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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 2024 SECOND EXTRAORDINARY GENERAL MEETING  
(II) APPOINTMENT OF NON-EXECUTIVE DIRECTORS  
(III) CHANGE IN COMPOSITION OF THE BOARD COMMITTEE**

Reference is made to the circular (the “**Circular**”) and the notice of the 2024 second extraordinary general meeting, each dated 9 September 2024, of Guotai Junan Securities Co., Ltd. (the “**Company**”). Unless otherwise defined herein, capitalized 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 27 September 2024. 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. LI Junjie, the vice chairman of the Board and the president. The Directors of the Company namely, LI Junjie, DING Wei, LI Renjie, BAI Wei, WANG Guogang, YIM, Chi Hung Henry, PU Yonghao, and Supervisors of the Company namely, ZHOU Zhaohui, SHEN Yun, ZUO Zhipeng, XIE Min, attended the EGM.

**VOTING ARRANGEMENT**

Voting for the resolution 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 8,903,730,620 Shares (excluding treasury shares), comprising 7,511,903,440 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 resolution proposed at the EGM.

There was no restriction on any Shareholder casting votes on the resolution 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 Listing Rules, and no Shareholder was required under the 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 resolution. There were no Shares actually voted but excluded from calculating the poll results of the proposed resolution.

## **EGM ATTENDANCE**

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

<b>Number of Shareholders and authorized proxies attending the EGM</b>	1,314
of which:	
Number of A Shareholders	1,312
Number of H Shareholders	2
<b>Total number of voting shares held by the attendees</b>	4,411,269,251
of which:	
Total number of shares held by A Shareholders	3,992,675,067
Total number of shares held by H Shareholders	418,594,184
<b>Percentage of the total number of voting shares of the Company (%)</b>	49.5440
of which:	
Percentage of the voting shares held by A Shareholders to the total number of voting shares of the Company (%)	44.8427
Percentage of the voting shares held by H Shareholders to the total number of voting shares of the Company (%)	4.7013

## POLL RESULTS

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

No.	Ordinary Resolution	Cumulative Voting (Number of Votes % of the total number of Shares held by all Shareholders and authorized proxies attending)	
		Number of Shares	Percentage (%)
1.	<b>To consider and approve the resolution on the proposed appointments of the non-executive Directors:</b>		
1.1	to appoint Mr. WANG Tao as a non-executive Director;	4,399,549,078	99.7343
1.2	to appoint Mr. CHEN Yijiang as a non-executive Director.	4,383,047,011	99.3602
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.			

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

## APPOINTMENT OF NON-EXECUTIVE DIRECTORS

We refer to the announcement of the Company dated 29 August 2024 in relation to the proposed appointment of (i) Mr. WANG Tao as the candidate as a non-executive Director of the sixth session of the Board; and (ii) Mr. CHEN Yijiang 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. Accordingly, the term of office of Mr. WANG Tao and Mr. CHEN Yijiang as non-executive Directors shall commence until the date of expiration of the sixth session of the Board.

The biographical details of Mr. WANG Tao and Mr. CHEN Yijiang are set out as follows.

Mr. WANG Tao, aged 51, holds a master's degree in economics. Mr. WANG Tao started working in July 1993 and has successively served as a section member of the first accounting inspection section of the fourth branch of Shanghai Municipal Finance and Taxation Bureau (上海市財稅局), a deputy secretary of the general branch, a section member, a deputy section chief and a deputy director of the first section of the branch of the People's Committee (人教科團). He also served as a deputy director of Shanghai Institute of Fiscal Science (上海市財政科學研究所), a deputy director of Shanghai Institute of Finance and Taxation (上海市財稅科學研究所), a director of the Planning Department (規劃處) and an office director of Shanghai Municipal Finance and Taxation Bureau (上海市財稅局), an office director, a director of the Supervision and Inspection Department (監督檢查局), a secretary of the Party Leadership Group of the Supervision and Inspection Department (監督檢查局), a director of the Foreign Economic Department (Finance Department) (涉外經濟處(金融處)), a first-level investigator, and a second-level inspector of Shanghai Municipal Finance Bureau (上海市財政局). He served as the chief financial officer of Shanghai Municipal Investment (Group) Corporation (上海城投(集團)有限公司) since July 2024.

Mr. CHEN Yijiang, aged 51, holds an executive master of business administration (EMBA) degree. Mr. CHEN Yijiang joined New China Life Insurance Company Ltd. (新華人壽保險股份有限公司) (A shares are listed on the Shanghai Stock Exchange, stock code: 601336; H shares are listed on The Stock Exchange of Hong Kong Limited, stock code: 01336) since April 2003, and he successively served as a manager and an assistant general manager of the financial management office of the financial management department, an assistant general manager, deputy general manager and general manager of the fund utilization management department, the general manager of the investment department. He has been serving as the chairman of New China Asset Management (Hong Kong) Limited (新華資產管理(香港)有限公司) since October 2023. Mr. CHEN Yijiang is concurrently serving as a director of New China Pension Co., Ltd. (新華養老保險股份有限公司) since March 2017 and a non-executive director of China Jinmao Holdings Group Limited (中國金茂控股集團有限公司) (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 00817) since June 2024.

As at the date of this announcement, the Company has not entered into any service contract with Mr. WANG Tao or Mr. CHEN Yijiang. Unless otherwise required by the relevant applicable laws and regulations, the term of office of Mr. WANG Tao and Mr. CHEN Yijiang (if appointed) shall be the same as the sixth session of the Board. Upon their appointments, Mr. WANG Tao and Mr. CHEN Yijiang will not receive any director's fee from the Company.

Save as disclosed in this announcement, to the best knowledge of the directors of the Company, Mr. WANG Tao and Mr. CHEN Yijiang do not hold 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. WANG Tao and Mr. CHEN Yijiang do not have any relationship with any directors, supervisors, senior management or substantial shareholders (as defined in the Listing Rules) of the Company, or hold any position in the Company or any of its subsidiaries. As at the date of this announcement, Mr. WANG Tao and Mr. CHEN Yijiang do not have any interest in the shares of the Company or its associated corporations within the definition under Part XV of the Securities and Futures Ordinance (Chapter 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 the requirements set out in Rules 13.51(2) (h) to (v) of the Listing Rules nor are there any matters which need to be brought to the attention to the Shareholders.

## CHANGE IN COMPOSITION OF THE BOARD COMMITTEE

We refer to the announcement of the Company dated 6 September 2024 in relation to the appointment of (i) Mr. WANG Tao as the member of the Risk Control Committee of the Board; and (ii) Mr. CHEN Yijiang as the member of the Strategy and ESG Committee of the Board. These appointments have taken effect upon the formal appointments of Mr. WANG Tao and Mr. CHEN Yijiang as Directors at the EGM. Accordingly, the term of office of Mr. WANG Tao as the member of the Risk Control Committee of the Board and Mr. CHEN Yijiang as the member of the Strategy and ESG Committee of the Board shall commence until the date of expiration of the sixth session of the Board.

## LAWYER'S CERTIFICATION

The Company engaged Haiwen & Partners to certify the EGM. Haiwen & Partners appointed attorneys Mr. YANG Xiaolong and Ms. RUAN Junyi to attend the EGM and issued legal opinions 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 relevant PRC laws and regulations and the Articles of Association. The resolution passed at the EGM is lawful and valid.

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

Shanghai, the PRC  
27 September 2024

*As at the date of this announcement, the executive directors of the Company are Mr. ZHU Jian and Mr. LI Junjie; 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. WANG Tao and Mr. CHEN Yijiang; 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.*