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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Guotai Junan Securities Co., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Tuesday, 12 December 2017 at the Banqueting Hall, 2/F, Wyndham Bund East Shanghai Hotel, No. 25, Ningguo Road, Shanghai, PRC, to consider and, if thought fit, pass the following matter:

SPECIAL RESOLUTION

The proposed amendments to the articles of association of the Company and its appendix (namely, the Rules of Procedure for Meetings of the Board).

By Order of the Board
Guotai Junan Securities Co., Ltd.
Yang Dehong
Chairman

Shanghai, the PRC
27 October 2017

Notes:

- (1) Purchasers of shares who have submitted their instruments of share transfer to the H share registrar of the Company and registered as a shareholder on the H share register of members of the Company before 4:30 p.m. on 10 November 2017 are entitled to attend the EGM. The H share register of members of the Company will be closed from 12 November 2017 to 12 December 2017 (both days inclusive).
- (2) Shareholders of H Shares who are entitled to attend and vote at the EGM may designate one or more proxies to attend and vote at the EGM on his/her behalf. A proxy need not be a shareholder of the Company.

To be valid, the proxy form together with the power of attorney (if any) and other relevant authorization document(s) (if any) which have been notarized shall be deposited at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time designated for the EGM (i.e., by 2:00 p.m. on Monday, 11 December 2017). Completion and return of the proxy form will not preclude the shareholders of H shares from attending and voting at the EGM or any adjourned meeting should they so wish.

The address of the H share registrar of the Company is as follows:

Computershare Hong Kong Investor Services Limited
17M Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

- (3) Any voting on any resolution at the EGM shall be taken by poll.
- (4) Registration procedures for attending the EGM are as follows:
 - (a) holders of H shares or their proxies shall present proof of identity when attending the EGM. If a holder of H share is a corporate entity, its legal representative or other persons authorized by the board of directors or other governing body of such corporate entity may attend the EGM by producing a copy of the resolutions of the board of directors or other governing body of such corporate entity designating such persons to attend the EGM.
 - (b) holders of H shares who intend to attend the EGM shall return the reply slips for attending the meeting to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, in person, by mail or by fax on or before Wednesday, 22 November 2017.
- (5) The EGM is expected to last for half a day. Shareholders attending (in person or by proxy) the EGM shall be responsible for their own travel and accommodation expenses.
- (6) Please refer to the circular of the EGM dated 27 October 2017 for the details of the above resolution to be proposed at the EGM for consideration and approval.

As at the date of this notice, the executive directors of the Company are Mr. YANG Dehong, Mr. WANG Song and Mr. YU Jian; the non-executive directors of the Company are Mr. FU Fan, Ms. LIU Ying, Mr. ZHONG Maojun, Mr. ZHOU Lei, Mr. WANG Yongjian, Mr. XIANG Dong and Mr. LIU Qiang; and the independent non-executive directors of the Company are Mr. XIA Dawei, Mr. SHI Derong, Mr. CHEN Guogang, Mr. LING Tao, Mr. JIN Qingjun and Mr. Lee Conway Kong Wai.