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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)

**(I) POLL RESULTS OF
THE 2023 THIRD EXTRAORDINARY GENERAL MEETING
(II) APPOINTMENT OF EXECUTIVE DIRECTOR AND
NON-EXECUTIVE DIRECTOR**

Reference is made to the circular (the “**Circular**”) and the notice of the 2023 third extraordinary general meeting, each dated 8 December 2023, of Guotai Junan Securities Co., Ltd. (the “**Company**”). Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as those defined in the Circular.

CONVENING THE EGM

The EGM was held at Room 405, 768 Nanjing West Road, Jingan District, Shanghai, the PRC at 2:30 p.m. on 29 December 2023. 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. WANG Song, the vice chairman of the Board and the President. The Directors of the Company namely, Mr. WANG Song, Mr. YU Jian, Mr. LI Renjie, Mr. BAI Wei, Mr. YIM, Chi Hung Henry and Supervisors of the Company, namely, Mr. WU Hongwei, Mr. ZHOU Zhaohui, Mr. SHEN Yun, Mr. ZUO Zhipeng, Mr. SHAO Liangming, Mr. XIE Min and the Board secretary Mr. YU Jian attended the EGM.

VOTING ARRANGEMENT

Voting for the resolution 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 8,904,610,816 Shares, comprising 7,512,783,636 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 resolution proposed at the EGM.

There was no restriction on any Shareholder casting votes on the resolution 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 resolution. There were no Shares actually voted but excluded from calculating the poll results of the proposed resolution.

EGM ATTENDANCE

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

Number of Shareholders and authorized proxies attended the EGM	34
of which:	
Number of A Shareholders	33
Number of H Shareholders	1
Total number of voting shares held by the attendees	4,337,584,777
of which:	
Total number of shares held by A Shareholders	3,893,697,843
Total number of shares held by H Shareholders	443,886,934
Percentage of the total number of voting shares of the Company (%)	48.7117
of which:	
Percentage of the voting shares held by A Shareholders to the total number of voting shares of the Company (%)	43.7268
Percentage of the voting shares held by H Shareholders to the total number of voting shares of the Company (%)	4.9849

POLL RESULTS

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

No.	Ordinary Resolution	Cumulative Voting (Number of Votes % of the total number of Shares held by all Shareholders and authorized proxies attending)		
			Number of Shares	Percentage (%)
1.	To consider and approve the resolution on the appointment of executive Director and non-executive Director of the sixth session of the Board:			
1.1	To appoint Mr. ZHU Jian as an executive Director.	A Shares	3,899,402,383	100.1465
		H Shares	449,455,498	101.2545
		Total	4,348,857,881	100.2599
1.2	To appoint Mr. SUN Minghui as a non-executive Director.	A Shares	3,885,212,121	99.7821
		H Shares	438,318,370	98.7455
		Total	4,323,530,491	99.6760
As more than half of the total number of votes held by Shareholders and authorized proxies who attended the meeting were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				

Please refer to the Circular for details of the above resolution.

APPOINTMENT OF EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTOR

We refer to the announcement of the Company dated 6 December 2023 in relation to the proposed appointment of (i) Mr. ZHU Jian as the candidate as an executive Director of the sixth session of the Board, and as the chairman of the sixth session of the Board and the chairman of the Strategy and ESG Committee upon his appointment as the Director; and (ii) Mr. SUN Minghui as the candidate as a non-executive Director of the sixth session of the Board, and as the member of the Audit Committee of the sixth session of the Board upon his appointment as the Director (collectively, the “**Proposed Appointments**”). The Proposed Appointments were approved by the ordinary resolution at the EGM. Accordingly, the term of office of Mr. ZHU Jian as an executive Director, chairman of the Board and chairman of the Strategy and ESG Committee and Mr. SUN Minghui as a non-executive Director and member of the Audit Committee shall commence until the date of expiration of the sixth session of the Board. Mr. ZHU Jian has been appointed as the authorized representative of the Company under Rule 3.05 of the Hong Kong Listing Rules, and Mr. WANG Song ceased to be the authorized representative of the Company with effect from the date of this announcement.

The biographies of Mr. ZHU Jian and Mr. SUN Minghui are set out below.

Mr. ZHU Jian (朱健), aged 52, holds a master degree in law and a master degree in business administration. Previously, he served as a deputy division head of the information research division of China Securities Regulatory Commission (“CSRC”) Shanghai Securities Office, a deputy division head and the division head of the information research division of CSRC Shanghai Branch, the head of general office and the division head of the second institution division of CSRC Shanghai Branch. He also served as a director assistant and a deputy director of CSRC Shanghai Branch, a vice president of the Company, and the vice chairman and the president of Bank of Shanghai Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 601229) from October 2020 to December 2023.

Mr. SUN Minghui (孫明輝), aged 42, is a senior accountant and holds a master degree in economics. Mr. SUN Minghui successively served in the preparation team and the capital department of Shenzhen Energy Finance Co., Ltd. and the financial management department of Shenzhen Energy Group Co., Ltd. He has been working in Shenzhen Investment Holdings Co., Ltd. since February 2012, and successively served as the head of financing management of the financial budget department, the senior head of the finance department, the senior manager of the board office, and the deputy head of the financial department (settlement center). Mr. SUN Minghui has been the head (director) of the financial department (settlement center) of Shenzhen Investment Holdings Co., Ltd. since November 2020, a director of Shenzhen Special Economic Zone Real Estate & Properties (Group) Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000029) since December 2020 and a director of Shenzhen Textile (Holdings) Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000045) since February 2021.

As at the date of this announcement, the Company has not entered into any service contract with Mr. ZHU Jian or Mr. SUN Minghui. Mr. ZHU Jian will not receive any director’s fees from the Company but will receive remuneration commensurate with his specific position in the Company and in accordance with the relevant regulations. Mr. SUN Minghui will not receive any director’s fees from the Company.

Save as disclosed in this announcement, to the best knowledge of the Directors, Mr. ZHU Jian and Mr. SUN Minghui have not 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; Mr. ZHU Jian and Mr. SUN Minghui do not have any relationships with any directors, supervisors, senior management or substantial shareholders (as defined in the Hong Kong Listing Rules) of the Company, and do not hold any positions in the Company or any of its subsidiaries. As at the date of this announcement, Mr. ZHU Jian and Mr. SUN Minghui do not have any interests in the Company or its associated corporations within the meaning as defined under Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Save as disclosed in this announcement, there is no information in relation to the Proposed Appointments required to be disclosed pursuant to 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 of the Shareholders.

LAWYER'S CERTIFICATION

The Company engaged Haiwen & Partners to certify the EGM. Haiwen & Partners appointed attorneys Ms. Mu Jian and Ms. Li Xiaolin to attend the EGM and issued legal opinions 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 relevant PRC laws and regulations and the Articles of Association. The resolution passed at the EGM is lawful and valid.

By order of the Board
Guotai Junan Securities Co., Ltd.
ZHU Jian
Chairman

Shanghai, the PRC
29 December 2023

As at the date of this announcement, the executive directors of the Company are Mr. ZHU Jian, 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. SUN Minghui, Mr. ZHANG Yipeng and Mr. AN Hongjun; and the independent non-executive directors of the Company are Mr. DING Wei, Mr. LI Renjie, Mr. BAI Wei, Mr. WANG Guogang, Mr. YIM, Chi Hung Henry and Mr. PU Yonghao.