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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 2019 SECOND EXTRAORDINARY GENERAL MEETING

CONVENING AND ATTENDANCE OF THE MEETING

The second extraordinary general meeting of 2019 (the “**Meeting**”) of Guotai Junan Securities Co., Ltd. (the “**Company**”) was held on 11 November 2019 at the Shanghai Hall, 3/F, Wyndham Bund East Shanghai Hotel, No. 25, Ningguo Road, Shanghai, the PRC. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the circular of the Meeting published by the Company dated 26 September 2019.

The Meeting was convened by the board of directors of the Company (the “**Board**”) and presided over by Mr. Wang Song, the vice chairman of the Board. Voting for the resolution submitted to the shareholders of the Company (the “**Shareholders**”) at the Meeting was conducted by poll, which includes both onsite voting by poll and, for Shareholders of the A shares only, online voting by poll. Representatives of Shareholders of the Company, supervisors of the Company, representatives from Haiwen & Partners, the PRC legal adviser of the Company and Computershare Hong Kong Investor Services Limited, the Company’s H share registrar, were appointed by the Company as the scrutineers for the Meeting.

The convening and holding of the Meeting were in compliance with the requirements of the applicable laws and regulations of the PRC and the articles of association of Guotai Junan Securities Co., Ltd. (the “**Articles of Association**”). 5 of the 15 directors, 5 of the 6 supervisors, and the Board secretary of the Company were present at the Meeting. Certain members of the senior management of the Company also attended the Meeting.

The total number of issued shares of the Company as at the date of the Meeting was 8,907,948,056 shares, comprising 7,516,120,876 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 resolution proposed at the Meeting.

To the best knowledge, information and belief of the directors of the Company, there was no restriction on any Shareholders casting votes on the proposed resolution at the Meeting and no Shareholder had any material interests in the matters considered at the Meeting and was required to abstain from voting at the Meeting.

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

Number of Shareholders and authorized proxies attending the Meeting	19
Of which:	
Number of A share Shareholders	17
Number of H share Shareholders	2
Total number of the voting shares held by the attendees	4,733,824,164
Of which:	
Total number of shares held by A share Shareholders	3,738,000,701
Total number of shares held by H share Shareholders	995,823,463
Percentage of the total number of voting shares of the Company (%)	53.1416
Of which:	
Percentage of the voting shares held by A share Shareholders to the total number of voting shares of the Company (%)	41.9625
Percentage of the voting shares held by H share Shareholders to the total number of voting shares of the Company (%)	11.1791

POLL RESULTS

The poll results in respect of proposal at the Meeting are set out as follows:

1. The proposed appointment of an executive Director and a non-executive Director of the Company
- 1.1 The proposed appointment of Mr. HE Qing as an executive Director of the fifth session of the Board

Type of Shareholders	For		Against		Abstain	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Shares	3,738,201,436	100.0053	–	–	–	–
H Shares	990,744,020	99.4899	4,855,243	0.4876	224,200	0.0225
Total	4,728,945,456	99.8969	4,855,243	0.1026	224,200	0.0047

- 1.2 The proposed appointment of Mr. AN Hongjun as a non-executive Director of the fifth session of the Board.

Type of Shareholders	For		Against		Abstain	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Shares	3,737,561,366	99.9882	–	–	–	–
H Shares	988,769,752	99.2917	7,053,711	0.7083	–	–
Total	4,726,331,118	99.8417	7,053,711	0.1490	–	–

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.

Please refer to the circular of the Meeting published by the Company dated 26 September 2019 for details of the above proposals.

APPOINTMENT OF NEW DIRECTORS

The appointments of Mr. HE Qing as an executive Director and Mr. AN Hongjun as a non-executive Director of the fifth session of the Board have been approved by ordinary resolutions of the Shareholders at the EGM. The term of office of each of Mr. HE Qing and Mr. AN Hongjun 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 Mr. HE Qing and Mr. AN Hongjun are set out in the announcements published by the Company on 23 September 2019 and 25 September 2019 (the “**Announcements**”). 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 Mr. HE Qing or Mr. AN Hongjun. Other than the emoluments to be received pursuant to his specific management position, Mr. HE Qing will not receive any director’s fee from the Company upon being appointed as an executive Director of the Company, and Mr. AN Hongjun will receive an annual remuneration of RMB150,000 from the Company upon being appointed as a non-executive Director of the Company. Unless otherwise required by the relevant applicable laws and regulations, the terms of office of Mr. HE Qing and Mr. AN Hongjun shall be the same as the 5th session of the Board.

Save as disclosed in the Announcements, to the best knowledge of the directors of the Company, neither Mr. HE Qing nor Mr. AN Hongjun 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 Mr. HE Qing nor Mr. AN Hongjun 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 Mr. HE Qing nor Mr. AN Hongjun has any interest in the Shares or its associated corporations within the definition under Part XV of the Securities and Futures Ordinance.

To the best knowledge of the directors of the Company, there is no information in relation to the appointment of Mr. HE Qing and Mr. AN Hongjun 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 Mr. HE Qing nor Mr. AN Hongjun 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 Meeting. Haiwen & Partners appointed attorney Ms. Mu Jian and Ms. Xiao Junyan to attend the Meeting and issued the legal opinion stating that the convening of the Meeting and its procedures, the qualifications of the Shareholders and their authorized proxies who attended the Meeting, 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 resolution passed at the Meeting is legal and valid.

By order of the Board
Guotai Junan Securities Co., Ltd.
Wang Song
Vice Chairman

Shanghai, the PRC
11 November 2019

As at the date of this announcement, the executive directors of the Company are Mr. WANG Song and Mr. YU Jian; the non-executive directors of the Company are Mr. FU Fan, Ms. GUAN Wei, Mr. ZHOU Lei, Mr. ZHONG Maojun, Mr. WANG Wenjie, Mr. LIN Facheng and ZHOU Hao; 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.