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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 2022 FIRST EXTRAORDINARY GENERAL MEETING**

Reference is made to the circular (the “**Circular**”) and the notice of the 2022 first extraordinary general meeting, each dated 20 June 2022, of Guotai Junan Securities Co., Ltd. (the “**Company**”). Except as the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

CONVENING THE EGM

The EGM was held on 8 July 2022 at 2:00 p.m. at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, the PRC. The convening and holding of the EGM were in compliance with the requirements of the applicable laws and regulations of the PRC and the Articles of Association.

The EGM was presided over by Mr. HE Qing, the chairman of the Board. The Directors of the Company, namely Mr. HE Qing, Mr. YU Jian, Mr. DING Wei, Mr. BAI Wei, Mr. LEE Conway Kong Wai, and Supervisors of the Company, namely, Ms. LI Zhongning, Mr. WU Hongwei, Mr. ZHOU Zhaohui, Mr. SHEN Yun, Mr. SHAO Liangming, Mr. XIE Min and the Board secretary attended the EGM.

VOTING ARRANGEMENT

Voting for the resolutions submitted to the Shareholders at the EGM was conducted by poll, which includes both onsite voting and, for A Shareholders only, online voting. Representatives of Shareholders, Supervisors, representatives from Haiwen & Partners, the PRC legal advisor 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 EGM.

The total number of issued shares of the Company as at the date of the EGM was 8,906,671,793 Shares, comprising 7,514,844,613 A Shares and 1,391,827,180 H Shares, 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 EGM. International Group, as well as its associates, and Shanghai Industrial have abstained from voting on ordinary resolution 1.

Save as disclosed above, there was no restriction on any Shareholder casting votes on the resolutions at the EGM. There were no Shares entitling any Shareholder to attend but were required to abstain from voting in favour as set out in Rule 13.40 of the Hong Kong Listing Rules, and no Shareholder was required under the Hong Kong 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.

EGM ATTENDANCE

Details of the Shareholders and authorized proxies present at the EGM are as follows:

Number of Shareholders and authorized proxies attending the EGM	44
of which:	
Number of A Shareholders	41
Number of H Shareholders	3
Total number of the voting shares held by the attendees	4,910,948,146
of which:	
Total number of shares held by A Shareholders	3,905,960,082
Total number of shares held by H Shareholders	1,004,988,064
Percentage of the total number of voting shares of the Company (%)	55.1378
of which:	
Percentage of the voting shares held by A Shareholders to the total number of voting shares of the Company (%)	43.8543
Percentage of the voting shares held by H Shareholders to the total number of voting shares of the Company (%)	11.2835

POLL RESULTS

The poll results in respect of the proposed resolutions are set out as follows:

ORDINARY RESOLUTION			For		Against		Abstain	
			Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
1.	To consider and approve the resolution on the proposed acquisition of 8% equity interest in Hua An Funds.	A Shares	1,228,855,703	99.3578	25,000	0.0020	7,917,688	0.6402
		H Shares	727,040,244	99.7328	0	0.0000	1,947,820	0.2672
		Total	1,955,895,947	99.4969	25,000	0.0013	9,865,508	0.5018
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								
SPECIAL RESOLUTION			For		Against		Abstain	
			Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
2.	To consider and approve the resolution on the proposed amendments to the Articles of Association.	A Shares	3,905,928,582	99.9992	29,200	0.0007	2,300	0.0001
		H Shares	1,004,988,064	100.0000	0	0.0000	0	0.0000
		Total	4,910,916,646	99.9994	29,200	0.0006	2,300	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 for details of the above resolutions.

LAWYER'S CERTIFICATION

The Company engaged Haiwen & Partners to certify the EGM. Haiwen & Partners appointed attorneys Ms. MU Jian and Ms. ZHENG Lu to attend the EGM and issued the legal opinion stating that the convening of the EGM and its procedures, the qualifications of the Shareholders and their authorized proxies who attended the EGM, 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 EGM are legal and valid.

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

Shanghai, the PRC
8 July 2022

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.