2012, and successively served as the head of financing management of the financial budget department, the senior head of the finance department, the senior manager of the board office, and the deputy head of the financial department (settlement center). Mr. SUN Minghui has been the head of the financial department (settlement center) of Shenzhen Investment Holdings Co., Ltd. since November 2020, a director of Shenzhen Special Economic Zone Real Estate & Properties (Group) Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000029) since December 2020 and a director of Shenzhen Textile (Holdings) Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000045) since February 2021.

As at the date of this circular, the Company has not entered into any service contract with Mr. SUN Minghui. Unless otherwise required by the relevant applicable laws and regulations, the term of office of Mr. SUN Minghui (if appointed) shall be the same as the sixth session of the Board.

Save as disclosed in this circular, to the best knowledge of the directors of the Company, Mr. SUN Minghui has not held 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. SUN Minghui does not have any relationships with any directors, supervisors, senior management or substantial shareholders (as defined in the Listing Rules) of the Company, and he does not hold any position in the Company or any of its subsidiaries. As at the date of this circular, Mr. SUN Minghui does 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 2:30 p.m. on Friday, 29 December 2023 is set out on pages EGM-1 to EGM-2 of this circular.

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## LETTER FROM THE BOARD OF DIRECTORS

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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 Friday, 22 December 2023 to Friday, 29 December 2023 (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 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 Thursday, 21 December 2023.

#### **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.**  
**WANG Song**  
*Vice Chairman*

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## NOTICE OF EGM

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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 THIRD 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 2:30 p.m. on Friday, 29 December 2023 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 8 December 2023 (the “**Circular**”).

#### ORDINARY RESOLUTION

1. To consider and approve the resolution on the proposed appointment of (i) Mr. ZHU Jian as an executive Director of the sixth session of the Board; and (ii) Mr. SUN Minghui as a non-executive Director of the sixth session of the Board.

By Order of the Board  
**Guotai Junan Securities Co., Ltd.**  
**WANG Song**  
*Vice Chairman*

Shanghai, PRC  
8 December 2023

*As at the date of this notice, the executive directors of the Company are 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 Yipeng and Mr. AN Hongjun; 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.*

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## NOTICE OF EGM

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*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 Friday, 22 December 2023 to Friday, 29 December 2023 (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 Thursday, 21 December 2023. Holders of H Shares who are registered with Computershare Hong Kong Investor Services Limited on Friday, 29 December 2023 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 2:30 p.m. on Thursday, 28 December 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 EGM dated 8 December 2023 for the details of the above resolution to be proposed at the EGM for consideration and approval.