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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Guolian Securities Co., Ltd. (the “**Company**”) will be held at 9th Floor, No. 8 Jinrong One Street, Wuxi, Jiangsu Province, the PRC, at 10:00 a.m. on Friday, 10 March 2017 for the purpose of the followings:

ORDINARY RESOLUTIONS

1. Proposed appointment of Mr. Lu Yuanzhu as an independent non-executive Director.
2. Proposed appointment of Mr. Jiang Zhiqiang as a Shareholder representative Supervisor.
3. Proposed appointment of Mr. Ren Jun as a Shareholder representative Supervisor.

The circular for the EGM is expected to be dispatched to the shareholders of the Company (the “**Shareholders**”) by the Company on or before Thursday, 23 February 2017.

By order of the Board
Guolian Securities Co., Ltd.
Yao Zhiyong
Chairman

Wuxi, Jiangsu Province, the PRC
24 January 2017

Notes:

1. The register of members of the Company will be closed from Thursday, 9 February 2017 to Friday, 10 March 2017, both days inclusive, during which period no transfer of Shares will be effected. In order to be qualified to attend and vote at the EGM, all completed transfers documents accompanied by the relevant share certificates must be lodged with the H Shares registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 8 February 2017 (for H Shareholders), or to the Company's headquarters in the PRC at 9th Floor, No. 8 Jinrong One Street, Wuxi, Jiangsu Province, the PRC no later than 5:00 p.m. on Wednesday, 1 March 2017 (for Domestic Shareholders).
2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited, for the holders of H Shares, to the H Shares registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or for the holders of Domestic Shares, to the headquarters of the Company in the PRC, at 9th Floor, No. 8 Jinrong One Street, Wuxi, Jiangsu Province, the PRC, not less than 24 hours before the time for holding the EGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.
5. Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the EGM. If corporate Shareholders appoint authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and the notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.

6. Shareholders who intend to attend the EGM should complete and return the reply slip in writing by hand or by post to the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or to the headquarters of the Company in the PRC (in respect of Domestic Shares), at 9th Floor, No. 8 Jinrong One Street, Wuxi, Jiangsu Province, the PRC, before Saturday, 18 February 2017.
7. The EGM is expected to be held for less than half a day. Shareholders who intend to attend the EGM shall arrange and bear their own transportation and accommodation expenses.
8. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the EGM, either in person or by proxy, in respect of such Share(s) as if he/she is solely entitled thereto, but if more than one of such joint holders are present at the EGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. 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 holding.

As of the date of this notice, the executive Directors of the Company are Mr. Yao Zhiyong and Mr. Peng Yanbao; the non-executive Directors of the Company are Mr. Hua Weirong, Mr. Zhou Weiping, Mr. Liu Hailin and Mr. Zhang Weigang; and the independent non-executive Directors of the Company are Mr. Wang Wei, Ms. Chen Qingyuan and Mr. Lee Pak Hay.