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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 SECOND EXTRAORDINARY GENERAL MEETING
(II) CHANGE OF THE INDEPENDENT NON-EXECUTIVE DIRECTOR
(III) NON-COMPLIANCE WITH THE REQUIREMENT UNDER
RULE 3.21 OF THE LISTING RULES**

Reference is made to the circular (the “**Circular**”) and the notice of the 2023 second extraordinary general meeting, each dated 13 November 2023, of Guotai Junan Securities Co., Ltd. (the “**Company**”). Unless otherwise defined herein, capitalised 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 2:00 p.m. on 30 November 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. ZHOU Zhaohui, SHEN Yun, Mr. ZUO Zhipeng, Mr. SHAO Liangming, Mr. XIE Min and the Board secretary attended the EGM.

VOTING ARRANGEMENT

Voting for the resolutions 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 resolutions proposed at the EGM. Each of International Group, as well as its associates, and Shanghai Industrial did not attend the general meeting, or did not vote on ordinary resolution 1.

Save as disclosed above, there was no restriction on any Shareholder casting votes on the resolutions 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 resolutions. There were no Shares actually voted but excluded from calculating the poll results of the proposed resolutions.

EGM ATTENDANCE

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

Number of Shareholders and authorized proxies attending the EGM	55
of which:	
Number of A Shareholders	53
Number of H Shareholders	2
Total number of the voting shares held by the attendees	4,364,454,321
of which:	
Total number of shares held by A Shareholders	3,908,741,130
Total number of shares held by H Shareholders	455,713,191
Percentage of the total number of voting shares of the Company (%)	49.0134
of which:	
Percentage of the voting shares held by A Shareholders to the total number of voting shares of the Company (%)	43.8957
Percentage of the voting shares held by H Shareholders to the total number of voting shares of the Company (%)	5.1177

POLL RESULTS

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

ORDINARY RESOLUTIONS			For		Against		Abstain	
			Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
1.	To consider and approve the revision of the annual caps for and renewal of the term of the securities and financial products transactions and services with HuaAn Funds.	A Shares	1,290,808,439	99.9984	20,900	0.0016	100	0.0000
		H Shares	179,713,191	100.0000	0	0.0000	0	0.0000
		Total	1,470,521,630	99.9986	20,900	0.0014	100	0.0000
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								
2.	To consider and approve the resolution on the proposed appointment of Mr. PU Yonghao as an independent non-executive Director of the sixth session of the Board.	A Shares	3,908,714,430	99.9993	23,400	0.0006	3,300	0.0001
		H Shares	455,713,191	100.0000	0	0.0000	0	0.0000
		Total	4,364,427,621	99.9994	23,400	0.0005	3,300	0.0001
As more than half of the votes were cast in favour of this 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 (%)
3.	To consider and approve the resolution on the proposed amendments to the Articles of Association.	A Shares	3,774,359,576	96.5620	124,715,976	3.1907	9,665,578	0.2473
		H Shares	385,577,800	84.6098	67,578,371	14.8291	2,557,020	0.5611
		Total	4,159,937,376	95.3140	192,294,347	4.4059	12,222,598	0.2801
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.

APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 29 August 2023 in relation to the proposed appointment of Mr. PU Yonghao (“**Mr. PU**”) as an independent non-executive Director of the Company, subject to the approval by the Shareholders at the general meeting. The appointment of Mr. PU as an independent non-executive Director was approved by the ordinary resolution of the Shareholders at the EGM. Accordingly, the term of office of Mr. PU as an independent non-executive Director commences from 30 November 2023 until the date of expiration of the sixth session of the Board.

The biography of Mr. PU is as follow:

Mr. PU Yonghao, aged 66, Hong Kong resident, holds a master degree in economics from Xiamen University and a master degree in science (demography) from The London School of Economics and Political Science. Mr. PU is the vice chairman of the Chinese Financial Association of Hong Kong with over 20 years of experience in investment banks holding senior positions. Mr. PU successively served as a senior economist and the vice president of Bank of China International (UK) Limited, a senior economist of Nomura International (Hong Kong) Limited, a senior consultant of Asian Development Bank, the managing director and the APAC chief investment officer, the chief investment strategist and the head of the APAC wealth management research department of UBS, and the founder and chief investment officer of Fountainhead Partners Company Limited. He has served as a senior advisor of Fountainhead Partners Company Limited since February 2018, the managing director of Breamar Wealth Consulting Limited since May 2018, an independent non-executive director of Huafa Property Services Group Company Limited (a company listed on the Hong Kong Stock Exchange, stock code: 0982) since June 2020, and an independent non-executive director of Interra Acquisition Corporation (a company listed on the Hong Kong Stock Exchange, stock code: 7801) since September 2022.

The Company will enter into a service contract with Mr. PU. Mr. PU will be paid a director's fee of RMB250,000 (before tax) by the Company.

Save as disclosed in this announcement, As at the date of this announcement, Mr. PU does not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, and does not have other relationship with any Directors, Supervisors, senior management members or substantial Shareholders (as defined in the Listing Rules) of the Company, and does not holding any position in the Company or any of its subsidiaries. As at the date of this announcement, Mr. PU does not have any interest in the shares of the Company or its associated companies within the meaning of Part XV of the SFO. There is neither information in relation to the appointment of Mr. PU as an independent non-executive Director which is required to be disclosed pursuant to the requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 11 April 2023, in relation to the resignation of Mr. LEE Conway Kong Wai as an independent non-executive Director of the Company and the chairman of the Audit Committee of the Board.

Following the appointment of Mr. PU as an independent non-executive Director at the EGM, Mr. LEE Conway Kong Wai resigned as an independent non-executive Director and the chairman of the Audit Committee of the Board as he has been serving as an independent non-executive Director consecutively for six years.

Mr. LEE Conway Kong Wai has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders of the Company.

NON-COMPLIANCE WITH REQUIREMENT UNDER RULES 3.21 OF THE LISTING RULES

Following the resignation of Mr. LEE Conway Kong Wai, the Company fails to meet the requirement that the Audit Committee must comprise of a majority of independent non-executive directors and be chaired by an independent non-executive director as prescribed under Rule 3.21 of the Listing Rules. In view of the above, the Company will hold a Board meeting to identify suitable candidate to fill the vacancy as soon as practicable and within three months from 30 November 2023, the effective date of resignation of Mr. LEE Conway Kong Wai, in order to ensure compliance by the Company with the requirement of the Listing Rules. The Company will make further announcement as and when appropriate.

LAWYER'S CERTIFICATION

The Company engaged Haiwen & Partners to certify the EGM. Haiwen & Partners appointed attorneys Ms. LI Xiaolin and Mr. YANG Xiaolong to attend the EGM and issued the legal opinion 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 applicable PRC laws and regulations and the Articles of Association. The resolutions passed at the EGM are legal and valid.

By order of the Board
Guotai Junan Securities Co., Ltd.
WANG Song
Vice chairman

Shanghai, the PRC
30 November 2023

As at the date of this announcement, the executive directors of the Company are 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. DING Wei, Mr. LI Renjie, Mr. BAI Wei, Mr. WANG Guogang, Mr. YIM, Chi Hung Henry and Mr. PU Yonghao.