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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 ANNUAL GENERAL MEETING,  
THE 2024 SECOND A SHARE CLASS MEETING AND THE 2024  
SECOND H SHARE CLASS MEETING HELD ON 21 MAY 2024  
(II) PAYMENT OF FINAL DIVIDEND, AND  
(III) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**CONVENING THE MEETINGS**

The 2023 annual general meeting, the 2024 second A share class meeting and the 2024 second H share class meeting (collectively, the “**Meetings**”) of Guotai Junan Securities Co., Ltd. (the “**Company**”) were held on 21 May 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**”) dated 29 April 2024 published by the Company. 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 executive Directors of the Company, namely Mr. ZHU Jian, Mr. LI Junjie and Mr. YU Jian; non-executive Directors of the Company, namely Mr. LI Renjie, Mr. BAI Wei, Mr. WANG Guogang and Mr. YIM, Chi Hung Henry, the Supervisors of the Company, namely, Mr. WU Hongwei, Mr. ZHOU Zhaohui, Mr. XIE Min, the Board secretary of the Company 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.

International Group, the controlling shareholder of the Company, Shanghai SA and the related enterprises of International Group (if they are Shareholders) have abstained from voting on ordinary resolutions 6.1 and 8 of the AGM. Shenzhen Investment Holdings and the related enterprises (if they are Shareholders) have abstained from voting on ordinary resolution 6.2 of the AGM. The Directors, Supervisors and the senior management members of the Company and their related entities, if they are Shareholders, have abstained from voting on ordinary resolution 6.3 of the AGM; and the related natural persons who are Shareholders have abstained from voting on the ordinary resolution 6.4 of the AGM.

Save as disclosed above, 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 Hong Kong Listing Rules, and no Shareholder was required under the Hong Kong 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 AGM**

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

<b>Number of Shareholders and authorized proxies attending the AGM</b>	82
Of which:	
Number of A Shareholders	79
Number of H Shareholders	3
<b>Total number of the voting shares held by the attendees</b>	4,733,640,094
Of which:	
Total number of shares held by A Shareholders	3,933,150,636
Total number of shares held by H Shareholders	800,489,458
<b>Percentage of the total number of voting shares of the Company (%)</b>	53.1594
Of which:	
Percentage of the voting shares held by A Shareholders to the total number of voting shares of the Company (%)	44.1698
Percentage of the voting shares held by H Shareholders to the total number of voting shares of the Company (%)	8.9896

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

No.	ORDINARY RESOLUTIONS		For		Against		Abstain	
			No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)
1.	To consider and approve the 2023 Work Report of the Board.	A Shares	3,928,057,114	99.8705	4,419,622	0.1124	673,900	0.0171
		H Shares	799,601,858	99.8891	533,800	0.0667	353,800	0.0442
		<b>Total</b>	<b>4,727,658,972</b>	<b>99.8736</b>	<b>4,953,422</b>	<b>0.1046</b>	<b>1,027,700</b>	<b>0.0218</b>
<b>As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.</b>								
2.	To consider and approve the 2023 Work Report of the Supervisory Committee.	A Shares	3,928,026,114	99.8697	4,423,022	0.1125	701,500	0.0178
		H Shares	799,601,458	99.8891	533,800	0.0667	354,200	0.0442
		<b>Total</b>	<b>4,727,627,572</b>	<b>99.8730</b>	<b>4,956,822</b>	<b>0.1047</b>	<b>1,055,700</b>	<b>0.0223</b>
<b>As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.</b>								
3.	To consider and approve the 2023 profit distribution proposal of the Company.	A Shares	3,928,251,614	99.8754	4,382,122	0.1114	516,900	0.0132
		H Shares	800,489,458	100.0000	0	0.0000	0	0.0000
		<b>Total</b>	<b>4,728,741,072</b>	<b>99.8965</b>	<b>4,382,122</b>	<b>0.0926</b>	<b>516,900</b>	<b>0.0109</b>
<b>As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.</b>								
4.	To consider and approve the resolution on the re-appointment of external auditors.	A Shares	3,916,738,716	99.5827	5,927,939	0.1507	10,483,981	0.2666
		H Shares	795,748,205	99.4077	1,838,833	0.2297	2,902,420	0.3626
		<b>Total</b>	<b>4,712,486,921</b>	<b>99.5531</b>	<b>7,766,772</b>	<b>0.1641</b>	<b>13,386,401</b>	<b>0.2828</b>
<b>As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.</b>								
5.	To consider and approve the 2023 Annual Report of the Company.	A Shares	3,928,057,114	99.8705	4,419,622	0.1124	673,900	0.0171
		H Shares	799,601,858	99.8891	533,800	0.0667	353,800	0.0442
		<b>Total</b>	<b>4,727,658,972</b>	<b>99.8736</b>	<b>4,953,422</b>	<b>0.1046</b>	<b>1,027,700</b>	<b>0.0218</b>
<b>As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.</b>								

No.	ORDINARY RESOLUTIONS		For		Against		Abstain	
			No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)
6.	To consider and approve the resolution on the potential related party transactions contemplated in the ordinary course of business of the Company in 2024, including:							
6.1	to consider and approve the potential related party transactions between the Group and Shanghai International Group Co., Ltd. and its related enterprises;	A Shares	1,344,975,275	99.6299	4,454,022	0.3299	541,800	0.0402
		H Shares	524,489,458	100.0000	0	0.0000	0	0.0000
		<b>Total</b>	1,869,464,733	99.7335	4,454,022	0.2376	541,800	0.0289
6.2	to consider and approve the potential related party transactions between the Group and Shenzhen Investment Holdings Co., Ltd. and its related enterprises;	A Shares	3,318,726,457	99.8497	4,454,022	0.1340	541,800	0.0163
		H Shares	800,489,458	100.0000	0	0.0000	0	0.0000
		<b>Total</b>	4,119,215,915	99.8789	4,454,022	0.1080	541,800	0.0131
6.3	to consider and approve the potential related party transactions between the Group and the related enterprises of any Director, Supervisor or senior management of the Company;	A Shares	3,423,972,093	99.8530	4,497,822	0.1312	541,800	0.0158
		H Shares	800,489,458	100.0000	0	0.0000	0	0.0000
		<b>Total</b>	4,224,461,551	99.8808	4,497,822	0.1063	541,800	0.0129
6.4	to consider and approve the potential related party transactions between the Group and the related natural persons.	A Shares	3,928,111,014	99.8719	4,497,822	0.1144	541,800	0.0137
		H Shares	800,489,458	100.0000	0	0.0000	0	0.0000
		<b>Total</b>	4,728,600,472	99.8935	4,497,822	0.0950	541,800	0.0115
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.								

No.	ORDINARY RESOLUTIONS		For		Against		Abstain	
			No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)
7.	To consider and approve the 2023 Duty Performance Report of the Independent Directors.	A Shares	3,928,025,514	99.8697	4,423,022	0.1125	702,100	0.0178
		H Shares	799,601,858	99.8891	533,800	0.0667	353,800	0.0442
		<b>Total</b>	4,727,627,372	99.8730	4,956,822	0.1047	1,055,900	0.0223
<b>As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.</b>								
8.	To consider and approve the resolution on the potential related party transactions involved in the issuance of onshore and offshore debt financing instruments.	A Shares	1,331,588,876	98.6383	17,865,317	1.3234	516,904	0.0383
		H Shares	517,399,400	98.6482	7,090,058	1.3518	0	0.0000
		<b>Total</b>	1,848,988,276	98.6411	24,955,375	1.3313	516,904	0.0276
<b>As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.</b>								
9.	To consider and approve the resolution on the authorisation to the Board to decide on the interim profit distribution plan for year 2024.	A Shares	3,928,210,714	99.8744	4,423,022	0.1125	516,900	0.0131
		H Shares	800,489,458	100.0000	0	0.0000	0	0.0000
		<b>Total</b>	4,728,700,172	99.8956	4,423,022	0.0934	516,900	0.0110
<b>As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.</b>								

No.	SPECIAL RESOLUTIONS		For		Against		Abstain	
			No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)
10.	To consider and approve the resolution on the grant of general mandate to the Board to issue additional A Shares and/or H Shares.	A Shares	3,825,427,537	97.2611	107,206,199	2.7257	516,900	0.0132
		H Shares	773,800,891	96.6660	26,688,567	3.3340	0	0.0000
		<b>Total</b>	4,599,228,428	97.1605	133,894,766	2.8286	516,900	0.0109
<b>As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.</b>								

No.	SPECIAL RESOLUTIONS		For		Against		Abstain	
			No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)
11.	To consider and approve the resolution on the general mandate to issue onshore and offshore debt financing instruments.							
11.1	issuing entity;	A Shares	3,914,993,585	99.5384	17,621,847	0.4480	535,204	0.0136
		H Shares	794,853,000	99.2959	5,636,458	0.7041	0	0.0000
		<b>Total</b>	4,709,846,585	99.4974	23,258,305	0.4913	535,204	0.0113
11.2	size of issue;	A Shares	3,914,993,585	99.5384	17,625,247	0.4481	531,804	0.0135
		H Shares	794,853,000	99.2959	5,636,458	0.7041	0	0.0000
		<b>Total</b>	4,709,846,585	99.4974	23,261,705	0.4914	531,804	0.0112
11.3	method of issuance;	A Shares	3,914,993,585	99.5384	17,621,847	0.4480	535,204	0.0136
		H Shares	794,853,000	99.2959	5,636,458	0.7041	0	0.0000
		<b>Total</b>	4,709,846,585	99.4974	23,258,305	0.4913	535,204	0.0113
11.4	type of the onshore and offshore debt financing instruments;	A Shares	3,915,005,585	99.5387	17,624,747	0.4481	520,304	0.0132
		H Shares	794,853,000	99.2959	5,636,458	0.7041	0	0.0000
		<b>Total</b>	4,709,858,585	99.4976	23,261,205	0.4914	520,304	0.0110
11.5	term of the onshore and offshore debt financing instruments;	A Shares	3,915,005,585	99.5387	17,627,147	0.4482	517,904	0.0131
		H Shares	794,853,000	99.2959	5,636,458	0.7041	0	0.0000
		<b>Total</b>	4,709,858,585	99.4976	23,263,605	0.4915	517,904	0.0109
11.6	interest rate of the onshore and offshore debt financing instruments;	A Shares	3,915,048,985	99.5398	17,583,747	0.4471	517,904	0.0131
		H Shares	794,853,000	99.2959	5,636,458	0.7041	0	0.0000
		<b>Total</b>	4,709,901,985	99.4985	23,220,205	0.4905	517,904	0.0110
11.7	security and other arrangements;	A Shares	3,914,949,785	99.5372	17,682,947	0.4496	517,904	0.0132
		H Shares	794,853,000	99.2959	5,636,458	0.7041	0	0.0000
		<b>Total</b>	4,709,802,785	99.4964	23,319,405	0.4926	517,904	0.0110
11.8	use of proceeds;	A Shares	3,914,993,585	99.5384	17,624,247	0.4481	532,804	0.0135
		H Shares	794,853,000	99.2959	5,636,458	0.7041	0	0.0000
		<b>Total</b>	4,709,846,585	99.4974	23,260,705	0.4914	532,804	0.0112

No.	SPECIAL RESOLUTIONS		For		Against		Abstain	
			No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)
11.9	issue price;	A Shares	3,914,993,585	99.5384	17,624,247	0.4481	532,804	0.0135
		H Shares	794,853,000	99.2959	5,636,458	0.7041	0	0.0000
		<b>Total</b>	4,709,846,585	99.4974	23,260,705	0.4914	532,804	0.0112
11.10	targets of issuance and placement arrangements to shareholders;	A Shares	3,914,996,985	99.5384	17,635,747	0.4484	517,904	0.0132
		H Shares	794,853,000	99.2959	5,636,458	0.7041	0	0.0000
		<b>Total</b>	4,709,849,985	99.4974	23,272,205	0.4916	517,904	0.0110
11.11	listing of the onshore and offshore debt financing instruments;	A Shares	3,915,008,485	99.5387	17,624,247	0.4481	517,904	0.0132
		H Shares	794,853,000	99.2959	5,636,458	0.7041	0	0.0000
		<b>Total</b>	4,709,861,485	99.4977	23,260,705	0.4914	517,904	0.0109
11.12	debt repayment protective measures for onshore and offshore debt financing instruments;	A Shares	3,915,008,485	99.5387	17,624,247	0.4481	517,904	0.0132
		H Shares	794,853,000	99.2959	5,636,458	0.7041	0	0.0000
		<b>Total</b>	4,709,861,485	99.4977	23,260,705	0.4914	517,904	0.0109
11.13	authorization in relation to the issuance of onshore and offshore debt financing instruments;	A Shares	3,915,093,485	99.5409	17,539,247	0.4459	517,904	0.0132
		H Shares	794,853,000	99.2959	5,636,458	0.7041	0	0.0000
		<b>Total</b>	4,709,946,485	99.4995	23,175,705	0.4896	517,904	0.0109
11.14	validity period of the resolution.	A Shares	3,915,048,485	99.5398	17,584,247	0.4471	517,904	0.0131
		H Shares	794,853,000	99.2959	5,636,458	0.7041	0	0.0000
		<b>Total</b>	4,709,901,485	99.4985	23,220,705	0.4905	517,904	0.0110
<b>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.</b>								
12.	To consider and approve the resolution on the proposed amendments to the Articles of Association.	A Shares	3,800,863,639	96.6366	131,766,097	3.3501	520,900	0.0133
		H Shares	747,120,384	93.3329	53,369,074	6.6671	0	0.0000
		<b>Total</b>	4,547,984,023	96.0779	185,135,171	3.9111	520,900	0.0110
<b>As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.</b>								

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

## ATTENDANCE AND POLL RESULTS OF THE A SHARE CLASS MEETING

Details of the Shareholders and authorized proxies present at the A Share Class Meeting are as follows:

<b>Number of Shareholders and authorized proxies attending the A Share Class Meeting</b>	75
<b>Total number of the voting shares held by the attendees</b>	3,933,056,936
<b>Percentage of the total number of voting shares of the Company (%)</b>	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	
			No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)
1.	To consider and approve the resolution on the proposed amendments to the Articles of Association.	A Shares	3,800,769,939	96.6365	131,766,097	3.3502	520,900	0.0133
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 of the Shareholders and authorized proxies present at the H Share Class Meeting are as follows:

<b>Number of Shareholders and authorized proxies attending the H Share Class Meeting</b>	3
<b>Total number of the voting shares held by the attendees</b>	800,489,458
<b>Percentage of the total number of voting shares of the Company (%)</b>	8.9896

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	
			No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)
1.	To consider and approve the resolution on the proposed amendments to the Articles of Association.	H Shares	747,120,384	93.3329	53,369,074	6.6671	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.



## LAWYER’S CERTIFICATION

The Company engaged Haiwen & Partners to certify the Meetings. Haiwen & Partners appointed attorneys 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.

## PAYMENT OF FINAL DIVIDEND

The Board also wishes to notify Shareholders the details of the distribution of final dividend for 2023 as follows:

The resolution on the 2023 profit distribution plan for the year ended 31 December 2023 was approved at the AGM. The Company will pay a final dividend of RMB4.00 (tax included) per 10 shares in cash for the year ended 31 December 2023 (the “**2023 Final Dividend**”). For the distribution of 2023 Final Dividend to H Shareholders, such dividend will be paid to H Shareholders whose names appear on the register of members of H Shareholders on Monday, 10 June 2024 (the “**Record Date**”). The 2023 Final Dividend is denominated and declared in Renminbi and paid to A Shareholders in Renminbi and to H Shareholders in Hong Kong dollars.

The actual amount of the 2023 Final Dividend for H Shares distributed in Hong Kong dollars shall be converted based on the average benchmark exchange rate for RMB to HK dollars as announced by The People’s Bank of China for the five business days prior to 21 May 2024, being the date of the AGM, (i.e. RMB0.910012 to HK\$1.00), being a cash dividend of HK\$4.395546 (tax included) for every 10 H Shares.

The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent in Hong Kong to pay the 2023 Final Dividend declared to the H Shareholders. The receiving agent will pay the 2023 Final Dividend to the H Shareholders on or before 28 June 2024.

Details of payment of the 2023 Final Dividend to A Shareholders and relevant matters will be announced separately by the Company after further consultation with China Securities Depository and Clearing Corporation Limited, Shanghai Branch.

## CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement of H Shareholders to the 2023 Final Dividend, the register of members of H Shares will be closed from Wednesday, 5 June 2024 to Monday, 10 June 2024 (both days inclusive), during which period no registration of H Shares will be effected. Shareholders whose names appear on the register of members of H Shareholders on Monday, 10 June 2024 shall be entitled to the 2023 Final Dividend. In order to qualify for receiving the 2023 Final Dividend, the H Shareholders must lodge the transfer documents, accompanied by the relevant share certificates with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 4 June 2024.

## TAX RELIEF FOR H SHAREHOLDERS

In accordance with the Notice of the PRC 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), dividends received by overseas residents for their personal holding of shares issued by domestic non-foreign invested enterprises in Hong Kong shall be subject to the payment of individual income tax according to the “interest, dividend and bonus income” items, which shall be withheld by the withholding agents according to relevant laws. Such overseas residents that are individual owners of shares issued by domestic non-foreign invested enterprises in Hong Kong shall be entitled to the relevant preferential tax treatment pursuant to the provisions in the tax treaties signed between the countries where they reside and China, or the tax arrangements between Mainland and Hong Kong (Macau) SAR. The tax rate for dividends under the relevant arrangements is 10% in general. For the purpose of simplifying tax administration, domestic non-foreign-invested enterprises issuing shares in Hong Kong may, upon payment of dividends, generally withhold individual income tax at the rate of 10%, without the need to file an application. If the tax rate for dividends is not equal to 10%, the following provisions shall apply: (1) for residents of countries that have signed lower than 10% tax rate treaties, the withholding agents may file applications on their behalf for the relevant agreed preferential tax treatments, under which circumstances the over-withheld tax amounts will be refunded upon approval by the tax authorities; (2) for residents of countries that have signed higher than 10% but lower than 20% tax rate treaties, the withholding agents shall withhold individual income tax at the agreed tax rate effective at the time of dividends payment, without the need to file an application; and (3) for residents of countries without tax agreements or under other situations, the withholding agents shall withhold individual income tax at 20% upon payment of dividends.

In accordance with the Notice of the State Administration of Taxation on the Issues Concerning Withholding Enterprise Income Tax on Dividends Paid by Chinese Resident Enterprises to H Shareholders that are Non-resident Overseas Enterprises (Guo Shui Han [2008] No. 897)《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 paying dividends to H Shareholders who are non-resident overseas enterprises for 2008 and subsequent years, shall withhold enterprise income tax at a uniform rate of 10%.

In accordance with the Notice on Tax Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (Cai Shui [2014] No. 81) 《財政部國家稅務總局證監會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告》(財稅[2014]81號) issued by the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission, for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the individual income tax shall be paid in accordance with the aforementioned regulations. For dividends received by domestic enterprise investors from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall not withhold and pay the income tax for such dividends and those domestic enterprise investors shall report and pay the relevant tax on their own. Meanwhile, for the dividends obtained by domestic resident enterprises from holding relevant H shares for a consecutive 12 month period, the corporate income tax shall be exempted according to laws.

## **PROFIT DISTRIBUTION TO INVESTORS OF NORTHBOUND TRADING**

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividends 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 nominees holding such shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding and payment. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and 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 tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for A Shareholders.

## **PROFIT DISTRIBUTION TO INVESTORS OF SOUTHBOUND TRADING**

For investors of the Shanghai Stock Exchange and the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the Company has entered into the Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading (《港股通 H 股股票現金紅利派發協議》) with the Shanghai Branch and Shenzhen Branch of China Securities Depository and Clearing Corporation Limited respectively, pursuant to which, the Shanghai Branch and Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the nominees of the H Shareholders for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H Shares of Southbound Trading will be paid in RMB. In accordance with the Notice on Tax Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (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), and the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (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) for dividends received by domestic investors from the Southbound Trading, the company of such H Shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H Shares will not withhold and pay the income tax of dividends and bonuses for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the H Shareholders.

Shareholders are recommended to consult their tax advisors regarding the PRC, Hong Kong and tax implications arising from their holding and disposal of H Shares.

## AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The proposed amendments to the articles of association of the Company were duly approved by the shareholders as special resolutions at the Meetings. Please refer to the Circular for details of the amendments to the Articles of Association. The full text of the revised Articles of Association will be published on the websites of the Hong Kong Stock Exchange and the Company in due course. The revised Articles of Association has Chinese and English versions and the Chinese version shall prevail.

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

Shanghai, the PRC  
21 May 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.*