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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)

**POLL RESULTS OF
THE 2023 FIRST EXTRAORDINARY GENERAL MEETING,
THE 2023 FIRST A SHARE CLASS MEETING
AND THE 2023 FIRST H SHARE CLASS MEETING**

CONVENING THE MEETINGS

The 2023 first extraordinary general meeting, the 2023 first A share class meeting and the 2023 first H share class meeting (collectively, the “**Meetings**”) of Guotai Junan Securities Co., Ltd. (the “**Company**”) were held on 20 March 2023 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 2023. 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 was presided over by Mr. HE Qing, the chairman of the Board. The Directors of the Company, namely Mr. HE Qing, Mr. WANG Song, Mr. YU Jian, Mr. LI Renjie, Mr. BAI Wei, Mr. LEE Conway, 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 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 8,906,672,860 Shares, comprising 7,514,845,680 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 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 EGM

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

Number of Shareholders and authorized proxies attending the EGM	42
of which:	
Number of A Shareholders	40
Number of H Shareholders	2
Total number of the voting shares held by the attendees	4,203,013,921
of which:	
Total number of shares held by A Shareholders	3,854,752,981
Total number of shares held by H Shareholders	348,260,940
Percentage of the total number of voting shares of the Company (%)	47.1895
of which:	
Percentage of the voting shares held by A Shareholders to the total number of voting shares of the Company (%)	43.2794
Percentage of the voting shares held by H Shareholders to the total number of voting shares of the Company (%)	3.9101

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

SPECIAL RESOLUTION			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
1.	To consider and approve the resolution on the proposed amendments to the Articles of Association.	A Shares	3,854,525,281	99.9941	171,300	0.0044	56,400	0.0015
		H Shares	348,236,940	99.9931	24,000	0.0069	0	0.0000
		Total	4,202,762,221	99.9940	195,300	0.0046	56,400	0.0014
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.								
2.	To consider and approve the resolution on the repurchase and cancellation of part of the Restricted A Shares.	A Shares	3,854,716,481	99.9991	34,600	0.0009	1,900	0.0000
		H Shares	347,001,940	99.6385	1,259,000	0.3615	0	0.0000
		Total	4,201,718,421	99.9692	1,293,600	0.0308	1,900	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	40
Total number of the voting shares held by the attendees	3,854,752,981
Percentage of the total number of voting shares of the Company (%)	43.2794

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	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
1.	To consider and approve the resolution on the repurchase and cancellation of part of the Restricted A Shares.	A Share	3,854,716,481	99.9991	34,600	0.0009	1,900	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	348,236,940
Percentage of the total number of voting shares of the Company (%)	3.9098

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	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
1.	To consider and approve the resolution on the repurchase and cancellation of part of the Restricted A Shares.	H Share	347,001,940	99.6454	1,235,000	0.3546	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.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The proposed amendments to the Articles of Association and its appendices were duly approved by the Shareholders at the EGM. The details of such amendments were set out in the Circular.

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.
HE Qing
Chairman

Shanghai, the PRC
20 March 2023

As at the date of this announcement, the executive directors of the Company are Mr. HE Qing, 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. ZHANG Zhan, Mr. ZHANG Yipeng and Mr. AN Hongjun; and the independent non-executive directors of the Company are Mr. XIA Dawei, Mr. DING Wei, Mr. LI Renjie, Mr. BAI Wei, Mr. LEE Conway Kong Wai and Mr. CHAI Hongfeng.