
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in GF Securities Co., Ltd., you should at once hand this circular, together with the enclosed proxy form and reply slip, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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GF SECURITIES CO., LTD. **廣發證券股份有限公司**

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1776)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION **(2) PROPOSED AMENDMENTS TO THE RULES OF** **PROCEDURE OF THE SUPERVISORY COMMITTEE** **(3) PROPOSED ELECTION OF MR. FAN LIFU AS AN INDEPENDENT** **NON-EXECUTIVE DIRECTOR OF THE COMPANY** **AND** **(4) NOTICE OF THE 2018 FIRST EGM**

The EGM of GF Securities Co., Ltd. will be held at 3:00 p.m. on Monday, November 5, 2018 at the Large Conference Room, 42nd Floor, Metro Plaza, No. 183-187, Tianhe North Road, Tianhe District, Guangzhou, the PRC. A notice convening the EGM is set out on pages 14 to 15 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of EGM carefully and to complete the enclosed proxy form in accordance with the instructions printed thereon and return it as soon as possible. H Shareholders are required to return the proxy form to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, while A Shareholders are required to return the proxy form to the Board's office, in person or by post no later than 24 hours before the time appointed for convening the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish.

If you intend to attend the EGM either in person or by proxy, you are required to complete and return the reply slip for the meeting to Computershare Hong Kong Investor Services Limited (for H Shareholders) on or before Monday, October 15, 2018.

September 20, 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“A Share(s)”	domestic share(s) with a nominal value of RMB1.00 each in the ordinary share capital of the Company, which are listed on the Shenzhen Stock Exchange and traded in RMB (stock code: 000776)
“A Shareholder(s)”	holder(s) of A Shares
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“The Company” or “Company”	GF Securities Co., Ltd. (廣發証券股份有限公司), a joint stock company incorporated in the PRC with limited liability and whose H Shares and A Shares are listed on the Main Board of the Stock Exchange and the Main Board of the Shenzhen Stock Exchange, respectively
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the 2018 first extraordinary general meeting of the Company to be held at 3:00 p.m. on Monday, November 5, 2018
“H Share(s)”	the overseas listed foreign share(s) with a nominal value of RMB1.00 each in the ordinary share capital of the Company, which are listed on the Stock Exchange and traded in Hong Kong in HK\$ (stock code: 1776)
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“PRC”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Rules of Procedure of the Supervisory Committee”	Rules of Procedure of the Supervisory Committee of the Company, as amended, modified or otherwise supplemented from time to time

DEFINITIONS

“SFO”	the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of the Company with a nominal value of RMB1.00 each, including A Share(s) and H Share(s)
“Shareholder(s)”	shareholder(s) of the Company, including A Shareholder(s) and H Shareholder(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisory Committee”	the supervisory committee of the Company

In the event of any discrepancy between the Chinese and English versions of this circular, the Chinese version shall prevail.

LETTER FROM THE BOARD



GF SECURITIES CO., LTD. 廣發証券股份有限公司

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

(Stock Code: 1776)

Executive Directors:

Mr. Sun Shuming (*Chairman*)
Mr. Lin Zhihai (*General Manager*)
Mr. Qin Li
Ms. Sun Xiaoyan

Non-executive Directors:

Mr. Shang Shuzhi
Mr. Li Xiulin
Ms. Liu Xuetao

Independent Non-executive Directors:

Mr. Yang Xiong
Mr. Tang Xin
Mr. Chan Kalok
Mr. Li Yanxi

Principal place of business in the PRC:

Room 4301-4316
43rd Floor, Metro Plaza
No. 183-187, Tianhe North Road
Tianhe District
Guangzhou
PRC

Place of business in Hong Kong:

29-30/F, Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

To whom it may concern,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(2) PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE SUPERVISORY COMMITTEE
(3) PROPOSED ELECTION OF MR. FAN LIFU AS AN INDEPENDENT
NON-EXECUTIVE DIRECTOR OF THE COMPANY
AND
(4) NOTICE OF THE 2018 FIRST EGM**

1. INTRODUCTION

On behalf of the Board, I would like to invite you to attend the EGM to be held at 3:00 p.m. on Monday, November 5, 2018 at the Large Conference Room, 42nd Floor, Metro Plaza, No. 183-187, Tianhe North Road, Tianhe District, Guangzhou, the PRC.

LETTER FROM THE BOARD

The purpose of this circular is to give you notice of the EGM and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the EGM.

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The existing Articles of Association are available on the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and on the website of the Company at www.gf.com.cn.

On October 1, 2016, the CSRC issued the Administrative Measures for Risk Control Indicators of Securities Companies (《證券公司風險控制指標管理辦法》) (the “**Administrative Measures**”). On December 30, 2016, the Securities Association of China issued supplementary rules, including the Regulations for Overall Risk Management of Securities Companies (《證券公司全面風險管理規範》) (the “**Regulations for Risk Management**”), which explicitly regulates the division of duties among the board of directors, supervisory committee, management, etc. of securities companies for the fulfilment of the overall risk management and requires the establishment of a multi-leveled and inter-connected operation mechanism with effective checks and balances. According to the above regulations, the Company has clearly stated the relevant regulations in “Risk Management System of GF Securities” and implemented them; however, the relevant regulations have not yet been stated in the Articles of Association. According to the above laws and regulations and the supervisory requirements, and considering the amendment of the relevant provisions made by the industry peers, it is proposed to amend the relevant provisions in the Articles of Association.

LETTER FROM THE BOARD

The Board considered and approved the proposed amendments to the Articles of Association made based on the above mentioned reasons, at the Board meeting held on August 29, 2018. Details of the proposed amendments to the Articles of Association are set out below:

Existing Provision		New Provision		Reason of Change
Provision	Content of Provision	Provision	Content of Provision	
Article 10	Other senior management members referred to in this Articles of Association include the deputy general manager, the chief financial officer, <u>the chief audit officer</u> , the chief compliance officer, the secretary to the Board and such other personnel expressly resolved and confirmed by the Board to hold important positions.	Article 10	Other senior management members referred to in this Articles of Association include the deputy general manager, the chief financial officer, <u>the secretary to the Board</u> , the chief compliance officer, <u>the chief risk officer</u> , <u>the chief audit officer</u> and such other personnel expressly resolved and confirmed by the Board to hold important positions.	1. Administrative Measures for Risk Control Indicators of Securities Companies (Revised in 2016) issued by the CSRC Clause 2 of Article 6: “A securities company shall appoint a senior management member with relevant professional background, employment experience and capability related to risk management as the chief risk officer to be responsible for the overall risk management work.” 2. Regulations for Overall Risk Management of Securities Companies issued by the Securities Association of China Article 10: “A securities company shall appoint a senior management member to be responsible for the overall risk management work (hereinafter referred to as the “chief risk officer”). The chief risk officer shall neither concurrently hold position nor be in charge of department that conflicts with his or her duties.” 3. Code of Corporate Governance for Securities Companies issued by the CSRC Article 55: “The articles of association of a securities company shall specify the composition and scope of duties of the senior management members.” 4. There are discrepancies in the ways of expressions about senior management members in the Articles of Association. This amendment is to unify the words in the expressions.

LETTER FROM THE BOARD

Existing Provision		New Provision		Reason of Change
Provision	Content of Provision	Provision	Content of Provision	
Article 160	The Board shall exercise the following functions and powers: (11) to appoint or dismiss the Company's general manager, the secretary to the Board, the chief compliance officer, the chief audit officer, etc. as nominated by the chairman of the Board; to appoint or dismiss the Company's deputy general manager, the chief financial officer and other senior management members as nominated by the general manager; and determine their remunerations and rewards and penalties; (19) to examine and approve significant risk management policies including risk preference; 	Article 160	The Board shall exercise the following functions and powers: (11) to appoint or dismiss the Company's general manager, the secretary to the Board, the chief compliance officer, <u>the chief risk officer</u>, the chief audit officer, etc. as nominated by the chairman of the Board; to appoint or dismiss the Company's deputy general manager, the chief financial officer and other senior management members as nominated by the general manager; and determine their remunerations and rewards and penalties; (19) <u>to undertake the ultimate responsibility for the overall risk management, to fulfil the significant risk management policies including the validation of risk preference and the corresponding duties including the consideration and approval of the Company's periodic risk assessment reports;</u> 	1. For amendment no. (11), the main reasons are: (1) according to the Company's past practice, the chief risk officers were all nominated by the chairman of the Board, and this amendment matches with the Company's actual situation; (2) with reference to the top 10 securities companies in our country, for those who have made amendments to their articles of association in accordance with the overall risk management requirements, the chief risk officers were mostly nominated by the chairman of the board of directors. 2. For amendment no. (19), the amendment is made in accordance with Article 7 to the "Regulations for Overall Risk Management of Securities Companies" and considering the actual situation of the Company. Article 7: "The directors of a securities company undertakes the ultimate responsibility for the overall risk management and performs the following duties: (I) to advance the construction of risk culture; (II) to consider and approve the basic system of the overall risk management of the company; (III) to consider and approve the risk preference, risk tolerance degree and significant risk limit of the company; (IV) to consider and approve the periodic risk assessment reports of the company; (V) to appoint, dismiss and assess the chief risk officer, determine his remuneration and compensation; (VI) to establish a direct communication mechanism with the chief risk officer; (VII) other risk management duties as required in the articles of association. The board of directors may authorize its established professional committees that are relevant to risk management to fulfil some of its overall risk management duties."

LETTER FROM THE BOARD

Existing Provision		New Provision		Reason of Change
Provision	Content of Provision	Provision	Content of Provision	
Article 167	The chairman of the Board shall exercise the following functions and powers: (7) to nominate the general manager, <u>the chief audit officer, the chief compliance officer, the secretary to the Board, etc.;</u> 	Article 167	The chairman of the Board shall exercise the following functions and powers: (7) to nominate the general manager, <u>the secretary to the Board, the chief compliance officer, the chief risk officer, the chief audit officer, etc.;</u> 	For amendment no. (7), the main reasons are: (1) according to the Company's past practice, the chief risk officers were all nominated by the chairman of the Board, and this amendment matches with the Company's actual situation; (2) with reference to the top 10 securities companies in our country, for those who have made amendments to their articles of association in accordance with the overall risk management requirements, the chief risk officers were mostly nominated by the chairman of the board of directors; (3) there are discrepancies in the ways of expressions about senior management members in the Articles of Association. This amendment is to unify the words in the expressions.
Article 209	The Supervisory Committee shall exercise the following functions and powers: (10) to exercise other powers conferred by laws, administrative regulations, departmental rules or general meetings.	Article 209	The Supervisory Committee shall exercise the following functions and powers: (10) <u>to undertake the supervisory responsibility of the overall risk management, be responsible for supervising and examining the performance of duties of the Board and the management in the risk management aspect and supervising the rectification;</u> (11) to exercise other powers conferred by the laws, administrative regulations, departmental rules or general meetings.	1. Regulations for Overall Risk Management of Securities Companies issued by the Securities Association of China Article 8: "The supervisory committee of a securities company shall undertake the supervisory responsibility of the overall risk management, be responsible for supervising and examining the performance of duties of the Board and the management in the risk management aspect and supervising the rectification." 2. Code of Corporate Government for Securities Companies issued by the CSRC Clause 1 of Article 48: "The articles of association of a securities company shall specify the duties, rules of procedure and voting procedures of the supervisory committee."

LETTER FROM THE BOARD

Existing Provision		New Provision		Reason of Change
Provision	Content of Provision	Provision	Content of Provision	
Article 219	The Company shall establish and improve its risk control system to prevent and control the Company's operation and internal management risks according to laws, regulations and relevant provisions of the CSRC. The Company shall establish the risk control system and clarify the duties of the risk controllers according to the relative regulations and its own conditions.	Article 219	The Company shall establish and improve its risk control system to prevent and control the Company's operation and internal management risks according to laws, regulations and relevant provisions of the CSRC. <u>The Company shall set up the position of chief risk officer who undertakes the overall risk management work of the Company. The chief risk officer shall neither concurrently hold position nor be in charge of department that conflicts with his or her duties.</u> The Company shall establish the risk control system and specify the duties of the risk controllers according to the relevant regulations and its own situations.	Regulations for Overall Risk Management of Securities Companies issued by the Securities Association of China Article 10: “A securities company shall appoint a senior management member to be responsible for the overall risk management work (hereinafter referred to as the “chief risk officer”). The chief risk officer shall neither concurrently hold position nor be in charge of department that conflicts with his or her duties.”

The Board proposes to the general meeting of the Company for the approval of the above amendments to the Articles of Association, and authorizes the management of the Company: (1) to make adjustments and amendments to the Articles of Association (draft) that were considered and approved at the general meeting of the Company (including but not limited to, adjusting and amending the words, chapters, clauses, effective conditions of the Articles of Association) in accordance with the provisions of the domestic and foreign laws and regulations, requirements and advices of the relevant domestic and foreign governmental departments and supervisory authorities, and the actual situation of the Company; (2) to handle the relevant procedures of the applications to the regulatory authorities for approval/filing of the Articles of Association; (3) to handle the relevant procedures including the registration of change of industrial and commercial particulars involved due to the amendments to the Articles of Association.

Such proposed amendments are subject to the shareholders' approval by way of special resolution at the EGM, and can only take effect upon approval of or filing with the Chinese securities regulatory authority. After the amended Articles of Association become effective, the Company will complete the registration for the amendments to the Articles of Association with the relevant industry and commerce authority as soon as practicable.

The proposed amendments to the Articles of Association were prepared in the Chinese language and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.

LETTER FROM THE BOARD

3. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE SUPERVISORY COMMITTEE OF THE COMPANY

On October 1, 2016, the CSRC issued the Administrative Measures. On December 30, 2016, the Securities Association of China issued supplementary rules, including the Regulations for Risk Management, which explicitly regulates the division of duties among the board of directors, supervisory committee, management, etc. of securities companies for the fulfilment of the overall risk management and requires the establishment of a multi-leveled and inter-connected operation mechanism with effective checks and balances. According to the above regulations, the Company has clearly stated the relevant regulations in the relevant rules of the Company and implemented them. For further improvement of the rules of the Company, in accordance with the above laws and regulations and the supervisory requirements, it is proposed to amend the relevant provisions of the Rules of Procedure of the Supervisory Committee.

The Supervisory Committee considered and approved the proposed amendments to the Rules of Procedure of the Supervisory Committee made based on the above reasons, at the Supervisory Committee meeting held on August 29, 2018. Details of the proposed amendments to the Rules of Procedure of the Supervisory Committee are set out below:

Existing Provision		New Provision		Reason of Change
Provision	Content of Provision	Provision	Content of Provision	
Article 7	The Supervisory Committee shall exercise the following functions and powers: (10) to exercise other powers conferred by the laws, administrative regulations, departmental rules or general meetings.	Article 7	The Supervisory Committee shall exercise the following functions and powers: (10) to undertake the supervisory responsibility of the overall risk management, be responsible for supervising and examining the performance of duties of the Board and the management in the risk management aspect and supervising the rectification; (11) to exercise other powers conferred by the laws, administrative regulations, departmental rules or general meetings.	Regulations for Overall Risk Management of Securities Companies issued by the Securities Association of China Article 8: “The supervisory committee of a securities company shall undertake the supervisory responsibility for the overall risk management, be responsible for supervising and examining the performance of duties of the Board and the management in the risk management aspect and supervising the rectification.”

LETTER FROM THE BOARD

Existing Provision		New Provision		Reason of Change
Provision	Content of Provision	Provision	Content of Provision	
Article 9	The Company shall establish the secretary to the Supervisory Committee and the office of the Supervisory Committee. Under the leadership of the chairman of the Supervisory Committee, they shall be responsible for the work and report it to the Supervisory Committee. The secretary of the Supervisory Committee shall be nominated by the chairman of the Supervisory Committee and appointed or dismissed through the Supervisory Committee. The main duties of the secretary to the Supervisory Committee are as follows: (I) to formulate the relevant rules and work process of the Supervisory Committee, according to the requirements of the external laws and regulations and the needs of the internal management; (II) to assist the Supervisory Committee to conduct specific examination in respect of the Company's financial and compliance situations; 	Article 9	The Company shall establish the secretary to the Supervisory Committee and the office of the Supervisory Committee. Under the leadership of the chairman of the Supervisory Committee, they shall be responsible for the work and report it to the Supervisory Committee. The secretary of the Supervisory Committee shall be nominated by the chairman of the Supervisory Committee and appointed or dismissed through Supervisory Committee. The main duties of the secretary to the Supervisory Committee are as follows: (I) to formulate the relevant rules and work process of the Supervisory Committee, according to the requirements of the external laws and regulations and the needs of the internal management; (II) to assist the Supervisory Committee to conduct specific examination in respect of the Company's financial, compliance and <u>risk management</u>, etc.; 	In accordance with the requirements of Article 8 to Regulations for Overall Risk Management of Securities Companies, the relevant duties of the office of the Supervisory Committee in assisting the Supervisory Committee to fulfil supervision and examination of the risk management of the Company are specified.

LETTER FROM THE BOARD

Existing Provision		New Provision		Reason of Change
Provision	Content of Provision	Provision	Content of Provision	
Article 12	Supervisors have the rights to comprehend operation situation of the Company and undertake the corresponding confidential obligation. The Company shall have its internal audit reports, compliance reports, monthly or quarterly financial reports, annual financial reports and other material matters be reported and delivered to the Supervisory Committee in a timely manner.	Article 12	Supervisors have the rights to comprehend operation situation of the Company and undertake the corresponding confidential obligation. The Company shall have its internal audit reports, compliance reports, <u>risk management reports</u> , monthly or quarterly financial reports, annual financial reports and other material matters be reported and delivered to the Supervisory Committee in a timely manner.	In accordance with the requirement of Article 8 to Regulations for Overall Risk Management of Securities Companies, the relevant functions and powers of the Supervisory Committee in supervising and examining the risk management of the Company are specified.

Such proposed amendments are subject to the shareholders' approval by way of ordinary resolution at the EGM.

The proposed amendments to the Rules of Procedure of the Supervisory Committee of the Company were prepared in the Chinese language and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Rules of Procedure of the Supervisory Committee of the Company, the Chinese version shall prevail.

4. PROPOSED ELECTION OF MR. FAN LIFU AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

Reference is made to the announcement of the Company dated September 18, 2018, in relation to the proposed appointment of an independent non-executive Director. Upon the consideration and approval at the Board meeting held on September 18, 2018, the Board proposed to appoint Mr. Fan Lifu (范立夫) (“**Mr. Fan**”) as an independent non-executive Director of the Company.

The biography of Mr. Fan is as follows:

Mr. Fan Lifu was born in October 1972. He holds a doctor's degree and is a professor. Mr. Fan served as teaching assistant at the School of Finance of the Dongbei University of Finance and Economics from April 1998 to December 2000 ; lecturer at the School of Finance of the Dongbei University of Finance and Economics from January 2001 to June 2002; associate professor at the School of Finance of the Dongbei University of Finance and Economics from July 2002 to June 2011; and deputy director of the Research Department of the Dongbei University of Finance and Economics from December 2009 to December 2016. He has been professor at the School of Finance of the Dongbei University of Finance and Economics since July 2011, and deputy dean of the School of Finance of the Dongbei University of Finance and Economics since December 2016. Mr. Fan has been an independent director of Tieling Newcity Investment Holding Limited (鐵嶺新城投資控股股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000809) since December 2017.

LETTER FROM THE BOARD

Mr. Fan has not obtained the relevant qualifications in accordance with the Measures on Supervision of Qualifications for Directors, Supervisors and Senior Management Personnel of Securities Companies. There are no circumstances as set out in Rule 3.2.3 of the Guidelines on the Standardized Operation of Companies Listed on the Main Board of the Shenzhen Stock Exchange; and he does not have any connected relationship with any shareholder holding more than 5% of the shares of the Company, or other directors, supervisors or senior management of the Company. Mr. Fan does not hold any shares of the Company; he has not been investigated by judicial authorities due to suspected commission of offences and has not been investigated by the CSRC due to suspected violation of laws and regulations; he does not have any dishonest behaviors; he has satisfied the qualifications required by laws, administrative regulations, departmental rules, normative documents, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange and other relevant provisions of any stock exchanges.

If appointed, Mr. Fan will enter into a director's service agreement with the Company. His term of office shall not terminate until the expiration of the term of the current Board and he may be re-elected upon expiration of his term of office.

According to the relevant PRC laws and regulations and the Articles of Association, the appointment of Mr. Fan shall become effective after it is considered and approved at the Company's general meeting and when the relevant qualification for his position as a director of a securities company is obtained and he formally assumes the role as a director of the Company.

To the best knowledge of the Directors and save as disclosed above, Mr. Fan has not held any directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the past three years. He does not have any relationships with any directors, supervisors, senior management and substantial shareholders of the Company or any of their respective subsidiaries, nor does he hold any position in the Company or any of its subsidiaries. As at the date of this circular, Mr. Fan does not hold any interest in the shares of the Company or its associated corporation (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Fan has confirmed that there is no information which shall be disclosed pursuant to the Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters which need to be brought to the attention of the shareholders of the Company. Mr. Fan has also confirmed that he has not been punished by the CSRC or other relevant authorities or any stock exchanges.

Mr. Fan has confirmed his independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board is also of the view that Mr. Fan meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

It is now proposed to the EGM for consideration and approval of the resolution regarding election of Mr. Fan Lifu as an independent non-executive Director of the Company.

LETTER FROM THE BOARD

5. THE EGM

The EGM will be held at 3:00 p.m. on Monday, November 5, 2018 at the Large Conference Room, 42nd Floor, Metro Plaza, No. 183-187, Tianhe North Road, Tianhe District, Guangzhou, the PRC. The notice of EGM is set out on pages 14 to 15 of this circular.

The proxy form and the reply slip of the EGM are enclosed. Whether or not you are able to attend the EGM, you are advised to read the notice of EGM carefully and to complete the enclosed proxy form in accordance with the instructions printed thereon and return it as soon as possible. H Shareholders are required to return the proxy form to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, while A Shareholders are required to return the proxy form to the Board's office, in person or by post no later than 24 hours before the time appointed for convening the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish.

If you intend to attend the EGM either in person or by proxy, you are required to complete and return the reply slip for the meeting to Computershare Hong Kong Investor Services Limited (for H Shareholders) on or before Monday, October 15, 2018.

The address of the Company's Board office is 39th Floor, Metro Plaza, No. 183-187, Tianhe North Road, Tianhe District, Guangzhou, PRC, postcode: 510075, (phone: (86)20 8755 0265, (86)20 8755 0565; fax: (86)20 8755 4163). Computershare Hong Kong Investor Services Limited, the Company's H Share registrar, is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (phone: (852) 2862 8555).

6. VOTING BY POLL

Pursuant to the requirements of the Listing Rules, all votes of shareholders at a general meeting must be taken by poll. Therefore, all resolutions to be proposed at the EGM will be voted by poll. Results of the poll voting will be posted on the website of the Company at www.gf.com.cn and on the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk upon the conclusion of the EGM.

7. RECOMMENDATION

The Directors (including the Independent Non-executive Directors) consider that the resolutions set out in the notice of EGM are in the interests of the Company and its Shareholders as a whole. Therefore, the Directors recommend you to vote in favor of the proposed resolutions mentioned above.

Yours faithfully,
By order of the Board
GF Securities Co., Ltd.
Sun Shuming
Chairman

September 20, 2018

NOTICE OF EGM



GF SECURITIES CO., LTD. 廣發證券股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1776)

NOTICE OF THE 2018 FIRST EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of GF Securities Co., Ltd. (the “Company”) will be held at 3:00 p.m. on Monday, November 5, 2018 at the Large Conference Room, 42nd Floor, Metro Plaza, No. 183-187, Tianhe North Road, Tianhe District, Guangzhou, the PRC to consider and, if thought fit, approve 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 September 20, 2018.

SPECIAL RESOLUTION

1. To consider and approve the resolution regarding amendments to the Articles of Association.

ORDINARY RESOLUTIONS

2. To consider and approve the resolution regarding amendments to the Rules of Procedure of the Supervisory Committee.
3. To consider and approve the resolution regarding election of Mr. Fan Lifu as an independent non-executive Director of the Company.

By order of the Board
GF Securities Co., Ltd.
Sun Shuming
Chairman

Guangzhou, the PRC
September 20, 2018

As at the date of this notice, the board of directors of the Company comprises Mr. Sun Shuming, Mr. Lin Zhihai, Mr. Qin Li and Ms. Sun Xiaoyan as executive directors; Mr. Shang Shuzhi, Mr. Li Xiulin and Ms. Liu Xuetao as non-executive directors; and Mr. Yang Xiong, Mr. Tang Xin, Mr. Chan Kalok and Mr. Li Yanxi as independent non-executive directors.

NOTICE OF EGM

Notes:

1. Details of the above resolutions are set out in the circular of the Company dated September 20, 2018 (the “Circular”).
2. Pursuant to the requirements of the Listing Rules, all votes of the shareholders at a general meeting must be taken by poll. Therefore, the resolutions as set out in the notice of EGM will be voted by poll. Results of the poll voting will be posted on the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Company at www.gf.com.cn upon the conclusion of the EGM.
3. Any Shareholder entitled to attend and vote at the EGM 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 of the Company.
4. The instrument appointing a proxy must be in writing by the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney.
5. In order 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 notarially certified copy of such power of attorney or authority, should be completed and deposited at the Board’s office (for A Shareholders) or the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders), no less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. The address of the Company’s Board office is at 39th Floor, Metro Plaza, No. 183-187, Tianhe North Road, Tianhe District, Guangzhou, PRC, postcode: 510075, (phone: (86) 20 8755 0265; fax: (86) 20 8755 4163). Computershare Hong Kong Investor Services Limited, the Company’s H Share registrar, is located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (phone: (852) 2862 8555). Completion and return of the proxy form will not preclude a Shareholder from attending and voting at the EGM or any adjournment thereof in person should he/she so wish.
6. In order to determine the H Shareholders’ entitlement to attend the EGM, the H Share register of members of the Company will be closed from Saturday, October 6, 2018 to Monday, November 5, 2018 (both days inclusive), during which period no transfer of shares will be registered. In order for H Shareholders to attend the EGM, all share transfer, documents accompanied by the relevant share certificates, must be lodged with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, by 4:30 p.m. on Friday, October 5, 2018. H Shareholders who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the EGM. The Company will announce separately on the Shenzhen Stock Exchange for details of the eligibility of A Shareholders for attending the EGM.
7. In the case of joint Shareholders, if more than one of them are present at the meeting, either in person or by proxy, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholder(s). For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
8. H Shareholders who intend to attend the EGM in person or by proxy should return the reply slip for the EGM to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for H Shareholders) or to the Company’s Board office (for A Shareholders), by hand, by post or by fax on or before Monday, October 15, 2018.
9. A Shareholder or his proxy should produce proof of identity when attending the EGM. If a Shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body of such Shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such person to attend the meeting.
10. The EGM is expected to last for no more than half a day. Shareholders or their proxies attending the meeting shall be responsible for their own travelling and accommodation expenses.