
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

**REPURCHASE AND CANCELLATION
OF PART OF THE RESTRICTED A SHARES
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR AND
NON-EXECUTIVE DIRECTOR
AND
NOTICE OF THE 2024 FIRST
EXTRAORDINARY GENERAL MEETING
NOTICE OF THE 2024 FIRST H SHARE CLASS 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 Wednesday, 20 March 2024, and notice convening the H Share Class Meeting to be at 3:00 p.m. on the same day or immediately after the conclusion of the EGM and the A Share Class Meeting or any adjournment thereof (whichever is later) are set out on pages 11-14 of this circular.

Whether or not you are able to attend the EGM or the H Share Class Meeting, you are requested to read the notices of the EGM and the H Share Class Meeting 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. H Shareholders 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 and the H Share Class Meeting or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude you from attending and voting at the EGM and the H Share Class Meeting or any adjournment thereof in person if you so wish.

1 March 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD OF DIRECTORS	3
APPENDIX I – BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTOR	10
NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING	11
NOTICE OF THE 2024 FIRST H SHARE CLASS MEETING	13

DEFINITIONS

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

“A Share(s)”	domestic shares of the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi and are listed for trading on the Shanghai Stock Exchange
“A Share Class Meeting”	the 2024 first A share class meeting of the Company
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board of Directors” or “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., a joint-stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Hong Kong Stock Exchange under the stock code of 2611 and the A Shares of which are listed on the Shanghai Stock Exchange under the stock code of 601211
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會) and its local counterpart(s)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, PRC at 2:00 p.m. on Wednesday, 20 March 2024
“First Grant”	the first grant of Restricted A Shares under the Scheme to the Incentive Participants on 17 September 2020
“H Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars

DEFINITIONS

“H Share Class Meeting”	the 2024 first H share class meeting of the Company to be held at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, PRC at 3:00 p.m. or immediately after the conclusion of the EGM and the A Share Class Meeting or any adjournment thereof (whichever is later) on Wednesday, 20 March 2024
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Incentive Participant(s)”	the person(s) to whom the Restricted A Shares are to be granted under the Scheme
“Restricted A Share(s)”	a certain number of A Shares granted by the Company to the Incentive Participants on the conditions, and at the prices stipulated under the Scheme, which are subject to a lock-up period and can only be unlocked after the unlocking conditions under the Scheme are satisfied
“RMB”	Renminbi, the lawful currency of the PRC
“Scheme”	the Restricted Share Incentive Scheme of A Shares of Guotai Junan Securities Co., Ltd.
“Shareholder(s)”	the holder(s) of the shares of the Company



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. Yu Jian

Non-Executive Directors

Mr. Liu Xinyi
Ms. Guan Wei
Mr. Zhong Maojun
Mr. Chen Hua
Mr. Sun Minghui
Mr. Zhang Yipeng
Mr. An Hongjun

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

40/F, Dah Sing Financial Centre
248 Queen's Road East, Wanchai
Hong Kong
PRC

1 March 2024

To the Shareholders,

Dear Sir or Madam,

**REPURCHASE AND CANCELLATION
OF PART OF THE RESTRICTED A SHARES
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR AND
NON-EXECUTIVE DIRECTOR
AND
NOTICE OF THE 2024 FIRST
EXTRAORDINARY GENERAL MEETING
NOTICE OF THE 2024 FIRST H SHARE CLASS MEETING**

I. INTRODUCTION

At the EGM, a special resolution will be proposed to approve the resolution on the repurchase and cancellation of part of the Restricted A Shares; and an ordinary resolution will be proposed to approve the resolution on the proposed appointment of an executive Director and a non-executive Director.

LETTER FROM THE BOARD OF DIRECTORS

At the H Share Class Meeting, a special resolution will be proposed to approve the resolution on the repurchase and cancellation of part of the Restricted A Shares.

The purpose of this circular is to set out the notices of the EGM and the H Share Class Meeting and to provide you with details regarding the resolutions mentioned above.

II. REPURCHASE AND CANCELLATION OF PART OF THE RESTRICTED A SHARES

According to the Scheme, the Company granted 79,000,000 Restricted A Shares to 440 Incentive Participants on 17 September 2020 (the “**First Grant**”), and 9,999,990 Restricted A Shares to 58 Incentive Participants on 19 July 2021 (the “**Reserved Grant**”), respectively.

From the First Grant to 8 September 2021, a total of 11 Incentive Participants of the First Grant under the Scheme are no longer qualified as Incentive Participants. According to the provisions under Chapter 14 of the Scheme, the Restricted A Shares granted to such Participants not yet unlocked have been repurchased and cancelled by the Company.

From 9 September 2021 to 18 November 2022, a total of 19 Incentive Participants of the First Grant and the Reserved Grant under the Scheme have terminated their labor contracts or not fully met the performance appraisals. According to the provisions under Chapter 14 of the Scheme, the Restricted A Shares granted to such Participants not yet unlocked have been repurchased and cancelled by the Company.

From 19 November 2022 to 18 December 2023, 12 Incentive Participants (the “**Repurchase Participants**”) had terminated their labor contracts or not fully met the performance appraisals. According to the relevant rules of the Scheme, the Company proposes to repurchase and cancel all or part of the Restricted A Shares granted to such Incentive Participants (the “**Repurchase and Cancellation**”).

1. Particulars of the Repurchase and Cancellation

(a) *Reasons for the Repurchase and Cancellation*

- (i) *Termination of the labor contracts by the Incentive Participants upon mutual agreement with the Company due to changes in personal circumstances*

From 19 November 2022 to 18 December 2023, a total of six Incentive Participants (of which three participated in the First Grant and three participated in the Reserved Grant) terminated their labor contracts upon mutual agreement with the Company due to changes in personal circumstances. According to Chapter 14 of the Scheme, if an Incentive Participant terminates or discharges the labor contract with the Company upon mutual agreement, or the labor contract expires, the Restricted A Shares granted to such participant not yet unlocked should be repurchased by the Company at the grant price. In

LETTER FROM THE BOARD OF DIRECTORS

this case, the Company should repurchase and cancel a total of 774,360 Restricted A Shares (of which 331,650 shares were granted under the First Grant and 442,710 shares were granted under the Reserved Grant).

(ii) Incentive Participant who was suspected of duty-related crime

From 19 November 2022 to 18 December 2023, one Incentive Participant (participated in the First Grant) was suspected of duty-related crime. According to Article 7 of Chapter 14 of the Scheme, including “other situations that have not been explained and their treatment methods shall be determined by the Board”, and given its special circumstances, the Restricted A Shares granted to such participant not yet unlocked should be repurchased by the Company at the lower of the grant price and the market price of the Company’s shares at the time of the repurchase (i.e. the average trading price of the shares of the Company during the last trading day prior to the Board’s approval of the repurchase). Accordingly, the Board determined that the Company should repurchase and cancel 77,720 shares (which were granted under the First Grant).

(iii) Incentive Participants who failed the performance appraisal

According to the Company’s 2022 annual performance appraisal, the individual performance appraisal indicators of a total of five Incentive Participants (who participated in the First Grant) have been categorized as “Pass” with their personal performance score counted as 90%. Since they did not meet the requirements for unlocking in full, the percentage for shares unlocked in such period should be adjusted to 90%. According to Chapters 9 and 10 of the Scheme, the Restricted A Shares held by the Incentive Participants who have not met the conditions for unlocking shall be repurchased and cancelled by the Company at the grant price. In this case, the Company should repurchase and cancel a total of 28,116 shares (which were granted under the First Grant).

Based on the above, a total of 880,196 shares should be repurchased and cancelled.

(b) Repurchase Price

(i) Part of the First Grant

The grant price of the Restricted A Shares granted to the Repurchase Participants under the First Grant is RMB7.64 per share. According to Chapter 11 of the Scheme, in the event of a dividend distribution after completion of registration of the Restricted A Shares granted to the Incentive Participants, the Company should make corresponding adjustment to the applicable grant price when calculating the repurchase price of the Restricted A Shares not yet unlocked. After completion of registration of the Restricted A Shares granted under the First Grant, the Company distributed the dividends for 2020, 2021 and 2022 of RMB5.6, RMB6.8 and RMB5.3 per 10 shares in cash on 20 August

LETTER FROM THE BOARD OF DIRECTORS

2021, 15 July 2022 and 29 June 2023, respectively. Thus, the Company proposes to make corresponding adjustment to the applicable grant price for the calculation of the repurchase price of the Restricted A Shares granted under the First Grant as follows:

$P=P_0-V=7.64-0.56-0.68-0.53=\text{RMB}5.87$ per share. Where: P_0 represents the grant price before the adjustment; V represents the dividend per share; P represents the grant price after the adjustment.

The repurchase price of the Restricted A Shares granted under the First Grant which are proposed to be repurchased under items (i) and (iii) of paragraph 1(a) of Part II in this letter is RMB5.87 per share.

The repurchase price of the Restricted A Shares granted under the First Grant which are proposed to be repurchased under item (ii) of paragraph 1(a) of Part II in this letter is RMB5.87 per share, the lower of the grant price at RMB5.87 per share under the First Grant after the adjustment and the market price of the Company's shares at the time of the repurchase (the average trading price of the shares of the Company during the last trading day prior to the Board's approval of the repurchase, i.e. RMB14.54 per share).

(ii) Part of the Reserved Grant

The grant price of the Restricted A Shares granted to the Repurchase Participants under the Reserved Grant is RMB7.95 per share. According to Chapter 11 of the Scheme, in the event of a dividend distribution after completion of registration of the Restricted A Shares granted to the Incentive Participants, the Company should make corresponding adjustment to the applicable grant price when calculating the repurchase price of the Restricted A Shares not yet unlocked. After completion of registration of the Restricted A Shares granted under the Reserved Grant, the Company distributed the dividends for 2021 and 2022 of RMB6.8 and RMB5.3 per 10 shares in cash on 15 July 2022 and 29 June 2023, respectively. Thus, the Company proposes to make corresponding adjustment to the applicable grant price for the calculation of the repurchase price of the Restricted A Shares granted under the Reserved Grant as follows:

$P=P_0-V=7.95-0.68-0.53=\text{RMB}6.74$ per share. Where: P_0 represents the grant price before the adjustment; V represents the dividend per share; P represents the grant price after the adjustment.

The repurchase price of the Restricted A Shares granted under the Reserved Grant which are proposed to be repurchased under item (i) of paragraph 1(a) of Part II in this letter is RMB6.74 per share.

LETTER FROM THE BOARD OF DIRECTORS

(c) Number of A Shares under the Repurchase and Cancellation

The Company proposes to repurchase and cancel an aggregate of 880,196 Restricted A Shares (including 437,486 shares granted under the First Grant and 442,710 shares granted under the Reserved Grant), representing approximately 1.46% of the Restricted A Shares (including the restricted shares granted under the Reserved Grant) registered under the Scheme and approximately 0.01% of the total share capital of the Company up to now.

(d) Total Amount and Source of Funds for the Repurchase

A total amount of RMB5,551,908.22 will be used to effect the Repurchase and Cancellation, which will be sourced from internal funds of the Company.

2. Capital Structure After Completion of the Repurchase and Cancellation

Class of shares	Before the Repurchase and Cancellation		Increase/ decrease	After the Repurchase and Cancellation	
	Number of shares	Percentage (%)		Number of shares	Percentage (%)
A Shares ^{Note 1}	7,512,783,636	84.37	-880,196	7,511,903,440	84.37
– Shares not subject to selling restrictions	7,480,322,856	84.01	–	7,480,322,856	84.01
– Shares subject to selling restrictions	32,460,780	0.36	-880,196	31,580,584	0.35
H Shares	1,391,827,180	15.63	–	1,391,827,180	15.63
Total	8,904,610,816	100.00	-880,196	8,903,730,620	100.00

Note 1: The above capital structure before the Repurchase and Cancellation reflects the share capital of the Company as of 29 February 2024. The changes in capital structure after the Repurchase and Cancellation are subject to the capital structure table issued by the Shanghai Branch of China Securities Depository and Clearing Corporation Limited upon completion of the Repurchase and Cancellation.

Note 2: Differences between some of the totals and the sums of the breakdowns in the table above are subject to rounding adjustments.

The Repurchase and Cancellation will not result in any change in the controlling shareholder of the Company. The Company's shareholding structure will remain in compliance with relevant requirements under the listing rules of the Shanghai Stock Exchange and the Hong Kong Stock Exchange. The Repurchase and Cancellation will not have any material impact on the operating results and financial conditions of the Company.

LETTER FROM THE BOARD OF DIRECTORS

3. Proposed Adjustments to the Registered Share Capital of the Company and Proposed Amendments to the Articles of Association

Following the completion of the Repurchase and Cancellation, the registered share capital of the Company is expected to decrease by RMB880,196 and corresponding amendments will also be made to the provision of the Articles of Association of the Company in relation to the registered share capital. Upon the approval of the Shareholders, the Company will authorize the management of the Company to deal with the procedures for the proposed reduction of the registered share capital and file with the industry and commerce authorities for change of our registered share capital.

The Repurchase and Cancellation is subject to Shareholders' approval at the EGM, A Share Class Meeting and H Share Class Meeting by way of a special resolution.

III. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTOR

We refer to the announcements of the Company dated 23 January 2024 and 29 February 2024 in relation to, among other things, the proposed appointments of Mr. LI Junjie (“**Mr. LI**”) and Mr. ZHANG Manhua (“**Mr. ZHANG**”) as an executive Director and a non-executive Director of the sixth session of the Board, respectively.

Biographical details of Mr. LI and Mr. ZHANG are set forth in Appendix I to this circular.

As at the date of this circular, the Company has not entered into any service contract with Mr. LI and Mr. ZHANG. Unless otherwise required by the relevant applicable laws and regulations, the terms of office of Mr. LI and Mr. ZHANG (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. LI and Mr. ZHANG have 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. LI and Mr. ZHANG do not have any relationship with any directors, supervisors, senior management or substantial shareholders (as defined under the Listing Rules) of the Company, and they do not hold any position in the Company or any of its subsidiaries. As at the date of this circular, Mr. LI holds 599,686 A shares of the Company under the Restricted Share Incentive Scheme of A Shares of the Company. Save as disclosed above, Mr. LI and Mr. ZHANG do not have any interest in the shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this circular, there is no information in relation to the above proposed appointments 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 is there any matter which needs to be brought to the attention to the shareholders of the Company.

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

IV. THE EGM AND H SHARE CLASS 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 Wednesday, 20 March 2024, and notice convening the H Share Class Meeting to be at 3:00 p.m. on the same day or immediately after the conclusion of the EGM and the A Share Class Meeting or any adjournment thereof (whichever is later) are set out on pages 11-14 of this circular.

LETTER FROM THE BOARD OF DIRECTORS

Any voting by the Shareholders on any resolution at the EGM and the H Share Class Meeting shall be taken by poll. There is no Shareholder who is required to abstain from voting in respect of the abovementioned resolutions at the EGM and the H Share Class Meeting.

Whether or not you are able to attend the EGM or the H Share Class Meeting, you are requested to read the notices of the EGM and the H Share Class Meeting 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. H Shareholders 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 and the H Share Class Meeting or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude you from attending and voting at the EGM and the H Share Class Meeting or any adjournment thereof in person if you so wish.

The address of the Board's office is 768 Nanjing West Road, Jingan District, Shanghai, the PRC, 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 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 or the H Share Class Meeting, the H Share register of members of the Company will be closed from Friday, 15 March 2024 to Wednesday, 20 March 2024 (both days inclusive), during which period no share transfer will be registered. Holders of H Shares who wish to attend the EGM or the H Share Class Meeting 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, 14 March 2024.

V. RECOMMENDATION

The Board believes that the abovementioned resolutions are 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 resolutions to be proposed at the EGM and the H Share Class Meeting.

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

Mr. LI, aged 48, holds a master's degree in economics. Mr. LI served as the vice president of the Company from June 2021 to January 2024 and has served as the president of the Company since January 2024. He served as the assistant director of the office of China UnionPay Co., Ltd. (中國銀聯股份有限公司), the assistant to the general manager of the administrative management headquarters and a deputy general manager of the financial management headquarters of Shanghai International Group Co., Ltd. (上海國際集團有限公司), the deputy director and director of the board office and the representative of securities issues of the Company, and the general manager, vice chairman and the chairman of Shanghai Securities Co., Ltd. (上海證券有限責任公司). Mr. LI has concurrently served as the director of human resources of the Company since June 2021, the president of the Investment Banking Division and the director of the Executive Board of the Company from January 2022 to May 2023, and the president of the wealth management committee of the Company since May 2023.

Mr. ZHANG, aged 48, holds a master's degree in management. He has successively served as a senior manager of the investment center of Konka Group Co., Ltd. (康佳集團股份有限公司), the board secretary of Shenzhen Julong Optoelectronics Co., Ltd. (深圳聚龍光電有限公司), the head of the investment department of Shenzhen Shenchao Technology Investment Co., Ltd. (深圳市深超科技投資有限公司). He served as a senior manager of the enterprise department I, a deputy head of the strategy development department, a deputy head of the capital operation department and a deputy head of the legal and risk management department (presiding over the work) of Shenzhen Investment Holdings Co., Ltd. (深圳市投資控股有限公司) since June 2013. He has served as the head of the legal and risk management department of Shenzhen Investment Holdings Co., Ltd. since October 2018. Mr. ZHANG has served as a supervisor of Shenzhen Properties and Resources Development (Group) Ltd. (深圳市物業發展(集團)股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code 000011) since September 2014. He has served as a director of Shenzhen Special Economic Zone Real Estate & Properties (Group) Co., Ltd. (深圳經濟特區房地產(集團)股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code 000029) since March 2023.

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING



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 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 Wednesday, 20 March 2024 at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, PRC, to consider and, if thought fit, pass the following matters:

ORDINARY RESOLUTION

1. To consider and approve the resolution on the proposed appointment of (i) Mr. LI Junjie as an executive Director of the sixth session of the Board and (ii) Mr. ZHANG Manhua as a non-executive Director of the sixth session of the Board.

SPECIAL RESOLUTION

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.
ZHU Jian
Chairman

Shanghai, PRC
1 March 2024

As at the date of this notice, the executive directors of the Company are Mr. ZHU Jian 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. SUN Minghui, 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.

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

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 Friday, 15 March 2024 to Wednesday, 20 March 2024 (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, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Tel: (852) 2862 8555), at or before 4:30 p.m. on Thursday, 14 March 2024. H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on Wednesday, 20 March 2024 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 their 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 Tuesday, 19 March 2024). Completion and return of the proxy form will not preclude the shareholders of H Shares from attending and voting at the EGM in person should they so wish.

The address of the Board's office is 768 Nanjing West Road, Jingan District, Shanghai, the PRC, 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 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 2024 for details of the above resolutions to be proposed at the EGM for consideration and approval.

NOTICE OF THE 2024 FIRST H SHARE CLASS MEETING



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 FIRST H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that a H Share class meeting (the “**H Share Class Meeting**”) of Guotai Junan Securities Co., Ltd. (the “**Company**”) will be held on Wednesday, 20 March 2024 at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, PRC, at 3:00 p.m. or immediately after the conclusion of the 2024 first extraordinary general meeting of the Company and the 2024 first A Share class meeting (or any adjournment thereof) (whichever is later) to consider and, if thought fit, pass the following matter:

SPECIAL RESOLUTION

1. 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.
ZHU Jian
Chairman

Shanghai, PRC
1 March 2024

As at the date of this notice, the executive directors of the Company are Mr. ZHU Jian 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. SUN Minghui, 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.

NOTICE OF THE 2024 FIRST H SHARE CLASS MEETING

Notes:

- (1) In order to determine H Shareholders' entitlement to attend the H Share Class Meeting, the H Share register of members of the Company will be closed from Friday, 15 March 2024 to Wednesday, 20 March 2024 (both days inclusive), during which period no share transfer will be registered. In order for H Shareholders to be qualified for attending the H Share Class Meeting, 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, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Tel: (852) 2862 8555), at or before 4:30 p.m. on Thursday, 14 March 2024. H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on Wednesday, 20 March 2024 are entitled to attend the H Share Class Meeting.

- (2) Shareholders of H Shares who are entitled to attend and vote at the H Share Class Meeting may designate one or more proxies to attend and vote at the H Share Class Meeting on their 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 H Share Class Meeting (i.e., by 3:00 p.m. on Tuesday, 19 March 2024). Completion and return of the proxy form will not preclude the shareholders of H Shares from attending and voting at the H Share Class Meeting in person should they so wish.

The address of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Fax: (852) 2865 0990).

- (3) Any voting on any resolution at the H Share Class Meeting 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 H Share Class Meeting is expected to last for half a day. Shareholders attending (in person or by proxy) the H Share Class Meeting 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 2024 for details of the above resolution to be proposed at the H Share Class Meeting for consideration and approval.