



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 2024 FIRST EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 20 MARCH 2024

Number of H shares in
connection with this
proxy form^(Note 1)

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 extraordinary general meeting of the Company to be held at 2:00 p.m. on Wednesday, 20 March 2024 at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, the PRC (the "EGM") and any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated in the appropriate boxes below. In absence of any indication, the proxy may vote for or against the resolutions or to abstain from voting at his/her own discretion.

| Ordinary Resolution | | Cumulative Voting (Please insert the number of votes) ^(Note 4) | | |
|---------------------|---|--|-----------------------------|-----------------------------|
| 1. | To consider and approve the resolution on the proposed appointment of an executive Director and a non-executive Director: | | | |
| 1.1 | to appoint Mr. LI Junjie as an executive Director of the sixth session of the Board; | | | |
| 1.2 | to appoint Mr. ZHANG Manhua as a non-executive Director of the sixth session of the Board. | | | |
| Special Resolution | | For ^(Note 5) | Against ^(Note 5) | Abstain ^(Note 5) |
| 2. | To consider and approve the resolution on the repurchase and cancellation of part of the Restricted A Shares. | | | |

Date: _____ Signature(s)^(Note 6): _____

Notes:

- 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).
- Please insert your full name(s) and address as registered in the Company's H share register of members in **BLOCK CAPITALS**.
- Please insert the name and address of the proxy. If no name is inserted, the Chairman of the EGM 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.
- In respect of the resolution 1, cumulative voting system shall be adopted. Please indicate by inserting the number of votes in the space provided as to how you wish your votes to be cast. You shall be entitled to such number of votes as shall be equal to the number of Shares held by you multiplied by the number of Directors upon whom you can vote, when electing Directors. Such votes may only be voted for the candidates of the Directors, and the candidates who have the most votes shall be appointed. The total number of votes cast by you for one or several Director candidates shall not be in excess of the number of votes to which you are entitled, otherwise such vote shall be invalid. Where the total number of votes cast for one or several Director candidates is less than the number of votes to which you are entitled, such vote shall be valid, and the voting rights attached to the difference between the votes actually cast and the votes which you are entitled to cast shall be deemed to have been waived.
- 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 ABSTAINING A RESOLUTION, TICK [✓] IN THE RELEVANT BOX BELOW THE BOX MARKED "ABSTAIN" (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.
- 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).
- 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 EGM (i.e., by 2:00 p.m. on Tuesday, 19 March 2024) or any adjournment thereof (as the case may be).
- Please refer to the circular of the Company dated 1 March 2024 for the details of the above resolutions to be proposed at the EGM for consideration and approval.
- 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).