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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD
ON 24 JUNE 2019
PAYMENT OF FINAL DIVIDEND
AND
APPOINTMENT OF NON-EXECUTIVE DIRECTORS**

POLL RESULTS OF THE ANNUAL GENERAL MEETING

Reference is made to the circular (the “**Circular**”) and the notice of the annual general meeting (the “**AGM Notice**”), each dated 9 May 2019, of Guotai Junan Securities Co., Ltd. (the “**Company**”). Except as the context otherwise requires, capitalised terms used herein shall have the same meanings as ascribed to them in the Circular and the AGM Notice.

The annual general meeting of 2018 of the Company (the “**AGM**”) was held on 24 June 2019 at 1:30 p.m. at Shanghai Hall, 3/F, Wyndham Bund East Shanghai Hotel, No. 25, Ningguo Road, Shanghai, the PRC. The AGM was convened by the Board and presided over by Mr. Yang Dehong, the chairman of the Board. Voting for the resolutions submitted to the Shareholders at the AGM was conducted by poll, which includes both onsite voting and, for Shareholders of the A Shares only, online voting. Representatives of Shareholders, Supervisors, representatives from Haiwen & Partners, the PRC legal advisor of the Company and Computershare Hong Kong Investor Services Limited, the Company’s H share registrar, were appointed by the Company as the scrutineer for the AGM.

The convening and holding of the AGM were in compliance with the requirements of the applicable laws and regulations of the PRC and the Articles of Association. 7 Directors, 5 Supervisors, the Board secretary of the Company and certain members of the senior management of the Company attended the AGM.

The total number of issued shares of the Company as at the date of the AGM was 8,907,947,954 shares, comprising 7,516,120,774 A shares and 1,391,827,180 H shares, respectively, which was the total number of eligible shares that entitled the Shareholders to attend and vote for or against or abstain from voting on the resolutions proposed at the AGM. 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 ordinary resolution 6.1. Shenzhen Investment Holdings shall abstain from voting on the 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 ordinary resolution 6.3; and the related natural persons who are Shareholders shall abstain from voting on the ordinary resolution 6.4.

Save as disclosed above, there was no restriction on any Shareholders casting votes on the resolutions at the AGM. There were no Shares entitling any Shareholders to attend required to abstain from voting in favour as set out in Rule 13.40 of the Listing Rules, and no Shareholder was required under the Listing Rules to abstain from voting. No parties had stated their intention in the Circular to vote against or abstain from any of the proposed resolutions.

AGM Attendance

Details about the attendance of the Shareholders and their authorized proxies at the AGM are set out as follows:

Number of Shareholders and authorized proxies attending the AGM	50
Of which: Number of A share Shareholders	49
Number of H share Shareholders	1
Total number of the voting shares held by the attendees	4,124,578,562
Of which: Total number of shares held by A share Shareholders	3,722,109,423
Total number of shares held by H share Shareholders	402,469,139
Percentage of the total number of voting shares of the Company (%)	46.3022
Of which: Percentage of the voting shares held by A share Shareholders to the total number of voting shares of the Company (%)	41.7841
Percentage of the voting shares held by H share Shareholders to the total number of voting shares of the Company(%)	4.5181

POLL RESULTS

The poll results to the proposed resolutions are set out as follows:

		Numbers of votes & Percentage of the total voting shares			
No.	ORDINARY RESOLUTIONS		For	Against	Abstain
1.	To consider and approve the 2018 Work Report of the Board of Directors of the Company.	A Shares	3,721,932,923 99.9953	91,000 0.0024%	85,500 0.0023%
		H Shares	401,799,739 99.8337%	429,800 0.1068%	239,600 0.0595%
		Total	4,123,732,662 99.9795%	520,800 0.0126%	325,100 0.0079%
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
2.	To consider and approve the 2018 Work Report of the Supervisory Committee of the Company.	A Shares	3,721,932,923 99.9953%	91,000 0.0024%	85,500 0.0023%
		H Shares	401,799,739 99.8337%	429,800 0.1068%	239,600 0.0595%
		Total	4,123,732,662 99.9795%	520,800 0.0126%	325,100 0.0079%
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
3.	To consider and approve the 2018 profit distribution plan of the Company.	A Shares	3,722,015,423 99.9975%	94,000 0.0025%	0 0.0000%
		H Shares	402,469,139 100.0000%	0 0.0000%	0 0.0000%
		Total	4,124,484,562 99.9977%	94,000 0.0023%	0 0.0000%
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
4.	To consider and approve resolution on the re-appointment of external auditors.	A Shares	3,716,360,722 99.8456%	5,748,701 0.1544%	0 0.0000%
		H Shares	389,385,916 96.7493%	13,032,903 3.2382%	50,320 0.0125%
		Total	4,105,746,638 99.5434%	18,781,604 0.4554%	50,320 0.0012%
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

		Numbers of votes & Percentage of the total voting shares			
No.	ORDINARY RESOLUTIONS		For	Against	Abstain
5.	To consider and approve the 2018 Annual Report of the Company.	A Shares	3,721,930,923 99.9952%	93,000 0.0025%	85,500 0.0023%
		H Shares	401,799,739 99.8337%	429,800 0.1068%	239,600 0.0595%
		Total	4,123,730,662 99.9794%	522,800 0.0127%	325,100 0.0079%
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
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;	A Shares	1,138,836,884 99.9918%	93,000 0.0082%	0 0.0000%
		H Shares	402,469,139 100.0000%	0 0.0000%	0 0.0000%
		Total	1,541,306,023 99.9940%	93,000 0.0060%	0 0.0000%
6.2	To consider and approve the potential related party transactions between the Group and Shenzhen Investment Holdings Co., Ltd. and its related enterprises;	A Shares	3,112,590,066 99.9971%	91,000 0.0029%	0 0.0000%
		H Shares	402,469,139 100.0000%	0 0.0000%	0 0.0000%
		Total	3,515,059,205 99.9974%	91,000 0.0026%	0 0.0000%

		Numbers of votes & Percentage of the total voting shares			
No.	ORDINARY RESOLUTIONS		For	Against	Abstain
	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;	A Shares	3,320,994,002 99.9972%	93,000 0.0028%	0 0.0000%
		H Shares	402,469,139 100.0000%	0 0.0000%	0 0.0000%
		Total	3,723,463,141 99.9975%	93,000 0.0025%	0 0.0000%
	6.4 To consider and approve the potential related party transactions between the Group and the related natural persons.	A Shares	3,722,018,423 99.9976%	91,000 0.0024%	0 0.0000%
		H Shares	402,469,139 100.0000%	0 0.0000%	0 0.0000%
		Total	4,124,487,562 99.9978%	91,000 0.0022%	0 0.0000%
	As more than half of the votes were cast in favour of each of these resolutions, each of these resolutions was duly passed as an ordinary resolution.				

		Numbers of votes & Percentage of the total voting shares			
No.	ORDINARY RESOLUTIONS		For	Against	Abstain
7.	To consider and approve the general mandate for guarantee.	A Shares	3,687,313,092 99.0651%	34,796,331 0.9349%	0 0.0000%
		H Shares	186,289,597 46.2867%	216,091,742 53.6915%	87,800 0.0218%
		Total	3,873,602,689 93.9151%	250,888,073 6.0828%	87,800 0.0021%
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
8.	To consider and approve the resolution on the proposed appointment of non-executive Directors:-			Cumulative Voting (Numbers of Votes)	
8.1	To appoint Ms. GUAN Wei as a non-executive Director;	Total	4,101,178,132 99.4327%		
8.2	To appoint Mr. WANG Wenjie as a non-executive Director.	Total	4,101,179,832 99.4327%		
As more than half of the votes were cast in favour of each of these resolutions, each of these resolutions was duly passed as an ordinary resolution.					
		Numbers of votes & Percentage of the total voting shares			
No.	SPECIAL RESOLUTION		For	Against	Abstain
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.	A Shares	3,693,729,013 99.2375%	28,380,410 0.7625%	0 0.0000%
		H Shares	163,261,533 40.5650%	239,207,606 59.4350%	0 0.0000%
		Total	3,856,990,546 93.5124%	267,588,016 6.4876%	0 0.0000%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					

Please refer to the circular of the AGM published by the Company dated 9 May 2019 for the full text of the resolutions.

PAYMENT OF FINAL DIVIDEND

The Board also wishes to notify Shareholders the details of the distribution of final dividend for 2018 (the “**Final Dividend**”) as follows:

The resolution on the 2018 profit distribution plan for the year ended 31 December 2018 was approved at the AGM. The Company will pay a final dividend of RMB2.75 (tax included) per 10 shares in cash for the year ended 31 December 2018 (the “**2018 Final Dividend**”). For the distribution of 2018 Final Dividend to holders of H shares of the Company, such dividend will be paid to Shareholders whose names appear on the H Share register of members of the Company on 15 July 2019 (the “**Record Date**”). The 2018 Final Dividend is denominated and declared in Renminbi and paid to holders of A Shares in Renminbi and to holders of H Shares in Hong Kong dollars.

The actual amount of the Final Dividend for H Share distributed in Hong Kong dollars shall be converted based on the average benchmark exchange rate for RMB to HK dollars as announced by The People’s Bank of China for the five business days prior to 24 June 2019, being the date of the AGM, (i.e. RMB0.879392 to HK\$1.00), being a cash dividend of HK\$3.127161 (tax inclusive) for every 10 H Shares.

The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent in Hong Kong to pay the Final Dividend declared to the H Shareholders. The receiving agent will pay the Final Dividend to the H Shareholders on or before 24 August 2019.

Details of payment of the Final Dividend to holders of A Shares and relevant matters will be announced separately by the Company after further consultation with China Securities Depository and Clearing Corporation Limited, Shanghai Branch.

Closure of Register of Members

In order to determine the entitlement of holders of H Shares to the Final Dividend, the register of members of H Shares will be closed from Wednesday, 10 July 2019 to Monday, 15 July 2019 (both days inclusive), during which period no registration of H Shares will be effected. Shareholders whose names appear on the register of members of H Shares on Monday, 15 July 2019 shall be entitled to the Final Dividend. Where the holders holding H Shares who have not registered with the Company intend to receive the Final Dividend, all share certificates and transfer documents 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, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 9 July 2019.

TAX REDUCTION AND EXEMPTION BY H SHAREHOLDERS

In accordance with the Notice of the PRC State Administration of Taxation on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No.045 (《國家稅務總局關於國稅發[1993]045號檔廢止後有關個人所得稅徵管問題的通知》) (Guo Shui Han [2011] No.348), dividends received by overseas residents for their personal holding of shares issued by domestic non-foreign invested enterprises in Hong Kong shall be subject to the payment of individual income tax under the “interest, dividend and bonus income” item, which shall be withheld by the withholding agents according to relevant laws. Such overseas residents that are individual owners of shares issued by domestic non-foreign invested enterprises in Hong Kong shall be entitled to the relevant preferential tax treatment pursuant to the provisions in the tax treaties signed between the countries where they reside and China, or the tax arrangements between Mainland and Hong Kong (Macau) SAR. The tax rate for dividends under the relevant arrangement is 10% in general. For the purpose of simplifying tax administration, domestic non-foreign-invested enterprises issuing shares in Hong Kong may, upon payment of dividends, generally withhold individual income tax at the rate of 10%, without the need to file an application. If the tax rate for dividends is not equal to 10%, the following provisions shall apply: (1) for residents of countries that have signed lower than 10% tax rate treaties, the withholding agents may file applications on their behalf for the relevant agreed preferential tax treatments, under which circumstances the over-withheld tax amounts will be refunded upon approval by the tax authorities; (2) for residents of countries that have signed higher than 10% but lower than 20% tax rate treaties, the withholding agents shall withhold individual income tax at the agreed tax rate effective at the time of dividends payment, without the need to file an application; and (3) for residents of countries without tax agreements or under other situations, the withholding agents shall withhold individual income tax at 20% upon payment of dividends.

In accordance with the Notice of the State Administration of Taxation on the Issues Concerning Withholding Enterprise Income Tax on Dividends Paid by Chinese Resident Enterprises to H Shareholders that are Nonresident Overseas Enterprises (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) (Guo Shui Han [2008] No.897), a PRC resident enterprise, when paying dividends to H shareholders that are non-resident overseas enterprises for 2008 and subsequent years, shall withhold enterprise income tax at a uniform rate of 10%.

In accordance with the Notice on Tax Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (《財政部國家稅務總局證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》)(Cai Shui [2014] No. 81) issued by the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission, for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the individual income tax shall be paid in accordance with the aforementioned regulations. For dividends received by domestic enterprise investors from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall not withhold and pay the income tax for such dividends and those domestic enterprise investors shall report and pay the relevant tax on their own. Meanwhile, for the dividends obtained by domestic resident enterprises from holding relevant H shares for a consecutive 12 month period, the corporate income tax shall be exempted according to laws.

Under the current practice of the Hong Kong Inland Revenue Department, no tax is payable in Hong Kong in respect of dividends paid by the Company.

Profit Distribution to Investors of Northbound Trading

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividends and bonuses will be distributed in RMB by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominees holding such shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend and bonus tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the holders of A Shares.

Profit Distribution to Investors of Southbound Trading

For investors of the Shanghai Stock Exchange and the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the Company has entered into the Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading (《港股通 H 股股票現金紅利派發協議》) with the Shanghai Branch and Shenzhen Branch of China Securities Depository and Clearing Corporation Limited relatively, pursuant to which, the China Securities Depository and Clearing Corporation Limited or its branches, as the nominee of the holders of H Shares for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H Shares of Southbound Trading will be paid in RMB. In accordance with the Notice on Tax Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》 (Cai Shui [2014] No.81), and the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》) for dividends and bonuses received by domestic investors from the Southbound Trading, the company of such H Shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends and bonuses received by domestic securities investment funds from investing in H Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H Shares will not withhold and pay the income tax of dividends and bonuses for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H shares.

APPOINTMENT OF NON-EXECUTIVE DIRECTORS

The appointments of Ms. GUAN Wei and Mr. WANG Wenjie as non-executive Directors have been approved by ordinary resolutions of the Shareholders at the AGM. The term of office of each of Ms. GUAN Wei and Mr. WANG Wenjie will be from the date of obtaining the approval of the relevant securities regulatory authorities in relation to their respective qualification of being a director. Biographical details of Ms. GUAN Wei and Mr. WANG Wenjie are set out in the circular of the AGM published by the Company on 9 May 2019. As at the date of this announcement, there has been no change to such information.

As at the date of this announcement, the Company has not entered into any service contract with Ms. GUAN Wei or Mr. WANG Wenjie. Ms. GUAN Wei and Mr. WANG Wenjie will respectively receive an annual remuneration of RMB150,000 from the Company as the non-executive directors of the Company. Unless otherwise required by the relevant applicable laws and regulations, the terms of office of Ms. GUAN Wei and Mr. WANG Wenjie shall be the same as the 5th session of the Board.

Save as disclosed in this announcement, to the best knowledge of the directors of the Company, neither Ms. GUAN Wei nor Mr. WANG Wenjie has held any directorship in the past three years in any other public companies which are listed on any securities market in Hong Kong or overseas, and neither Ms. GUAN Wei nor Mr. WANG Wenjie has any relationships with any Directors, Supervisors, senior management or substantial shareholders (as defined in the Hong Kong Listing Rules) of the Company, nor do they hold any position in the Company or any of its subsidiaries. As at the date of this announcement, neither Ms. GUAN Wei nor Mr. WANG Wenjie has any interest in the Shares or its associated corporations within the definition under Part XV of the Securities and Futures Ordinance.

Save as disclosed in this announcement, there is no information in relation to the appointment of Ms. GUAN Wei and Mr. WANG Wenjie that is required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules nor are there any matters which need to be brought to the attention to the Shareholders. Neither Ms. GUAN Wei nor Mr. WANG Wenjie has been penalized by the China Securities Regulatory Commission or other relevant authorities or stock exchanges.

LAWYER'S CERTIFICATION

The Company engaged Haiwen & Partners to certify the AGM. Haiwen & Partners appointed attorneys Ms. Mu Jian and Ms. Xiao Junyan to attend the AGM and issued the legal opinion stating that the convening of the AGM and its procedures, the qualifications of the Shareholders and their authorized proxies who attended the AGM, the qualifications of the convener, the voting procedures and the voting results of the resolution as well as other relevant matters were all in compliance with the requirements of the applicable PRC laws and regulations and the Articles of Association. The resolutions passed at the AGM are legal and valid.

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

Shanghai, the PRC 24 June 2019

As at the date of this announcement, 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.