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GUOTAI JUNAN SECURITIES CO., LTD.

國泰君安證券股份有限公司

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

(Stock Code: 02611)

**POLL RESULTS OF THE 2021 FIRST EXTRAORDINARY
GENERAL MEETING, THE 2021 FIRST A SHARE CLASS MEETING
AND THE 2021 FIRST H SHARE CLASS MEETING**

CONVENING OF THE MEETINGS

The 2021 first extraordinary general meeting, the 2021 first A share class meeting and the 2021 first H share class meeting (collectively, the “**Meetings**”) of Guotai Junan Securities Co., Ltd. (the “**Company**”) were held on 25 November 2021 at Second Floor, City Hotel Shanghai, No. 5-7 South Shaanxi 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 Meetings (the “**Circular**”) published by the Company dated 5 November 2021.

The Meetings were 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 resolutions submitted to the shareholders of the Company (the “**Shareholders**”) at the Meetings 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 to 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 Meetings.

The convening and holding of the Meetings 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**”). 4 of the 15 directors, 3 of the 7 supervisors, and the Board secretary of the Company were present at the Meetings. Certain members of the senior management of the Company also attended the Meetings.

The total number of issued shares of the Company as at the date of the Meetings was 8,908,449,523 shares, comprising 7,516,622,343 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 Meetings.

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 resolutions at the Meetings and no Shareholder had any material interests in the matters considered at the Meetings and was required to abstain from voting at the Meetings.

ATTENDANCE AND POLL RESULTS OF THE EGM

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

Number of Shareholders and authorized proxies attending the EGM	47
of which:	
Number of A share Shareholders	44
Number of H share Shareholders	3
Total number of the voting shares held by the attendees	4,619,992,948
of which:	
Total number of shares held by A share Shareholders	3,767,250,303
Total number of shares held by H share Shareholders	852,742,645
Percentage of the total number of voting shares of the Company (%)	51.8608
of which:	
Percentage of the voting shares held by A share Shareholders to the total number of voting shares of the Company (%)	42.2885
Percentage of the voting shares held by H share Shareholders to the total number of voting shares of the Company (%)	9.5723

The poll results in respect of proposals at the EGM are set out as follows:

Ordinary Resolutions

1. To consider and approve the resolution on the proposed appointment of Mr. ZHANG Yipeng as a non-executive Director of the sixth session of the Board;

Type of Shareholders	For		Against		Abstain	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A Shares	3,761,075,033	99.8361	6,167,470	0.1637	7,800	0.0002
H Shares	844,560,122	99.0404	8,182,523	0.9596	0	0.0000
Total	4,605,635,155	99.6892	14,349,993	0.3106	7,800	0.0002

2. To consider and approve the resolution on the proposed appointment of Mr. CHAI Hongfeng as an independent non-executive Director of the sixth session of the Board;

Type of Shareholders	For		Against		Abstain	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A Shares	3,767,151,703	99.9974	90,800	0.0024	7,800	0.0002
H Shares	852,742,645	100.0000	0	0.0000	0	0.0000
Total	4,619,894,348	99.9979	90,800	0.0020	7,800	0.0001

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 for details of the above proposals.

Special Resolutions

3. To consider and approve the resolution on the proposed amendments to the Articles of Association.

Type of Shareholders	For		Against		Abstain	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A Shares	3,767,001,903	99.9934	245,600	0.0065	2,800	0.0001
H Shares	852,742,645	100.0000	0	0.0000	0	0.0000
Total	4,619,744,548	99.9946	245,600	0.0053	2,800	0.0001

4. To consider and approve the resolution on the repurchase and cancellation of part of the Restricted A Shares.

Type of Shareholders	For		Against		Abstain	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A Shares	3,767,176,603	99.9980	73,700	0.0020	0	0.0000
H Shares	852,738,445	99.9995	4,200	0.0005	0	0.0000
Total	4,619,915,048	99.9983	77,900	0.0017	0	0.0000

As more than two-thirds of the votes were cast in favour of each of these resolutions, each of these resolutions was duly passed as a special resolution. Please refer to the Circular for details of the above proposals.

ATTENDANCE AND POLL RESULTS OF THE A SHARE CLASS MEETING

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

Number of Shareholders and authorized proxies attending the A Share Class Meeting	44
Total number of the voting shares held by the attendees	3,767,250,303
Percentage of the total number of voting shares of the Company (%)	42.2885

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

Special Resolution

1. To consider and approve the resolution on the repurchase and cancellation of part of the Restricted A Shares.

Type of Shareholders	For		Against		Abstain	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
A Shares	3,767,176,603	99.9980	73,700	0.0020	0	0.0000
Total	3,767,176,603	99.9980	73,700	0.0020	0	0.0000

As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution. Please refer to the Circular for details of the above proposal.

ATTENDANCE AND POLL RESULTS OF THE H SHARE CLASS MEETING

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

Number of Shareholders and authorized proxies attending the H Share Class Meeting	3
Total number of the voting shares held by the attendees	749,276,445
Percentage of the total number of voting shares of the Company (%)	8.4109

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

Special Resolution

1. To consider and approve the resolution on the repurchase and cancellation of part of the Restricted A Shares.

Type of Shareholders	For		Against		Abstain	
	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>	<i>Number of votes</i>	<i>Percentage (%)</i>
H Shares	749,272,245	99.9994	4,200	0.0006	0	0.0000
Total	749,272,245	99.9994	4,200	0.0006	0	0.0000

As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution. Please refer to the Circular for details of the above proposal.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The appointment of Mr. ZHANG Yipeng (“**Mr. ZHANG**”) as a non-executive Director of the sixth session of the Board has been approved by ordinary resolutions of the Shareholders at the EGM. The term of office of Mr. ZHANG will be from 25 November 2021 until the end of the sixth session of the Board. Biographical details of Mr. ZHANG are set out in the Circular. 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. ZHANG. Mr. ZHANG will receive an annual remuneration of RMB150,000 (before tax) from the Company upon being appointed as a non-executive Director.

Save as disclosed in this announcement, to the best knowledge of the Directors, Mr. ZHANG did not hold any directorship in the past three years in any other public companies listed on any securities market in Hong Kong or overseas, have any relationships with any directors, supervisors, senior management or substantial shareholders (as defined in the Listing Rules) of the Company, or hold any position in the Company or any of its subsidiaries. As at the date of this announcement, Mr. ZHANG does not have any interest in the shares of the Company or its associated corporations within the definition under Part XV of the SFO.

Save as disclosed in this announcement, there is no information in relation to the appointment of Mr. ZHANG that is required to be disclosed pursuant to the requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules nor are there any matters which need to be brought to the attention to the Shareholders.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The appointment of Mr. CHAI Hongfeng (“**Mr. CHAI**”) as an independent non-executive Director of the sixth session of the Board has been approved by ordinary resolutions of the Shareholders at the EGM. The term of office of Mr. CHAI will be from 25 November 2021 until the end of the sixth session of the Board. Biographical details of Mr. CHAI are set out in the Circular. 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. CHAI. Mr. CHAI will not receive any director’s fee from the Company upon being appointed as an independent non-executive Director.

Save as disclosed in this announcement, to the best knowledge of the Directors, Mr. CHAI did not hold any directorship in the past three years in any other public companies listed on any securities market in Hong Kong or overseas, have any relationships with any directors, supervisors, senior management or substantial shareholders (as defined in the Listing Rules) of the Company, or hold any position in the Company or any of its subsidiaries. As at the date of this announcement, Mr. CHAI does not have any interest in the shares of the Company or its associated corporations within the definition under Part XV of the SFO.

Save as disclosed in this announcement, there is no information in relation to the appointment of Mr. CHAI above that is required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules nor are there any matters which need to be brought to the attention to the Shareholders.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The proposed amendments to the Articles of Association and its appendices were duly approved by the Shareholders at the EGM. The details of such amendments were set out in the Circular.

LAWYER'S CERTIFICATION

The Company engaged Haiwen & Partners to certify the Meetings. Haiwen & Partners appointed attorneys Ms. MU Jian and Ms. XIAO Junyan to attend the Meetings and issued the legal opinion stating that the convening of the Meetings and its procedures, the qualifications of the Shareholders and their authorized proxies who attended the Meetings, the qualifications of the convener, the voting procedures and the voting results of the resolutions 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 Meetings are legal and valid.

By order of the Board
Guotai Junan Securities Co., Ltd.
HE Qing
Chairman

Shanghai, the PRC
25 November 2021

As at the date of this announcement, the executive directors of the Company are Mr. HE Qing, Mr. WANG Song and Mr. YU Jian; the non-executive directors of the Company are Mr. LIU Xinyi, Ms. GUAN Wei, Mr. ZHONG Maojun, Mr. CHEN Hua, Mr. WANG Wenjie, Mr. ZHANG Zhan, Mr. ZHANG Yipeng and Mr. AN Hongjun; and the independent non-executive directors of the Company are Mr. XIA Dawei, Mr. DING Wei, Mr. LI Renjie, Mr. BAI Wei, Mr. LEE Conway Kong Wai and Mr. CHAI Hongfeng.