



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 ANNUAL GENERAL MEETING
TO BE HELD ON 24 June 2019

Number of H shares in connection with this proxy form (Note 1)	
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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 annual general meeting of the Company to be held at 1:30 p.m. on Monday, 24 June 2019 at the Shanghai Hall, 3/F, Wyndham Bund East Shanghai Hotel, No. 25 Ningguo Road, Shanghai, the PRC (the "AGM") and any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolution as indicated by an "√" in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolution at his/her own discretion.

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
1.	To consider and approve the 2018 Work Report of the Board of Directors of the Company.			
2.	To consider and approve the 2018 Work Report of the Supervisory Committee of the Company.			
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:-			
6.1	To consider and approve the potential related party transactions between the Group and Shanghai International Group Co., Ltd. and its related enterprises;			
6.2	To consider and approve the potential related party transactions between the Group and Shenzhen Investment Holdings Co., Ltd. and its related enterprises;			
6.3	To consider and approve the potential related party transactions between the Group and the related enterprises of any directors supervisor, and senior management of the Company;			
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 general mandate for guarantee.			
8.	To consider and approve the resolution on the proposed appointment of non-executive Directors:-	Cumulative Voting (Please insert the number of votes) (Note 5)		
8.1	to appoint Ms. GUAN Wei as a non-executive Director;			
8.2	to appoint Mr. WANG Wenjie as a non-executive Director;			
SPECIAL RESOLUTION		FOR (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
9.	To consider and approve the resolution on the General Mandate to the board of directors to issue additional A Shares and/or H Shares.			

Date: _____

Signature(s) (Note 6): _____

Note:

1. 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).
2. Please insert your full name(s) and address(es) as registered in the Company's H share register of members in **BLOCK CAPITALS**.
3. Please insert the name and address of the proxy. If no name is inserted, the Chairman of the AGM 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 initiated by the person who signs it.
4. **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 ABSTAINED A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "ABSTAINED" (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.
5. Attention: In respect of the resolution 8, the method of cumulative voting will be adopted for the resolution and the calculation of voting results. When you fill in the blanks entitled "Cumulative Voting", please fill them in accordance with the following instructions:
 - (i) In relation to the resolution 8, for every share held by you, you will have the same number of voting rights which equals to the number of directors of the Company to be elected in each resolution. For instance, if you are holding 1 million shares and 2 directors of the Company will be elected at the AGM, the aggregate number of votes which you will have will be 2 million (i.e. 1 million shares x 2 = 2 million voting shares) for the resolutions 8(1) to (2).
 - (ii) No ballot will be cast "For", "Against" or "Abstain" in cumulative voting. You are requested to fill in the corresponding number of votes in the "cumulative voting" column against the name of each candidate. The lowest votes will be nil and the highest will be the maximum number of votes under each resolution, and does not need to be the integral multiples of the number of shares held by you. If you mark "✓" in the blank against the name of each candidate, you will be deemed to cast your total number of vote equally amongst the corresponding candidates.
 - (iii) Please note that you may either cast all your votes to one of the proposed candidates, or cast them equally or differently to more than one of the proposed candidates. For example, if you are holding 1 million shares, the aggregate number of votes you have regarding the resolutions 8(1) to (2) is 2 million. You may choose to cast every 1 million votes out of the total 2 million votes equally among the 2 candidates or to cast all your votes (2 million) on one candidate; or to cast 0.5 million votes on candidate A, and cast 1.5 million votes on candidate B, etc.
 - (iv) The total number of your votes cast on the candidates shall not exceed the aggregate number of votes to which you are entitled.
 - (v) Please note that if the total votes cast by you on the candidates exceeds the total votes to which you are entitled, all the votes cast will become invalid and be regarded as abstain votes; if the total votes cast by you for the candidates are less than or equal to the total votes to which you are entitled, the votes are valid and the remaining votes will be regarded as abstain votes. For example, if you are holding 1 million shares, the total number of your votes which may be cast on the resolutions 8(1) to (2) is 2 million:
 - (i) if you fill in the "cumulative voting" space under a particular candidate director of the Company with "2 million shares", you have used up all the votes to which you are entitled, which results in you having no votes for the other candidate directors of the Company. In this case, should you fill in the blanks under the relevant resolutions of the other candidate directors of the Company with any number of shares (other than 0), all your votes on the resolutions 8(1) to (2) will be invalid; or
 - (ii) if you fill in the "cumulative voting" space under candidate A with "0.5 million shares", and under candidate B with "0.5 million shares" only, the 1 million votes cast by you are valid and the remaining 1 million votes will be regarded as abstain votes.
 - (vi) Where the votes cast for a particular candidate for director of the Company are more than half of the total number of shares held by all Shareholders attending (before cumulation), such candidate shall be elected as the director of the Company.
6. 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).
7. 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 AGM (i.e., by 1:30 p.m. on Sunday, 23 June 2019) or any adjournment thereof (as the case may be).
8. Please refer to the circular of the Company dated 9 May 2019 for the details of the above resolutions to be proposed at the AGM for consideration and approval.
9. 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).