

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.



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 2024 FIRST EXTRAORDINARY GENERAL MEETING,
THE 2024 FIRST A SHARE CLASS MEETING
AND THE 2024 FIRST H SHARE CLASS MEETING

CONVENING THE MEETINGS

The 2024 first extraordinary general meeting, the 2024 first A share class meeting and the 2024 first H share class meeting (collectively, the “**Meetings**”) of Guotai Junan Securities Co., Ltd. (the “**Company**”) were held on 20 March 2024 at Room 405, 768 Nanjing West Road, Jingan District, 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 1 March 2024. 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.

The Meetings were presided over by Mr. ZHU Jian, the chairman of the Board. The directors of the Company, namely Mr. ZHU Jian, Mr. YU Jian, Mr. DING Wei, Mr. LI Renjie, Mr. BAI Wei, Mr. WANG Guogang, Mr. YIM, Chi Hung Henry and Mr. PU Yonghao, and the supervisors of the Company, namely, Mr. ZHOU Zhaohui, Mr. ZUO Zhipeng, Mr. SHAO Liangming, Mr. XIE Min and the Board secretary Mr. YU Jian attended the Meetings.

VOTING ARRANGEMENT

Voting for the resolutions submitted to the Shareholders at the Meetings 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 Meetings.

The total number of issued shares of the Company as at the date of the Meetings 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 resolutions proposed at the Meetings.

There was no restriction on any Shareholder casting votes on the resolutions at the Meetings. 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 Listing Rules, and no Shareholder was required under the Listing Rules to abstain from voting. None of the Shareholders had stated their intention in the Circular to vote against or abstain from any of the proposed resolutions. There were no Shares actually voted but excluded from calculating the poll results of the proposed resolutions.

ATTENDANCE AND POLL RESULTS OF THE EGM

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

Number of Shareholders and authorized proxies attending the EGM	53
of which:	
Number of A Shareholders	51
Number of H Shareholders	2
Total number of the voting shares held by the attendees	4,384,174,903
of which:	
Total number of shares held by A Shareholders	3,933,501,463
Total number of shares held by H Shareholders	450,673,440
Percentage of the total number of voting shares of the Company (%)	49.2349
of which:	
Percentage of the voting shares held by A Shareholders to the total number of voting shares of the Company (%)	44.1738
Percentage of the voting shares held by H Shareholders to the total number of voting shares of the Company (%)	5.0611

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

ORDINARY RESOLUTION		Cumulative Number of Votes (% of the total number of Shares held by all attending Shareholders and authorized proxies)						
		Number of Shares			Percentage (%)			
1.	To consider and approve the resolution on the appointment of an executive Director and a non-executive Director:							
1.1	to appoint Mr. LI Junjie as an executive Director of the sixth session of the Board;	4,377,697,384			99.8523			
1.2	to appoint Mr. ZHANG Manhua as a non-executive Director of the sixth session of the Board.	4,364,482,742			99.5508			
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.								
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 repurchase and cancellation of part of the Restricted A Shares.	A Shares	3,930,882,963	99.9334	2,618,400	0.0666	100	0.0000
		H Shares	450,673,440	100.0000	0	0.0000	0	0.0000
		Total	4,381,556,403	99.9403	2,618,400	0.0597	100	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.

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	50
Total number of the voting shares held by the attendees	3,932,702,663
Percentage of the total number of voting shares of the Company (%)	44.1688

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

SPECIAL 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 repurchase and cancellation of part of the Restricted A Shares.	A Share	3,930,084,163	99.9334	2,618,400	0.0666	100	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 resolution.

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	2
Total number of the voting shares held by the attendees	450,673,440
Percentage of the total number of voting shares of the Company (%)	5.0611

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

SPECIAL 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 repurchase and cancellation of part of the Restricted A Shares.	H Share	450,673,440	100.0000	0	0.0000	0	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 resolution.

APPOINTMENT OF EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTOR

We refer to the announcements of the Company dated 23 January 2024 and 29 February 2024 in relation to the proposed appointments of (i) Mr. LI Junjie as the candidate as an executive Director of the sixth session of the Board, the Vice Chairman and a member of the Risk Control Committee of the Board; and (ii) Mr. ZHANG Manhua as the candidate as a non-executive Director of the sixth session of the Board (collectively, the “**Proposed Appointments**”). The Proposed Appointments were approved by the ordinary resolution at the EGM with a term until the expiration date of the sixth session of the Board.

The biographies of Mr. LI Junjie and Mr. ZHANG Manhua are set out below.

Mr. LI Junjie (李俊傑), aged 48, holds a master’s degree in economics. Mr. LI Junjie served as the vice president of the Company from June 2021 to January 2024 and has served as the president of the Company since January 2024. He served as the assistant director of the office of China UnionPay Co., Ltd. (中國銀聯股份有限公司), the assistant to the general manager of the administrative management headquarters and a deputy general manager of the financial management headquarters of Shanghai International Group Co., Ltd. (上海國際集團有限公司), the deputy director and director of the board office and the representative of securities issues of the Company, and the general manager, vice chairman and the chairman of Shanghai Securities Co., Ltd. (上海證券有限責任公司). Mr. LI Junjie has concurrently served as the director of human resources of the Company since June 2021, the president of the Investment Banking Division and the director of the Executive Board of the Company from January 2022 to May 2023, and the president of the wealth management committee of the Company since May 2023.

Mr. ZHANG Manhua (張滿華), aged 48, holds a master’s degree in management. He has successively served as a senior manager of the investment center of Konka Group Co., Ltd. (康佳集團股份有限公司), the board secretary of Shenzhen Julong Optoelectronics Co., Ltd. (深圳聚龍光電有限公司), the head of the investment department of Shenzhen Shenchao Technology Investment Co., Ltd. (深圳市深超科技投資有限公司). He served as a senior manager of the enterprise department I, a deputy head of the strategy development department, a deputy head of the capital operation department and a deputy head of the legal and risk management department (presiding over the work) of Shenzhen Investment Holdings Co., Ltd. (深圳市投資控股有限公司) since June 2013. He has served as the head of the legal and risk management department of Shenzhen Investment Holdings Co., Ltd. since October 2018. Mr. ZHANG Manhua has served as a supervisor of Shenzhen Properties and Resources Development (Group) Ltd. (深圳市物業發展(集團)股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code 000011) since September 2014. He has served as a director of Shenzhen Special Economic Zone Real Estate & Properties (Group) Co., Ltd. (深圳經濟特區房地產(集團)股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code 000029) since March 2023.

As at the date of this announcement, the Company has not entered into any service contract with Mr. LI Junjie or Mr. ZHANG Manhua. Mr. LI Junjie will not receive any director’s fee from the Company other than the emoluments according to his specific positions or relevant regulations of the Company. Mr. ZHANG Manhua will not receive any director’s fees from the Company.

Save as disclosed in this announcement, to the best knowledge of the Directors, Mr. LI Junjie and Mr. ZHANG Manhua 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. LI Junjie and Mr. ZHANG Manhua do not have any relationships with any directors, supervisors, senior management or substantial shareholders (as defined in the 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. LI Junjie holds 599,686 A shares of the Company under the Restricted Share Incentive Scheme of A Shares of the Company. Save as disclosed above, Mr. LI Junjie and Mr. ZHANG Manhua 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 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 Meetings. Haiwen & Partners appointed attorneys Ms. MU Jian and Mr. Yang Xiaolong 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 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 Meetings are legal and valid.

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

Shanghai, the PRC
20 March 2024

As at the date of this announcement, the executive directors of the Company are Mr. Zhu Jian, Mr. LI Junjie 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. SUN Minghui, Mr. ZHANG Manhua, 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.