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GF SECURITIES CO., LTD.

廣發證券股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1776)

ANNOUNCEMENT

POLL RESULTS OF THE 2018 ANNUAL GENERAL MEETING

The Board of Directors (the “**Board**”) of GF Securities Co., Ltd. (the “**Company**”) is pleased to announce the poll results of the resolutions proposed at the 2018 annual general meeting of the Company (the “**AGM**”) held on Friday, June 28, 2019. All of the resolutions were duly passed.

I. CONVENING AND ATTENDANCE OF THE AGM

The AGM of the Company was held at 2:00 p.m. on Friday, June 28, 2019 at Conference Room 4008, 40th Floor, GF Securities Tower, 26 Machang Road, Tianhe District, Guangzhou, Guangdong, the PRC.

Unless the context otherwise requires, the capitalized terms used in this announcement shall have the same meanings as those defined in the circular of the Company dated May 14, 2019 (the “**AGM Circular**”).

The AGM was convened by the Board and chaired by Mr. Sun Shuming, Chairman of the Board, by way of a on-site meeting. No resolution was rejected or amended at the AGM, and no new resolution was proposed at the AGM for voting and approval.

As at the date of the AGM, the total number of issued Shares of the Company was 7,621,087,664 Shares, which was the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the AGM. Shareholders holding an aggregate of 3,837,316,517 Shares, representing 50.3513% of the total issued share capital of the Company as at the date of the AGM, attended the AGM.

	Number of persons	Total number of Shares with voting rights	Percentage of the total number of Shares with voting rights (%)
Number of shareholders and proxies who were present at the AGM	20	3,794,049,577	49.7836
Including: A Shareholders	18	3,270,953,755	42.9198
H Shareholders	2	523,095,822	6.8638
Number of A Shareholders who attended the AGM through online voting	54	43,266,940	0.5677
Total:	74	3,837,316,517	50.3513

Jilin Aodong Pharmaceutical Group Co., Ltd. (“**Jilin Aodong**”), Liaoning Cheng Da Co., Ltd. (“**Liaoning Cheng Da**”), Zhongshan Public Utilities Group Co., Ltd. (“**Zhongshan Public Utilities**”) and their respective associates abstained from voting on the ordinary resolution No. 8 (the resolution regarding the 2019 expected daily related party/connected transactions), and were not entrusted by other Shareholders to vote.

The following table sets out the number of Shares held by Jilin Aodong, Liaoning Cheng Da and Zhongshan Public Utilities and their respective associates which were abstained from voting at the AGM:

Name of Shareholder	The total number of shares of the Company held by the relevant Shareholder and its respective associate(s) which were abstained from voting at the AGM	Percentage of total issued share capital of the Company as of the date of the AGM (%)
Jilin Aodong	1,330,192,667 (including 1,252,297,867 A Shares and 77,894,800 H Shares)	17.45
Liaoning Cheng Da	1,251,317,688 (including 1,249,844,088 A Shares and 1,473,600 H Shares)	16.42
Zhongshan Public Utilities	787,658,216 (including 686,754,216 A Shares and 100,904,000 H Shares)	10.34

Save as mentioned above, no Shareholder was subject to any restriction on the voting of resolutions at the AGM. No Shareholder eligible to attend the AGM may only vote against the resolutions at the meeting. No Shareholder who was entitled to attend the AGM had to abstain from voting in favour of any resolution at the AGM as set out in Rule 13.40 of the Hong Kong Listing Rules. No party has indicated its intention in the AGM Circular to vote against or to abstain from voting on any resolutions at the AGM.

The AGM was duly convened and conducted in accordance with the requirements of the Company Law, the applicable laws and regulations, the listing rules of the jurisdictions where the Company is listed and the Articles of Association.

The voting at the AGM was conducted by way of on-site voting and online voting (only applicable to A Shareholders), and the voting procedures were in compliance with the relevant requirements of the laws and regulations and the Articles of Association.

The Company currently has 11 Directors, of which 7 Directors attended the AGM. Among the 5 existing Supervisors, 4 Supervisors attended the AGM. The members of the senior management and the Secretary to the Board attended the AGM.

II. POLL RESULTS OF THE AGM

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

(I). Ordinary Resolutions

Name of resolutions		Class of Shareholders	Number of Shares Voted / percentage		
			For	Against	Abstain
1.	To consider and approve the 2018 Directors' Report	A Shares	3,313,902,895 (99.9904%)	239,200 (0.0072%)	78,600 (0.0024%)
		H Shares	521,355,622 (99.6673%)	1,105,600 (0.2114%)	634,600 (0.1213%)
		Total	3,835,258,517 (99.9464%)	1,344,800 (0.0350%)	713,200 (0.0186%)
2.	To consider and approve the 2018 Supervisory Committee's Report	A Shares	3,313,902,895 (99.9904%)	223,900 (0.0068%)	93,900 (0.0028%)
		H Shares	521,355,622 (99.6673%)	1,105,600 (0.2114%)	634,600 (0.1213%)
		Total	3,835,258,517 (99.9464%)	1,329,500 (0.0346%)	728,500 (0.0190%)
3.	To consider and approve the 2018 Final Financial Report	A Shares	3,313,922,495 (99.9910%)	224,100 (0.0068%)	74,100 (0.0022%)
		H Shares	521,355,622 (99.6673%)	1,105,600 (0.2114%)	634,600 (0.1213%)
		Total	3,835,278,117 (99.9469%)	1,329,700 (0.0347%)	708,700 (0.0185%)
4.	To consider and approve the 2018 Annual Report	A Shares	3,313,905,795 (99.9905%)	225,500 (0.0068%)	89,400 (0.0027%)
		H Shares	521,355,622 (99.6673%)	1,105,600 (0.2114%)	634,600 (0.1213%)
		Total	3,835,261,417 (99.9464%)	1,331,100 (0.0347%)	724,000 (0.0189%)
5.	To consider and approve the 2018 Profit Distribution Plan	A Shares	3,313,970,995 (99.9925%)	246,900 (0.0074%)	2,800 (0.0001%)
		H Shares	521,913,022 (99.7739%)	1,105,600 (0.2114%)	77,200 (0.0148%)
		Total	3,835,884,017 (99.9627%)	1,352,500 (0.0352%)	80,000 (0.0021%)

Name of resolutions		Class of Shareholders	Number of Shares Voted / percentage		
			For	Against	Abstain
6.	To consider and approve the resolution regarding engaging auditors in 2019	A Shares	3,310,886,590 (99.8994%)	3,322,905 (0.1003%)	11,200 (0.0003%)
		H Shares	517,442,373 (98.9192%)	5,507,849 (1.0529%)	145,600 (0.0278%)
		Total	3,828,328,963 (99.7658%)	8,830,754 (0.2301%)	156,800 (0.0041%)
7.	To consider and approve the resolution regarding the authorization of proprietary investment quota for 2019	A Shares	3,313,996,295 (99.9932%)	224,100 (0.0068%)	300 (0.0000%)
		H Shares	521,913,022 (99.7739%)	1,105,600 (0.2114%)	77,200 (0.0148%)
		Total	3,835,909,317 (99.9633%)	1,329,700 (0.0347%)	77,500 (0.0020%)
8.	To consider and approve the resolution regarding the 2019 expected daily related party/connected transactions	A Shares	125,114,624 (99.8325%)	209,600 (0.1672%)	300 (0.0002%)
		H Shares	341,640,622 (99.6550%)	1,105,600 (0.3225%)	77,200 (0.0225%)
		Total	466,755,246 (99.7025%)	1,315,200 (0.2809%)	77,500 (0.0166%)
9.	To consider and approve the resolution regarding amendments to the Rules of Procedure of the Board of Directors	A Shares	3,314,011,795 (99.9937%)	208,600 (0.0063%)	300 (0.0000%)
		H Shares	521,913,022 (99.7739%)	1,105,600 (0.2114%)	77,200 (0.0148%)
		Total	3,835,924,817 (99.9637%)	1,314,200 (0.0342%)	77,500 (0.0020%)

Name of resolutions		Class of Shareholders	Number of Shares Voted / percentage		
			For	Against	Abstain
10.	To consider and approve the resolution regarding the resolution regarding the provision of guarantees for offshore loans of GF Financial Markets (UK) Limited	A Shares	3,314,016,195 (99.9938%)	184,400 (0.0056%)	20,100 (0.0006%)
		H Shares	521,913,022 (99.7739%)	1,105,600 (0.2114%)	77,200 (0.0148%)
		Total	3,835,929,217 (99.9638%)	1,290,000 (0.0336%)	97,300 (0.0025%)

As more than half of the votes were cast in favour of the above resolutions numbered 1 to 10, the above resolutions were duly passed as ordinary resolutions.

(II).Special Resolutions

Name of resolutions		Class of Shareholders	Number of Shares Voted / percentage		
			For	Against	Abstain
11	To consider and approve the resolution regarding amendments to the Articles of Association	A Shares	3,313,996,295 (99.9932%)	224,100 (0.0068%)	300 (0.0000%)
		H Shares	520,051,822 (99.4181%)	1,493,200 (0.2855%)	1,550,800 (0.2965%)
		Total	3,834,048,117 (99.9148%)	1,717,300 (0.0448%)	1,551,100 (0.0404%)

As more than two-thirds of the votes were cast in favour of the above resolution numbered 11, the above resolution was duly passed as a special resolution. The amendment to the Articles of Association as set out in the special resolution will come into force after being approved by or filed with the securities regulatory authority.

Pursuant to the requirements of the relevant laws and regulations of the PRC, voting on the above resolutions by the Minority A Shareholders ^(Note 1) at the AGM was counted separately, and the poll results are as follows:

Resolutions		Number of Shares Voted/percentage		
		For (Note 2)	Against (Note 2)	Abstain (Note 2)
1.	To consider and approve the 2018 Directors' Report	646,362,346 (99.6826%)	1,344,800 (0.2074%)	713,200 (0.1100%)
2.	To consider and approve the 2018 Supervisory Committee's Report	646,362,346 (99.6826%)	1,329,500 (0.2050%)	728,500 (0.1123%)
3.	To consider and approve the 2018 Final Financial Report	646,381,946 (99.6856%)	1,329,700 (0.2051%)	708,700 (0.1093%)
4.	To consider and approve the 2018 Annual Report	646,365,246 (99.6831%)	1,331,100 (0.2053%)	724,000 (0.1117%)
5.	To consider and approve the 2018 Profit Distribution Plan	646,987,846 (99.7791%)	1,352,500 (0.2086%)	80,000 (0.0123%)
6.	To consider and approve the resolution regarding engaging auditors in 2019	639,432,792 (98.6139%)	8,830,754 (1.3619%)	156,800 (0.0242%)
7.	To consider and approve the resolution regarding the authorization of proprietary investment quota for 2019	647,013,146 (99.7830%)	1,329,700 (0.2051%)	77,500 (0.0120%)
8.	To consider and approve the resolution regarding the 2019 expected daily related party/connected transactions	466,755,246 (99.7025%)	1,315,200 (0.2809%)	77,500 (0.0166%)
9.	To consider and approve the resolution regarding amendments to the Rules of Procedure of the Board of Directors	647,028,646 (99.7854%)	1,314,200 (0.2027%)	77,500 (0.0120%)
10.	To consider and approve the resolution regarding the resolution regarding the provision of guarantees for offshore loans of GF Financial Markets (UK) Limited	647,033,046 (99.7860%)	1,290,000 (0.1989%)	97,300 (0.0150%)

Resolutions		Number of Shares Voted/percentage		
		For (Note 2)	Against (Note 2)	Abstain (Note 2)
11	To consider and approve the resolution regarding amendments to the Articles of Association	645,151,946 (99.4959%)	1,717,300 (0.2648%)	1,551,100 (0.2392%)

Notes:

1. “Minority A Shareholders” refer to A Shareholders other than Directors, Supervisors and senior management of the Company and A Shareholders who hold individually or in aggregate more than 5% of the Shares of the Company.
2. Percentage of votes for/against each resolution or abstention votes equals to (i) the number of Shares voting for / against or abstaining from each resolution by the Minority A Shareholders, divided by (ii) the total number of voting Shares held by the Minority A Shareholders present at the AGM (excluding the number of Shares abstaining from voting).

The scrutineers of the AGM were Mr. Hu Tao and Mr. Xu Zhe, the Shareholders’ representatives of the Company; Mr. Zhang Shaohua, the Supervisor; Mr. Su Dunyuan of Jia Yuan Law Offices, the PRC legal counsel of the Company; and Mr. Shi Zhaofeng and Ms. Guo Aiyi of Computershare Hong Kong Investor Services Limited, the Company’s H share registrar.

For details of the above resolutions, Shareholders may refer to the notice of AGM dated May 14, 2019 and the AGM Circular.

The Shareholders who attended the AGM have heard the 2018 Work Report of the Independent Directors, the 2018 Duty Performance Report of the Independent Directors, the Special Description of the Performance Assessment and Remuneration of the Directors for the Year of 2018, the Special Description of the Duty Performance Appraisal and Remuneration of the Supervisors for the Year of 2018 and the Special Description of the Duty Performance, Performance Assessment and Remuneration of the Operating Management for the Year of 2018.

III. TESTIMONY OF LEGAL COUNSEL

Mr. Su Dunyuan and Mr. Wang Hao of Jia Yuan Law Offices, the PRC legal counsel of the Company, were witnesses to the AGM, and were of the opinion that the procedures of calling and convening the AGM of the Company were in compliance with applicable laws, the eligibility of the convenor, Shareholders and proxies attending the meeting and the voting process of the AGM have complied with the

requirements of the relevant laws, regulations and the Articles of Association, and the voting results of the AGM were in compliance with applicable laws and valid.

By order of the Board
GF Securities Co., Ltd.
Sun Shuming
Chairman

Guangzhou, the PRC
June 28, 2019

As at the date of this announcement, the Board of the Company comprises Mr. Sun Shuming, Mr. Lin Zihai, Mr. Qin Li and Ms. Sun Xiaoyan as executive Directors; Mr. Shang Shuzhi, Mr. Li Xiulin and Ms. Liu Xuetao as non-executive Directors; and Mr. Yang Xiong, Mr. Tang Xin, Mr. Chan Kalok and Mr. Fan Lifu as Independent Non-executive Directors.