

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 06881)

**ANNOUNCEMENT**  
**POLL RESULTS OF THE AGM**  
**AND**  
**DISTRIBUTION OF 2022 FINAL DIVIDEND**

The Board wishes to announce that all resolutions proposed at the AGM held on Thursday, 29 June 2023 were duly passed.

The 2022 Final Dividend is expected to be paid on Monday, 28 August 2023 to holders of H Shares of the Company.

The board of directors (the “**Board**”) of China Galaxy Securities Co., Ltd. (the “**Company**”) wishes to announce that the annual general meeting (the “**AGM**”) of the Company was held at Conference Room M1919, Qinghai Finance Building, Building No. 1, No. 8 Xiying Street, Fengtai District, Beijing, the PRC on Thursday, 29 June 2023.

All resolutions proposed at the AGM were duly passed. The full text of the resolutions is set out in the circular of the Company and the notice of the AGM dated 7 June 2023.

**I. POLL RESULTS OF THE AGM**

The total issued shares of the Company were 10,347,116,825 shares (including 6,656,132,192 A Shares and 3,690,984,633 H Shares). With respect to Resolution No. 8 proposed at the AGM, China Galaxy Financial Holdings Company Limited (“**Galaxy Financial Holdings**”), holding 5,186,538,364 shares of the Company, representing approximately 50.13% of the total issued shares of the Company, was required to abstain and had abstained from voting on such resolution, and the shares held by it were not counted towards the total number of shares entitling the shareholders to vote in respect of such resolution. As a result, independent shareholders holding a total of 5,160,578,461 shares of the Company, representing approximately 49.87% of the total issued shares of the Company, were entitled to attend and vote on Resolution No. 8 at the AGM. The intention of Galaxy Financial Holdings to abstain from voting on such resolution was stated in the circular of the Company dated 7 June 2023. With respect to other resolutions proposed at the AGM, shareholders

holding a total of 10,347,116,825 shares of the Company, representing 100% of the total issued shares of the Company, were entitled to attend and vote on such resolutions at the AGM. Save as disclosed above, no shareholders were required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to abstain from voting or voting in favour of any of the resolutions proposed at the AGM.

Shareholders and authorized proxies holding a total of 6,531,045,922 shares, representing approximately 63.119476% of the total issued shares of the Company, attended the AGM. The voting at the AGM was conducted by way of onsite voting and online voting. The AGM was convened in accordance with the requirements of the relevant laws and regulations of the PRC and the articles of association of the Company, and the poll results are lawful and valid.

<b>Total number of shareholders and authorized proxies attending the AGM</b>	119
including: number of holders of A Shares	118
number of holders of H Shares	1
<b>Total number of shares with voting rights</b>	6,531,045,922
including: total number of shares held by holders of A Shares	5,368,081,796
total number of shares held by holders of H Shares	1,162,964,126
<b>Percentage to the total number of shares with voting rights (%)</b>	63.119476%
including: percentage of shares held by holders of A Shares (%)	51.879977%
percentage of shares held by holders of H Shares (%)	11.239499%

The poll results in respect of the resolutions proposed at the AGM are as follows:

Resolutions		Type of shareholders	For		Against		Abstain	
			No. of shares voted	Percentage (%)	No. of shares voted	Percentage (%)	No. of shares voted	Percentage (%)
As ordinary resolutions								
1	To consider and approve the final accounts plan of the Company for 2022	Holders of A Shares	5,367,994,096	99.998366	30,400	0.000567	57,300	0.001067
		Holders of H Shares	1,144,107,626	98.378583	12,693,000	1.091435	6,163,500	0.529982
		Total	6,512,101,722	99.709936	12,723,400	0.194814	6,220,800	0.095250
	The resolution was duly passed as an ordinary resolution.							
2	To consider and approve the profit distribution plan of the Company for 2022	Holders of A Shares	5,368,051,396	99.999434	30,400	0.000566	0	0.000000
		Holders of H Shares	1,162,838,126	99.989166	0	0.000000	126,000	0.010834
		Total	6,530,889,522	99.997605	30,400	0.000466	126,000	0.001929
	The resolution was duly passed as an ordinary resolution.							
3	To consider and approve the annual report of the Company for 2022	Holders of A Shares	5,367,994,096	99.998366	30,400	0.000567	57,300	0.001067
		Holders of H Shares	1,144,107,626	98.378583	12,693,000	1.091435	6,163,500	0.529982
		Total	6,512,101,722	99.709936	12,723,400	0.194814	6,220,800	0.095250
	The resolution was duly passed as an ordinary resolution.							

Resolutions		Type of shareholders	For		Against		Abstain	
			No. of shares voted	Percentage (%)	No. of shares voted	Percentage (%)	No. of shares voted	Percentage (%)
4	To consider and approve the work report of the board of directors of the Company for 2022	Holders of A Shares	5,367,994,096	99.998366	30,400	0.000567	57,300	0.001067
		Holders of H Shares	1,144,107,626	98.378583	12,693,000	1.091435	6,163,500	0.529982
		Total	6,512,101,722	99.709936	12,723,400	0.194814	6,220,800	0.095250
	The resolution was duly passed as an ordinary resolution.							
5	To consider and approve the work report of the supervisory committee of the Company for 2022	Holders of A Shares	5,367,994,096	99.998366	30,400	0.000567	57,300	0.001067
		Holders of H Shares	1,144,107,626	98.378583	12,693,000	1.091435	6,163,500	0.529982
		Total	6,512,101,722	99.709936	12,723,400	0.194814	6,220,800	0.095250
	The resolution was duly passed as an ordinary resolution.							
6	To consider and approve the capital expenditure budget of the Company for 2023	Holders of A Shares	5,368,051,296	99.999432	30,400	0.000566	100	0.000002
		Holders of H Shares	1,162,838,126	99.989166	0	0.000000	126,000	0.010834
		Total	6,530,889,422	99.997604	30,400	0.000465	126,100	0.001931
	The resolution was duly passed as an ordinary resolution.							
7	To consider and approve the appointment of the external auditors of the Company for 2023	Holders of A Shares	5,368,051,296	99.999432	30,400	0.000566	100	0.000002
		Holders of H Shares	1,153,615,626	99.196149	9,222,500	0.793017	126,000	0.010834
		Total	6,521,666,922	99.856394	9,252,900	0.141675	126,100	0.001931
	The resolution was duly passed as an ordinary resolution.							
8	To consider and approve the <i>Securities and Financial Products Transactions Framework Agreement</i> entered into between the Company and China Galaxy Financial Holdings Company Limited, the transactions thereunder, and the cap amounts for the three years ending 31 December 2025	Holders of A Shares	207,440,432	99.985299	30,400	0.014653	100	0.000048
		Holders of H Shares	1,162,838,126	99.989166	0	0.000000	126,000	0.010834
		Total	1,370,278,558	99.988580	30,400	0.002219	126,100	0.009201
	The resolution was duly passed as an ordinary resolution.							

Pursuant to the relevant laws and regulations of the PRC, the Company announces the poll results of holders of A Shares who individually or in aggregate hold less than 5% of the shares of the Company in respect of Resolution No. 8 proposed at the AGM as follows:

Resolutions		For		Against		Abstain	
		No. of shares voted	Percentage (%)	No. of shares voted	Percentage (%)	No. of shares voted	Percentage (%)
<b>As an ordinary resolution</b>							
8	To consider and approve the <i>Securities and Financial Products Transactions Framework Agreement</i> entered into between the Company and China Galaxy Financial Holdings Company Limited, the transactions thereunder, and the cap amounts for the three years ending 31 December 2025	207,440,432	99.985299%	30,400	0.014653%	100	0.000048%

The AGM was chaired by Mr. CHEN Liang, the Chairman of the Board of the Company. Ten out of the eleven directors of the Company attended the meeting, while Mr. WANG Sheng, the Vice Chairman of the Board and the President, was unable to attend the meeting due to other business commitments. All five supervisors of the Company attended the meeting. Certain members of the senior management of the Company also attended the meeting.

Computershare Hong Kong Investor Services Limited (the Company's H Share registrar), two representatives from the Company's shareholders, a supervisor of the Company and a representative from King & Wood Mallesons (the Company's PRC legal adviser) acted as the scrutineers for the vote-taking at the AGM.

## II. DISTRIBUTION OF 2022 FINAL DIVIDEND

The resolution on the profit distribution plan of the Company for the year ended 31 December 2022 has been approved at the AGM. The Company will distribute a cash dividend of RMB2,331,574,325.48 (inclusive of tax) for the year ended 31 December 2022 (the "**2022 Final Dividend**"). Based on the Company's total number of issued shares of 10,137,279,676 shares as at 31 December 2022, a cash dividend of RMB2.30 (inclusive of tax and the actual amount distributed may be slightly different due to rounding) for every 10 shares will be distributed. In case of any change in the total number of issued shares of the Company on the record date (namely 14 July 2023) as a result of placing, repurchase, or conversion of convertible bonds into shares, the amount of cash dividend per share will be adjusted accordingly based on the total amount of RMB2,331,574,325.48 (inclusive of tax).

The 2022 Final Dividend is denominated and declared in RMB, and payable in RMB and in HK dollars to holders of A Shares and holders of H Shares, respectively. The actual amount distributed in HK dollars will be calculated based on the average benchmark exchange rate of RMB against HK dollars announced by the People's Bank of China for the five business days prior to the date of the AGM (i.e. RMB0.918954 against HK\$1.00). Accordingly, the 2022 Final Dividend is HK\$0.250285 per H Share (inclusive of tax).

For the purpose of determining the entitlement of holders of H Shares to the 2022 Final Dividend, the H Share register of members of the Company will be closed from Thursday, 13 July 2023 to Friday, 14 July 2023 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the H Share register of members of the Company on Friday, 14 July 2023 are entitled to the 2022 Final Dividend. In order to be entitled to receive the 2022 Final Dividend, all share certificates, together with the instruments of transfers, must be lodged for registration with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares) at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, 12 July 2023. The last trading day for H Shares of the Company before ex-dividend will be Monday, 10 July 2023, and trading of ex-dividend H Shares will commence on Tuesday, 11 July 2023.

The Company has appointed Bank of China (Hong Kong) Trustees Limited as its receiving agent (the **"Receiving Agent"**) in Hong Kong and will pay the declared 2022 Final Dividend to the Receiving Agent for payment to holders of H Shares. It is expected that the Receiving Agent will pay the 2022 Final Dividend on Monday, 28 August 2023 to holders of H Shares whose names appear on the H Share register of members of the Company on Friday, 14 July 2023.

As for the distribution of the 2022 Final Dividend to the holders of A Shares, the record date is Friday, 14 July 2023, the ex-dividend date and the dividend distribution date are Monday, 17 July 2023. The Company will announce separately on the Shanghai Stock Exchange details of the arrangements regarding the distribution of the 2022 Final Dividend to the holders of A Shares.

### III. WITHHOLDING AND PAYMENT OF INCOME TAX

Pursuant to the Notice of the State Administration of Taxation on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348)(《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), dividend received by overseas resident individual shareholders who hold shares issued by domestic non-foreign invested enterprises in Hong Kong is subject to the payment of individual income tax according to the items of "interest, dividend and bonus income", which shall be withheld by the withholding agents according to relevant laws. The overseas resident individual shareholders who hold shares issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax treaties entered into between the countries where they reside and the PRC or

the tax arrangements between Mainland and Hong Kong (Macau). The tax rate for dividends under the relevant tax treaties and tax arrangements is 10% in general, and for the purpose of simplifying tax administration, domestic non-foreign invested enterprises issuing shares in Hong Kong may withhold individual income tax at the rate of 10% in general when distributing dividends, and are not obligated to file an application. If the tax rate for dividends is not equal to 10%, the following provisions shall apply: (1) for citizens from countries which have entered into tax treaties stipulating a tax rate of lower than 10%, the withholding agents will file applications on their behalf to seek entitlement of the relevant agreed preferential treatments, and upon approval by the competent tax authorities, the excess tax amounts withheld will be refunded; (2) for citizens from countries which have entered into tax treaties stipulating a tax rate of higher than 10% but lower than 20%, the withholding agents will withhold the individual income tax at the agreed-upon effective tax rate when distributing dividends, and are not obligated to file an application; and (3) for citizens from countries without tax treaties or under other situations, the withholding agents will withhold the individual income tax at a tax rate of 20% when distributing dividends.

Pursuant to the Notice of the State Administration of Taxation on Issues Concerning Withholding the Enterprise Income Tax on Dividends Paid by Chinese Resident Enterprises to Holders of H Shares who are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897)(《國家稅務總局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》(國稅函[2008]897號)), a PRC resident enterprise, when distributing dividends for 2008 and for the years afterwards to holders of H Shares who are overseas non-resident enterprises, shall withhold the enterprise income tax at a flat rate of 10%. After receiving the dividends, non-resident enterprise shareholders may, or may entrust an agent or withholding agent to, apply to the competent tax authorities for the entitlement of the preferential tax treatment under the relevant tax treaties or tax arrangements. Upon approval by the competent tax authorities, the paid amount in excess of the tax payable based on the tax rate under the tax treaties or tax arrangements will be refunded.

#### **IV. PROFIT DISTRIBUTION TO HONG KONG INVESTORS VIA THE SHANGHAI STOCK CONNECT PROGRAM**

For Hong Kong investors (including enterprises and individuals) investing in the Company's A Shares via the Shanghai Stock Connect Program, the 2022 Final Dividend 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 nominee holding such A Shares. The record date, the dividend distribution date and other arrangements for investors via the Shanghai Stock Connect Program will be the same as those for the holders of A Shares of the Company.

The Company will withhold and pay income tax at the rate of 10% on behalf of those investors. For investors via the Shanghai Stock Connect Program who are tax residents of other countries and whose country of domicile has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises or 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 competent tax authorities, the paid amount in excess of the tax payable based on the tax rate under such tax treaty will be refunded.



## V. PROFIT DISTRIBUTION TO MAINLAND INVESTORS VIA THE HONG KONG STOCK CONNECT PROGRAM

For Mainland investors (including enterprises and individuals) investing in the Company's H Shares via the Hong Kong Stock Connect Program, the Shanghai Branch and the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the nominee holding H Shares for investors via the Hong Kong Stock Connect Program, will receive the 2022 Final Dividend distributed by the Company and distribute such 2022 Final Dividend in RMB to the relevant investors of H Shares through its depository and clearing system. The record date, the dividend distribution date and other arrangements for investors via the Hong Kong Stock Connect Program will be the same as those for the holders of H Shares of the Company.

Pursuant to the Notice on Relevant Taxation Policies Concerning the Pilot Inter-connected Mechanism for Trading on the Shanghai Stock Market and the Hong Kong Stock Market (Cai Shui [2014] No. 81) (《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》(財稅[2014]81 號)) promulgated on 17 November 2014 and the Notice on Relevant Taxation Policies Concerning the Pilot Inter-connected Mechanism for Trading on the Shenzhen Stock Market and the Hong Kong Stock Market (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》(財稅[2016]127 號)) promulgated on 5 December 2016:

- For Mainland individual investors who invest in the H Shares of the Company via the Hong Kong Stock Connect Program, the Company will withhold individual income tax at the rate of 20% in the distribution of the 2022 Final Dividend. Individual investors may, by producing valid tax payment proofs, apply to the competent tax authority of China Securities Depository and Clearing Corporation Limited for tax refund relating to the withholding tax already paid abroad. For Mainland securities investment funds that invest in the H Shares of the Company via the Hong Kong Stock Connect Program, the Company will withhold individual income tax in the distribution of the 2022 Final Dividend pursuant to the above provisions; and
- For Mainland enterprise investors that invest in the H Shares of the Company via the Hong Kong Stock Connect Program, the Company will not withhold income tax in the distribution of the 2022 Final Dividend and the Mainland enterprise investors shall pay the tax on their own.

By order of the Board  
**China Galaxy Securities Co., Ltd.**  
**CHEN Liang**  
*Chairman and Executive Director*

Beijing, the PRC  
29 June 2023

*As at the date of this announcement, the executive directors of the Company are Mr. CHEN Liang (Chairman) and Mr. WANG Sheng (Vice Chairman and President); the non-executive directors are Mr. YANG Tijun, Ms. LI Hui, Ms. LIU Chang, Mr. LIU Zhihong and Mr. JIANG Yuesheng; and the independent non-executive directors are Mr. LIU Ruizhong, Mr. WANG Zhenjun, Ms. LIU Chun and Mr. LAW Cheuk Kin Stephen.*