

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



**GUOTAI JUNAN SECURITIES CO., LTD.**  
**國泰君安證券股份有限公司**

*(A joint-stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 02611)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In accordance with the relevant provisions of the *Constitution of the Communist Party of China* (《中國共產黨章程》), 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)》) and the *Implementation Rules for the Professional Integrity of Securities Firms and Their Employees* (《證券經營機構及其工作人員廉潔從業實施細則》), and taking into consideration the actual conditions of the Company, the Board resolved to amend the Articles of Association and its appendix, the Rules of Procedure for Meetings of the Board. Details of the Proposed Amendments are set out in the Appendix I to this announcement.

The Proposed Amendments are subject to the approval by the Shareholders by way of a special resolution at the EGM.

The Board resolved to submit this proposal to the EGM for consideration and approval. A circular containing, among other things, details of the Proposed Amendments will be despatched to the Shareholders in due course.

## DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings in this announcement:

<b>“Articles of Association”</b>	the articles of association of the Company, as amended from time to time
<b>“Board”</b>	the board of directors of the Company
<b>“Company”</b>	Guotai Junan Securities Co., Ltd. (國泰君安證券股份有限公司), a joint stock limited company incorporated in the PRC in August 1999, the A Shares of which are listed on the Shanghai Stock Exchange (stock code: 601211)
<b>“CSRC”</b>	China Securities Regulatory Commission
<b>“Director(s)”</b>	director(s) of the Company
<b>“EGM”</b>	the extraordinary general meeting of the Company to be held by the Company
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
<b>“PRC”</b>	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
<b>“Proposed Amendments”</b>	the proposed amendments to the Articles of Association and the Rules of Procedure for Meetings of the Board approved by the Board to be submitted to the EGM for consideration and approval

**“Rules of Procedure for Meetings of the Board”** the rules of procedure for meetings of the board of directors of Guotai Junan Securities Co., Ltd. set out in the appendix to the Articles of Association, as amended from time to time

**“Shareholder(s)”** the shareholder(s) of the Company

By order of the Board  
**Guotai Junan Securities Co., Ltd.**  
**HE Qing**  
*Chairman*

Shanghai, the PRC  
10 November 2023

*As at the date of this announcement, 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. DING Wei, Mr. LI Renjie, Mr. BAI Wei, Mr. LEE Conway Kong Wai, Mr. WANG Guogang and Mr. YIM, Chi Hung Henry.*

**APPENDIX I — COMPARATIVE TABLE OF PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION OF GUOTAI JUNAN SECURITIES CO., LTD.**

**1. COMPARATIVE TABLE OF PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION OF GUOTAI JUNAN SECURITIES CO., LTD.**

Original Article	Amended Article
<p>Article 10 <u>The Company shall, in accordance with the relevant provisions in the Constitution of the Communist Party of China (“CPC”), establish a CPC organization to carry out CPC’s activities. The Company shall provide necessary support to facilitate the CPC’s activities.</u> The Party Committee shall play a leading role to maintain strategic directions, manage the overall situation and ensure effective implementation in the Company. When making decisions on material matters of the Company, especially significant operation and management matters involving national macro-control, national development strategies and national security, the board of directors shall consider the opinion of the Party Committee of the Company first.</p>	<p>Article 10 <u>In accordance with the Constitution of the Communist Party of China (“CPC”), the Company Law, Regulations on the Work of the Communist Party of China for its Grassroots Organizations at State-owned Enterprises (Trial) and other relevant provisions, the Company shall provide necessary support through establishing a CPC organization and developing working organizations of the Party with a certain number of full-time or part-time Party workers, and guarantee the working funds for Party organizations to facilitate the CPC organizations’ activities.</u> The Party Committee shall play a leading role to maintain strategic directions, manage the overall situation and ensure effective implementation in the Company. When making decisions on material matters of the Company, especially significant operation and management matters involving national macro-control, national development strategies and national security, the board of directors shall consider the opinion of the Party Committee of the Company first.</p>

### Chapter 3 Party organization

Article 16 The establishment of the Party Committee. The Party Committee shall be established by the Company, for a term of generally five years. The Party Committee of the Company shall consist of one secretary, one to two deputy secretaries and several other members of the Party Committee. The person in charge of the discipline inspection and supervision organizations shall be a member of the Party Committee. The secretary of the Party Committee and the chairman of the board shall generally be the same person.

The Company shall set up working organizations related to party establishment based on actual needs, and the relevant organizations may cooperate with other management organizations of the Company with similar functions. The management of leaders and the construction of grassroots party organizations are generally under the unified responsibility of one management institution, and the two management institutions shall be managed by members of the same leadership team.

According to the Constitution of the Communist Party of China, the Regulations on the Work of Grassroots Organizations of the State-owned Enterprises of the Communist Party of China (Trial) and the relevant provisions of the Party, the Company has established grassroots party organizations in all grassroots units.

**Article 17 Terms of reference. The Party Committee of the Company shall play a leading role in maintaining strategic directions, managing the overall situation and ensuring effective implementation in the Company, as well as discussing and making decisions on material matters of the Company in accordance with the provisions of the Constitution of the Communist Party of China and the Regulations on the Work of Grassroots Organizations of the State-owned Enterprises of the Communist Party of China (Trial).**

**Each of the Party organizations at grassroots level shall, in accordance with the provisions of Constitution of the Communist Party of China and the Regulations on the Work of Grassroots Organizations of the State-owned Enterprises of the Communist Party of China (Trial), deploy the performance of relevant duties with the Party Committee of the Company and carry out relevant efforts.**

	<p><b><u>Article 18 Operational Mechanism. Upholding the leadership system of “Dual Entry and Cross Appointment”, eligible members of the Party Committee may take seats in the board of directors, supervisory committee and operating management through statutory procedures. Eligible Party members among the board of directors, supervisory committee, and operating management may take seats in the Party Committee in accordance with relevant regulations and procedures. The Party Committee of the Company implements a system that integrates collective leadership with individual division of responsibilities. Members of the Party Committee who join the board of directors, supervisory committee or operating management shall implement the decisions of the Party Committee of the Company. The Party Committee of the Company serves as the pre-procedure for considering and discussing on significant decision-making issues of the board of directors and operating management. Major operational and managerial matters shall be considered and discussed by the Party Committee of the Company before decisions are made by the board of directors or operating management.</u></b></p>
	<p><b><u>Article 19 Solid foundation. Appoint a certain percentage of full-time or part-time Party affairs staff. Facilitate the dual communication between Party affairs staff and other management personnel. Ensure adequate working funds for the Party Organizations of the Company, and to build and fully leverage the Party Organizations’ operating space.</u></b></p>

The sequence numbers of certain articles in the Articles of Association with reference to other articles have been adjusted accordingly due to the additional articles.

**2. COMPARATIVE TABLE OF PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR MEETINGS OF THE BOARD OF DIRECTORS OF GUOTAI JUNAN SECURITIES CO., LTD.**

Original Article	Amended Article
<p>Article 9 The main responsibilities of the Risk Control Committee include:</p> <p>(I) reviewing and providing recommendations on the overall objectives and fundamental policies of compliance management and risk management;</p> <p>(II) reviewing and providing recommendations on the establishment and the duties of the compliance management and risk management divisions;</p> <p>(III) assessing and providing recommendations on the risks associated with significant business decisions that need to be reviewed by the board of directors and the solutions to address significant risks;</p> <p>(IV) reviewing and providing recommendations on the compliance and risk assessment reports that need to be reviewed by the board of directors;</p> <p>(V) other responsibilities delegated by the board of directors.</p>	<p>Article 9 The main responsibilities of the Risk Control Committee include:</p> <p>(I) reviewing and providing recommendations on the overall objectives and fundamental policies of compliance management and risk management;</p> <p>(II) reviewing and providing recommendations on the establishment and the duties of the compliance management and risk management divisions;</p> <p>(III) assessing and providing recommendations on the risks associated with significant business decisions that need to be reviewed by the board of directors and the solutions to address significant risks;</p> <p>(IV) reviewing and providing recommendations on the compliance and risk assessment reports that need to be reviewed by the board of directors;</p> <p><b><u>(V) reviewing and providing recommendations on the management targets and overall requirements for business integrity;</u></b></p> <p><b><u>(VI)</u></b> other responsibilities delegated by the board of directors.</p>