



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)

**FORM OF PROXY OF HOLDERS OF H SHARES
FOR USE AT THE ANNUAL GENERAL MEETING
TO BE HELD ON 21 MAY 2024**

Number of H shares in connection with this proxy form (Note 1)	
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I/We (Note 2), _____
of _____,
being the registered holder(s) of H shares in the share capital of Guotai Junan Securities Co., Ltd. (the "Company"), hereby designate (Note 3)

of _____,
or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the annual general meeting of the Company to be held at Room 405, 768 Nanjing West Road, Shanghai, the PRC at 2:00 p.m. on Tuesday, 21 May 2024 (the "AGM") and any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolution as indicated by an "✓" in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolution at his/her own discretion.

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
1.	To consider and approve the 2023 Work Report of the Board.			
2.	To consider and approve the 2023 Work Report of the Supervisory Committee.			
3.	To consider and approve the 2023 profit distribution proposal of the Company.			
4.	To consider and approve the resolution on the re-appointment of external auditors.			
5.	To consider and approve the 2023 Annual Report of the Company.			
6.	To consider and approve the resolution on the potential related party transactions contemplated in the ordinary course of business of the Company in 2024, including:			
6.1	to consider and approve the potential related party transactions between the Group and Shanghai International Group Co., Ltd. and its related enterprises;			
6.2	to consider and approve the potential related party transactions between the Group and Shenzhen Investment Holdings Co., Ltd. and its related enterprises;			
6.3	to consider and approve the potential related party transactions between the Group and the related enterprises of any Director, Supervisor or senior management of the Company;			
6.4	to consider and approve the potential related party transactions between the Group and the related natural persons.			
7.	To consider and approve the 2023 Duty Performance Report of the Independent Directors.			
8.	To consider and approve the resolution on the potential related party transactions involved in the issuance of onshore and offshore debt financing instruments.			
9.	To consider and approve the resolution on the authorisation to the Board to decide on the interim profit distribution plan for year 2024.			
SPECIAL RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
10.	To consider and approve the resolution on the grant of general mandate to the Board to issue additional A Shares and/or H Shares.			
11.	To consider and approve the resolution on the general mandate to issue onshore and offshore debt financing instruments.			
11.1	issuing entity;			
11.2	size of issue;			
11.3	method of issuance;			
11.4	type of the onshore and offshore debt financing instruments;			
11.5	term of the onshore and offshore debt financing instruments;			
11.6	interest rate of the onshore and offshore debt financing instruments;			
11.7	security and other arrangements;			
11.8	use of proceeds;			
11.9	issue price;			
11.10	targets of issuance and placement arrangements to shareholders;			
11.11	listing of the onshore and offshore debt financing instruments;			
11.12	debt repayment protective measures for onshore and offshore debt financing instruments;			
11.13	authorization in relation to the issuance of onshore and offshore debt financing instruments;			
11.14	validity period of the resolution.			
12.	To consider and approve the resolution on the proposed amendments to the Articles of Association.			

Date: _____

Signature(s) (Note 6): _____

Notes:

1. If no number is inserted, this proxy form will be deemed to relate to all the H shares of the Company registered in your name(s).
2. Please insert your full name(s) and address(es) as registered in the Company's H share register of members in **BLOCK CAPITALS**.
3. Please insert the name and address of the proxy. If no name is inserted, the Chairman of the AGM will act as your proxy. A shareholder may designate one or more proxies to attend and vote at the meeting on his/her behalf. The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initialed by the person who signs it.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST". IF YOU WISH TO VOTE ABSTAINED A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "ABSTAINED" (SUCH ABSTAINED VOTES WILL BE COUNTED IN THE CALCULATION OF THE REQUIRED MAJORITY OF THE RESOLUTIONS).** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly proposed to the meeting other than those referred to in the notice for the meeting.
5. This proxy form must be signed by you, or your attorney duly authorized in writing or, in the case of a corporation as a shareholder, must either be executed under its common seal or under the hand of its legal representative, director(s) or duly authorized attorney(s).
6. To be valid, this completed and signed proxy form together with the power of attorney (if any) and other authorization document (if any) which have been notarized must be deposited at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by not less than 24 hours before the time designated for the AGM (i.e., by 2:00 p.m. on Monday, 20 May 2024) or any adjournment thereof (as the case may be).
7. Please refer to the circular of the Company dated 29 April 2024 for the details of the above resolutions to be proposed at the AGM for consideration and approval.
8. In the case of joint shareholders, any one of such persons may vote at the meeting, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto. If more than one of such joint shareholders attend the meeting, either in person or by proxy, the vote of the person, whose name stands first on the register of members of the Company in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint shareholder(s).