



国联证券股份有限公司
GUOLIAN SECURITIES CO., LTD.

(a joint stock limited company established in the People's Republic of China with limited liability)

(Stock Code: 01456)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON WEDNESDAY, 19 JUNE 2024**

Number of shares to which this form of proxy relates ^(Note 1)	
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I/We ^(Note 2) _____
of _____
being the registered holder(s) of _____ H Shares ^(Note 3)
of RMB1.00 each in the share capital of Guolian Securities Co., Ltd. (the "Company"), hereby appoint the chairman of the meeting,
or ^(Note 4) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "AGM") to be held at the conference room at 4th Floor, No. 8, Jinrong One Street, Wuxi, Jiangsu Province, the People's Republic of China (the "PRC") on Wednesday, 19 June 2024 at 1:30 p.m. as indicated hereunder in respect of the resolutions set out in the notice of AGM dated 24 May 2024. In the absence of any indication, the proxy may vote at his/her own discretion. Unless otherwise defined, capitalised terms used herein shall have the same meaning as defined in the circular of the Company dated 24 May 2024.

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	Work report of the Board of Directors for the year 2023;			
2.	Work report of the Supervisory Committee for the year 2023;			
3.	Duty report of the independent Directors for the year 2023;			
4.	Annual report for the year 2023;			
5.	Final accounts report for the year 2023;			
6.	Profit distribution plan for the year 2023;			
7.	Resolution on the change of audit institutions for the year 2024;			
8.	Resolution on the duty performance assessment and remuneration of Directors for the year 2023;			
9.	Resolution on the duty performance assessment and remuneration of Supervisors for the year 2023;			
10.	Resolution on the proprietary business scale of the Company for the year 2024;			
11.	Resolution on the estimated ordinary related party transactions of the Company for the year 2024;			
	11.01 Estimated related party transactions with Wuxi Guolian Development (Group) Co., Ltd. and its associates			
	11.02 Estimated related party transactions with other related legal persons and related natural persons			
12.	Resolution on the change of Supervisor;			
Special Resolution				
13.	Resolution on the amendments to the Articles of Association and its attachment;			
	13.01 Resolution on the amendments to the Articles of Association			
	13.02 Resolution on the amendments to the Rules of Procedures of the Board			

Date: _____ 2024

Signature ^(Note 6): _____

Notes:

- Please insert the number of shares of the Company registered in your name(s) relating to this form of proxy. If the number of shares is inserted, this form of proxy will be deemed to relate only to those shares. If no number of shares is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- Please insert the full name(s) (in Chinese or English) and registered address(es) as shown on the register of members of the Company in **BLOCK** letters.
- Please insert the number of shares of the Company registered in your name(s) relating to this form of proxy. If the number of shares is inserted, this form of proxy will be deemed to relate only to those shares. If no number of shares is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting of the Company is preferred, please cross out the words "**THE CHAIRMAN OF THE MEETING, OR**" and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A Shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR" OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST" OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO ABSTAIN FROM VOTING, PLEASE TICK THE APPROPRIATE BOX MARKED "ABSTAIN" OR INSERT THE RELEVANT NUMBER OF SHARES.** If no direction is given, your proxy may vote at his/her own discretion.
- This form of proxy must be signed by you, or your attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.
- In the case of joint holders of any shares of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint holders are present at the AGM, either personally or by proxy, then the vote of the person, whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- The form of proxy and other authorisation documents (if any) must be lodged with the Company's H Shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares of the Company) not later than 1:30 p.m. on Tuesday, 18 June 2024 (Hong Kong time).
- The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attend the AGM.