

*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 the Shanghai Hall, 3/F, Wyndham Bund East Shanghai Hotel, No. 25, Ningguo Road, Shanghai, the PRC at 1:30 p.m. on Monday, 24 June 2019 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 9 May 2019 (the “**Circular**”).

**ORDINARY RESOLUTIONS**

1. To consider and approve the 2018 Work Report of the Board.
2. To consider and approve the 2018 Work Report of the Supervisory Committee.
3. To consider and approve the 2018 profit distribution plan of the Company.
4. To consider and approve resolution on the re-appointment of external auditors.
5. To consider and approve the 2018 Annual Report of the Company.
6. To consider and approve resolution on the related party transactions contemplated in the ordinary course of business of the Company in 2019, 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 and 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 resolution on the general mandate for the provision of external guarantee.
8. To consider and approve the resolution on the proposed appointment of non-executive Directors, including:
  - 8.1 to appoint Ms. GUAN Wei as a non-executive Director; and
  - 8.2 to appoint Mr. WANG Wenjie as a non-executive Director.

### SPECIAL RESOLUTION

9. To consider and approve the resolution on the general mandate to the Board to issue additional A Shares and/or H Shares.

By order of the Board  
**Guotai Junan Securities Co., Ltd.**  
**YANG Dehong**  
*Chairman*

Shanghai, the PRC  
9 May 2019

*As at the date of this notice, the executive Directors are Mr. YANG Dehong, Mr. WANG Song and Mr. YU Jian; the non-executive Directors are Mr. FU Fan, Mr. ZHONG Maojun, Mr. ZHOU Lei, Mr. LIN Facheng and Mr. ZHOU Hao; and the independent non-executive Directors are Mr. XIA Dawei, Mr. SHI Derong, Mr. CHEN Guogang, Mr. LING Tao, Mr. JIN Qingjun and Mr. LEE Conway Kong Wai.*

*Notes:*

1. Details of the aforesaid resolutions are set out in the **Appendix I** to the Circular of the Company dated 9 May 2019, of which the 2018 Work Report of the Board and the 2018 Work Report of the Supervisory Committee are set out in Annex A and Annex B of the Circular, respectively.
2. Pursuant to the requirements of the Rules of General Meeting of Listed Companies issued by the CSRC, independent directors shall present a duty performance report at an annual general meeting. Such report will be presented at the Annual General Meeting, but no Shareholder's approval is required. The 2018 Duty Performance Report of the Independent Directors (or Independent Non-executive Directors) is made available to the Shareholders in the **Appendix II** to the Circular.
3. 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 HKExnews 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.
4. 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.
5. 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, 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.

6. 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 Saturday, 25 May 2019 to Monday, 24 June 2019 (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 Friday, 24 May 2019.** H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on Saturday, 25 May 2019 are entitled to attend the Annual General Meeting.
7. 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 RMB2.75 (tax inclusive) for every 10 Shares. As the A Share convertible corporate bonds issued by the Company in July 2017 have entered into share conversion period since 8 January 2018, currently the Company is unable to determine in the total share capital of the Company as at the record date of dividend distribution for A Shareholders. Based on the Company's total share capital of 8,713,940,629 Shares as of 31 December 2018, the total amount of cash dividend distributable will be RMB2,396,333,673, representing 35.72% of the net profit attributable to owners of the parent company under the consolidated financial statements for 2018. 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 2018 will be carried forward to the next year. After the 2018 Profit Distribution Plan of the Company has been approved at the Annual General Meeting, the Company will distribute its cash dividends to eligible Shareholders within 2 months from the date of the Annual General Meeting in accordance with such distribution plan.

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.
8. 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.
9. **Shareholders who wish to attend the Annual General Meeting, whether in person or by proxy, shall return the reply slip for the meeting to the Board's office in person, by mail or fax on or before Tuesday, 4 June 2019.** The address of the Board's office is at 768 Nanjing West Road, Jingan District, Shanghai, PRC. Postal code: 200041 (Tel: (8621) 3867 6798, Fax: (8621) 3867 0798.
10. 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.
11. The above ordinary resolutions 6.1 to 6.4 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 (which are Shareholders) shall abstain from voting on the above ordinary resolution 6.1. Shenzhen Investment Holdings 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 of which any of them is a director or senior management member, which 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.