

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



**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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of Guotai Junan Securities Co., Ltd. (the “**Company**”) will be held at Room 405, 768 Nanjing West Road, Shanghai, the PRC at 2:00 p.m. on Tuesday, 21 May 2024 for the purposes of considering and, if thought fit, approving the following resolutions. Unless otherwise specified, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 29 April 2024 (the “**Circular**”).

**ORDINARY RESOLUTIONS**

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 International Group and its related enterprises;
  - 6.2 to consider and approve the potential related party transactions between the Group and Shenzhen Investment Holdings 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; and
  - 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**

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.

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

Shanghai, the PRC  
29 April 2024

*As of the date of this notice, the executive directors of the Company are Mr. ZHU Jian, Mr. LI Junjie 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 Manhua, 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.*

*Notes:*

1. Details of the aforesaid resolutions are set out in the **Appendix I** to the Circular, of which the 2023 Work Report of the Board, the 2023 Work Report of the Supervisory Committee and the 2023 Duty Performance Report of the Independent Directors are set out in Annex A, Annex B and Annex C of the Circular, respectively.
2. Pursuant to the requirements of the Hong Kong Listing Rules and the Articles of Association, except under certain circumstances, all votes of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of the Annual General Meeting shall be voted by way of poll. The voting results of the poll will be posted on the HKEx news website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.gtja.com](http://www.gtja.com) after the Annual General Meeting.
3. Any Shareholder entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his/her behalf at the meeting. A proxy needs not be a Shareholder.
4. To be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power of attorney or authority, must be completed and deposited at the Board's office (for A Shareholders) or the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) not less than 24 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof. 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 (Tel: (852) 2862 8555). Completion and return of the proxy form will not preclude Shareholders from attending and voting at the Annual General Meeting or any adjournment thereof in person if he/she so wishes.
5. In order to determine H Shareholders' entitlement to attend the Annual General Meeting, **the H Share register of members of the Company will be closed from Thursday, 16 May 2024 to Tuesday, 21 May 2024 (both days inclusive), during which period no share transfer will be registered.** In order for H Shareholders to be qualified for attending the Annual General 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, 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 Tuesday, 14 May 2024.** H Shareholders who are registered with Computershare Hong Kong Investor Services Limited at 4:30 p.m. on **Tuesday, 14 May 2024** are entitled to attend the Annual General Meeting.
6. Subsequent to the date of the Board meeting for approving the 2023 profit distribution proposal but prior to the record date for the implementation of equity distribution, if there is any change in the total share capital of the Company due to, among other things, repurchase and cancellation of shares granted under equity incentives, the distribution ratio per share will remain unchanged and the total amount of distribution will be adjusted accordingly. Based on the total share capital of the Company on the record date for dividend distribution, the Company will distribute to the A Shareholders and H Shareholders whose names appear on the register of members of the Company on the record date for the dividend distribution a cash dividend of RMB4.0 (tax inclusive) for every 10 Shares. Based on the total share capital amount of 8,904,610,816 shares as of 31 December 2023, the total amount of cash dividend distributable will be RMB3,561,844,326, representing 38.0% of the net profit attributable to equity holders of the parent company under the consolidated financial statements for 2023. The total amount and portion of the cash dividends to be distributed will depend on the total share capital of the Company on the record date for the dividend distribution. The balance of profits distributable to investors in 2023 will be carried forward to the next year. After the 2023 profit distribution proposal of the Company has been approved at the Annual General Meeting, the Company will distribute its cash dividends to eligible Shareholders within two months from the date of the Annual General Meeting in accordance with such distribution proposal.

The Company will separately publish an announcement containing the information of the record date, book closure dates and distribution date for the dividend distribution to the Shareholders according to relevant laws and regulations, the SSE Listing Rules, the Hong Kong Listing Rules and the Articles and Association once such dates are determined by the Company.

7. 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.
8. The Annual General Meeting is expected to last for half a day. Shareholders or their proxies attending the meeting shall be responsible for their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the Annual General Meeting.
9. The above ordinary resolutions 6.1 to 6.4 and 8 will be voted by the Shareholders who do not have any interest in such resolutions. International Group, the controlling shareholder of the Company, Shanghai SA and the related enterprises of International Group (if they are Shareholders) shall abstain from voting on the above ordinary resolution 6.1 and 8. Shenzhen Investment Holdings and the related enterprises (if they are Shareholders) shall abstain from voting on the above ordinary resolution 6.2. The Directors, Supervisors and the senior management members of the Company and their related entities, if they are Shareholders, shall abstain from voting on the above ordinary resolution 6.3; and the related natural persons who are Shareholders shall abstain from voting on the above ordinary resolution 6.4.