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## **GF SECURITIES CO., LTD.**

### **廣發証券股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1776)**

### **ANNOUNCEMENT**

## **POLL RESULTS OF THE 2017 ANNUAL GENERAL MEETING AND FINAL DIVIDEND FOR 2017**

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 2017 annual general meeting of the Company (the “**AGM**”) held on Friday, June 29, 2018. All of the resolutions were duly passed.

The Company expects to distribute the final dividend for the year ended December 31, 2017 to H Shareholders on Wednesday, August 15, 2018.

### **I. CONVENING AND ATTENDANCE OF THE AGM**

The AGM of the Company was held at 2:00 p.m. on Friday, June 29, 2018 at the Large Conference Room, 42nd Floor, Metro Plaza, No. 183-187, Tianhe North Road, Tianhe District, Guangzhou, Guangdong Province, 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 June 8, 2018 (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 4,291,884,900 Shares, representing 56.3159% of the total issued share capital of the Company as at the date of the AGM, attended the AGM.

	<b>Number of persons</b>	<b>Total number of Shares with voting rights</b>	<b>Percentage of the total number of Shares with voting rights (%)</b>
<b>Number of shareholders and proxies who were present at the AGM</b>	28	3,995,502,187	52.4269
Including: A Shareholders	23	3,489,929,287	45.7931
H Shareholders	5	505,572,900	6.6339
<b>Number of A Shareholders who attended the AGM through online voting</b>	205	296,382,713	3.8890
<b>Total:</b>	233	4,291,884,900	56.3159

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. 7 (the resolution regarding the 2018 expected daily related party/connected transactions), and were not entrusted by other Shareholders to vote.

In addition, Jilin Aodong and its associates abstained from voting on the special resolutions No. 13 (the resolution regarding the proposal to the shareholders’ meeting to authorize the Board the general mandate to issue shares), No. 14 (the resolution regarding the satisfaction of the criteria for the non-public issuance of A shares by the Company), No. 15 (the resolutions regarding the plan on the non-public issuance of A shares by the Company), No. 16 (the resolution regarding the proposal of the non-public issuance of A shares by the Company), No. 17 (the resolution regarding the Feasibility Analysis Report on Use of Proceeds from the Non-public Issuance of A Shares by the Company), No. 18 (the resolution regarding the related party/connected transactions involved in the Company’s non-public issuance of A shares), No. 19 (the resolution regarding the execution of a subscription agreement relating to the non-public issuance of A shares with conditions precedent between the Company and a specific subscriber), No. 20 (the resolution regarding the dilution of current returns resulting from the non-public issuance of A shares by the Company and the remedial measures) and No. 21 (the resolution regarding the grant of authorization to the Board and its authorized representatives by the general meeting to deal with the relevant matters relating to the non-public issuance of A shares), 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:

<b>Name of Shareholder</b>	<b>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</b>	<b>Percentage of total issued share capital of the Company as of the date of the AGM (%)</b>
Jilin Aodong	1,324,546,467 (including 1,252,297,867 A Shares and 72,248,600 H Shares)	17.38
Liaoning Cheng Da	1,251,627,688 (including 1,250,154,088 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 of the PRC, 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 5 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 2017 Directors' Report	A Shares	3,784,112,995 (99.9419%)	1,821,000 (0.0481%)	378,005 (0.0100%)
		H Shares	466,050,700 (92.1827%)	581,600 (0.1150%)	38,940,600 (7.7023%)
		<b>Total</b>	4,250,163,695 (99.0279%)	2,402,600 (0.0560%)	39,318,605 (0.9161%)
2.	To consider and approve the 2017 Supervisory Committee's Report	A Shares	3,784,106,995 (99.9418%)	1,842,900 (0.0487%)	362,105 (0.0096%)
		H Shares	466,050,700 (92.1827%)	581,600 (0.1150%)	38,940,600 (7.7023%)
		<b>Total</b>	4,250,157,695 (99.0278%)	2,424,500 (0.0565%)	39,302,705 (0.9157%)
3.	To consider and approve the 2017 Final Financial Report	A Shares	3,784,111,595 (99.9419%)	1,819,000 (0.0480%)	381,405 (0.0101%)
		H Shares	466,050,700 (92.1827%)	581,600 (0.1150%)	38,940,600 (7.7023%)
		<b>Total</b>	4,250,162,295 (99.0279%)	2,400,600 (0.0559%)	39,322,005 (0.9162%)
4.	To consider and approve the 2017 Annual Report	A Shares	3,784,240,795 (99.9453%)	1,693,200 (0.0447%)	378,005 (0.0100%)
		H Shares	466,050,700 (92.1827%)	581,600 (0.1150%)	38,940,600 (7.7023%)
		<b>Total</b>	4,250,291,495 (99.0309%)	2,274,800 (0.0530%)	39,318,605 (0.9161%)
5.	To consider and approve the 2017 Profit Distribution Plan	A Shares	3,784,466,600 (99.9513%)	1,641,300 (0.0433%)	204,100 (0.0054%)
		H Shares	466,631,700 (92.2976%)	539,400 (0.1067%)	38,401,800 (7.5957%)
		<b>Total</b>	4,251,098,300 (99.0497%)	2,180,700 (0.0508%)	38,605,900 (0.8995%)

Name of resolutions		Class of Shareholders	Number of Shares Voted / percentage		
			For	Against	Abstain
6.	To consider and approve the resolution regarding the authorization of proprietary investment quota for 2018	A Shares	3,783,987,495 (99.9386%)	1,845,900 (0.0488%)	478,605 (0.0126%)
		H Shares	466,589,500 (92.2893%)	581,600 (0.1150%)	38,401,800 (7.5957%)
		<b>Total</b>	4,250,576,995 (99.0375%)	2,427,500 (0.0566%)	38,880,405 (0.9059%)
7.	To consider and approve the resolution regarding the 2018 expected daily related party/connected transactions	A Shares	594,849,924 (99.6222%)	1,785,300 (0.2990%)	470,605 (0.0788%)
		H Shares	330,188,900 (99.7710%)	581,600 (0.1757%)	176,200 (0.0532%)
		<b>Total</b>	925,038,824 (99.6753%)	2,366,900 (0.2550%)	646,805 (0.0697%)
8.	To consider and approve the resolution regarding engaging auditors in 2018	A Shares	3,783,993,595 (99.9388%)	1,840,300 (0.0486%)	478,105 (0.0126%)
		H Shares	466,589,500 (92.2893%)	581,600 (0.1150%)	38,401,800 (7.5957%)
		<b>Total</b>	4,250,583,095 (99.0377%)	2,421,900 (0.0564%)	38,879,905 (0.9059%)
9.	To consider and approve the resolution regarding the Report on Use of Proceeds from Previous Fund-raising Activities	A Shares	3,783,025,553 (99.9132%)	2,929,942 (0.0774%)	356,505 (0.0094%)
		H Shares	466,589,500 (92.2893%)	581,600 (0.1150%)	38,401,800 (7.5957%)
		<b>Total</b>	4,249,615,053 (99.0151%)	3,511,542 (0.0818%)	38,758,305 (0.9031%)

Name of resolutions		Class of Shareholders	Number of Shares Voted / percentage		
			For	Against	Abstain
10.	To consider and approve the resolution regarding the shareholders' return plan of the Company for the next three years (2018-2020)	A Shares	3,783,070,253 (99.9144%)	2,868,142 (0.0758%)	373,605 (0.0099%)
		H Shares	466,589,500 (92.2893%)	581,600 (0.1150%)	38,401,800 (7.5957%)
		<b>Total</b>	4,249,659,753 (99.0162%)	3,449,742 (0.0804%)	38,775,405 (0.9035%)

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 each of the resolutions regarding authorizing the Company to issue domestic and overseas debt financing instruments, including:				
11.1	issuing entity, size of issuance and method of issuance	A Shares	3,783,616,253 (99.9288%)	2,328,842 (0.0615%)	366,905 (0.0097%)
		H Shares	449,193,374 (88.8484%)	17,977,726 (3.5559%)	38,401,800 (7.5957%)
		<b>Total</b>	4,232,809,627 (98.6236%)	20,306,568 (0.4731%)	38,768,705 (0.9033%)
11.2	type of debt financing instruments	A Shares	3,783,871,895 (99.9356%)	2,065,200 (0.0545%)	374,905 (0.0099%)
		H Shares	449,193,374 (88.8484%)	17,977,726 (3.5559%)	38,401,800 (7.5957%)
		<b>Total</b>	4,233,065,269 (98.6295%)	20,042,926 (0.4670%)	38,776,705 (0.9035%)
11.3	term of debt financing instruments	A Shares	3,783,874,195 (99.9356%)	2,062,900 (0.0545%)	374,905 (0.0099%)
		H Shares	449,193,374 (88.8484%)	17,977,726 (3.5559%)	38,401,800 (7.5957%)
		<b>Total</b>	4,233,067,569 (98.6296%)	20,040,626 (0.4669%)	38,776,705 (0.9035%)

Name of resolutions		Class of Shareholders	Number of Shares Voted / percentage		
			For	Against	Abstain
11.4	interest rate of debt financing instruments	A Shares	3,783,871,895 (99.9356%)	2,065,200 (0.0545%)	374,905 (0.0099%)
		H Shares	449,193,374 (88.8484%)	17,977,726 (3.5559%)	38,401,800 (7.5957%)
		<b>Total</b>	4,233,065,269 (98.6295%)	20,042,926 (0.4670%)	38,776,705 (0.9035%)
11.5	security and other arrangements	A Shares	3,783,851,095 (99.9350%)	2,091,000 (0.0552%)	369,905 (0.0098%)
		H Shares	449,193,374 (88.8484%)	17,977,726 (3.5559%)	38,401,800 (7.5957%)
		<b>Total</b>	4,233,044,469 (98.6290%)	20,068,726 (0.4676%)	38,771,705 (0.9034%)
11.6	use of proceeds	A Shares	3,783,817,495 (99.9341%)	2,193,400 (0.0579%)	301,105 (0.0080%)
		H Shares	449,193,374 (88.8484%)	17,977,726 (3.5559%)	38,401,800 (7.5957%)
		<b>Total</b>	4,233,010,869 (98.6282%)	20,171,126 (0.4700%)	38,702,905 (0.9018%)
11.7	issuing price	A Shares	3,783,147,595 (99.9164%)	2,896,100 (0.0765%)	268,305 (0.0071%)
		H Shares	449,193,374 (88.8484%)	17,977,726 (3.5559%)	38,401,800 (7.5957%)
		<b>Total</b>	4,232,340,969 (98.6126%)	20,873,826 (0.4864%)	38,670,105 (0.9010%)
11.8	targets of issuance	A Shares	3,783,132,395 (99.9160%)	2,883,700 (0.0762%)	295,905 (0.0078%)
		H Shares	449,193,374 (88.8484%)	17,977,726 (3.5559%)	38,401,800 (7.5957%)
		<b>Total</b>	4,232,325,769 (98.6123%)	20,861,426 (0.4861%)	38,697,705 (0.9016%)
11.9	listing of debt financing instruments	A Shares	3,783,746,095 (99.9322%)	2,091,500 (0.0552%)	474,405 (0.0125%)
		H Shares	449,193,374 (88.8484%)	17,977,726 (3.5559%)	38,401,800 (7.5957%)
		<b>Total</b>	4,232,939,469 (98.6266%)	20,069,226 (0.4676%)	38,876,205 (0.9058%)

Name of resolutions		Class of Shareholders	Number of Shares Voted / percentage		
			For	Against	Abstain
11.10	safeguard measures for debt repayment of the debt financing instruments	A Shares	3,783,742,695 (99.9321%)	2,094,900 (0.0553%)	474,405 (0.0125%)
		H Shares	449,193,374 (88.8484%)	17,977,726 (3.5559%)	38,401,800 (7.5957%)
		<b>Total</b>	4,232,936,069 (98.6265%)	20,072,626 (0.4677%)	38,876,205 (0.9058%)
11.11	validity period of the resolution passed	A Shares	3,783,722,695 (99.9316%)	2,209,100 (0.0583%)	380,205 (0.0100%)
		H Shares	449,193,374 (88.8484%)	17,977,726 (3.5559%)	38,401,800 (7.5957%)
		<b>Total</b>	4,232,916,069 (98.6260%)	20,186,826 (0.4703%)	38,782,005 (0.9036%)
11.12	authorization for the issuances of the corporate domestic and overseas debt financing instruments	A Shares	3,783,726,195 (99.9317%)	2,208,300 (0.0583%)	377,505 (0.0100%)
		H Shares	449,193,374 (88.8484%)	17,977,726 (3.5559%)	38,401,800 (7.5957%)
		<b>Total</b>	4,232,919,569 (98.6261%)	20,186,026 (0.4703%)	38,779,305 (0.9035%)
12.	To consider and approve the resolution regarding amendment to the Articles of Association	A Shares	3,783,892,495 (99.9361%)	1,949,400 (0.0515%)	470,105 (0.0124%)
		H Shares	504,814,300 (99.8500%)	582,400 (0.1152%)	176,200 (0.0349%)
		<b>Total</b>	4,288,706,795 (99.9260%)	2,531,800 (0.0590%)	646,305 (0.0151%)
13.	To consider and approve the resolution regarding the proposal to the shareholders' meeting to authorize the Board the general mandate to issue shares	A Shares	2,509,662,608 (99.0390%)	24,170,825 (0.9539%)	180,700 (0.0071%)
		H Shares	290,774,875 (67.1033%)	142,303,025 (32.8398%)	246,400 (0.0569%)
		<b>Total</b>	2,800,437,483 (94.3754%)	166,473,850 (5.6102%)	427,100 (0.0144%)



Name of resolutions		Class of Shareholders	Number of Shares Voted / percentage		
			For	Against	Abstain
14.	To consider and approve the resolution regarding the satisfaction of the criteria for the non-public issuance of A shares by the Company	A Shares	2,530,190,596 (99.8491%)	3,672,437 (0.1449%)	151,100 (0.0060%)
		H Shares	428,660,485 (98.9237%)	4,487,615 (1.0356%)	176,200 (0.0407%)
		<b>Total</b>	2,958,851,081 (99.7140%)	8,160,052 (0.2750%)	327,300 (0.0110%)
15.	To consider and approve each of the resolutions regarding the plan on the non-public issuance of A shares by the Company, including:				
15.1	class and nominal value of shares to be issued	A Shares	2,530,192,796 (99.8492%)	3,564,432 (0.1407%)	256,905 (0.0101%)
		H Shares	428,660,485 (98.9237%)	4,487,615 (1.0356%)	176,200 (0.0407%)
		<b>Total</b>	2,958,853,281 (99.7140%)	8,052,047 (0.2714%)	433,105 (0.0146%)
15.2	method of issuance and time of issuance	A Shares	2,530,178,096 (99.8486%)	3,559,132 (0.1405%)	276,905 (0.0109%)
		H Shares	428,660,485 (98.9237%)	4,487,615 (1.0356%)	176,200 (0.0407%)
		<b>Total</b>	2,958,838,581 (99.7136%)	8,046,747 (0.2712%)	453,105 (0.0153%)
15.3	target subscribers and method for subscription	A Shares	2,530,171,496 (99.8484%)	3,779,337 (0.1491%)	63,300 (0.0025%)
		H Shares	428,660,485 (98.9237%)	4,487,615 (1.0356%)	176,200 (0.0407%)
		<b>Total</b>	2,958,831,981 (99.7133%)	8,266,952 (0.2786%)	239,500 (0.0081%)
15.4	issue price and pricing principles	A Shares	2,530,165,196 (99.8481%)	3,618,832 (0.1428%)	230,105 (0.0091%)
		H Shares	430,190,285 (99.2768%)	2,957,815 (0.6826%)	176,200 (0.0407%)
		<b>Total</b>	2,960,355,481 (99.7647%)	6,576,647 (0.2216%)	406,305 (0.0137%)

Name of resolutions		Class of Shareholders	Number of Shares Voted / percentage		
			For	Against	Abstain
15.5	number of shares to be issued	A Shares	2,530,185,996 (99.8489%)	3,543,232 (0.1398%)	284,905 (0.0112%)
		H Shares	428,660,485 (98.9237%)	4,487,615 (1.0356%)	176,200 (0.0407%)
		<b>Total</b>	2,958,846,481 (99.7138%)	8,030,847 (0.2706%)	461,105 (0.0155%)
15.6	lock-up period	A Shares	2,530,190,296 (99.8491%)	3,520,132 (0.1389%)	303,705 (0.0120%)
		H Shares	428,660,685 (98.9238%)	4,487,415 (1.0356%)	176,200 (0.0407%)
		<b>Total</b>	2,958,850,981 (99.7140%)	8,007,547 (0.2699%)	479,905 (0.0162%)
15.7	amount and use of proceeds	A Shares	2,530,262,996 (99.8520%)	3,415,832 (0.1348%)	335,305 (0.0132%)
		H Shares	431,035,900 (99.4719%)	2,112,200 (0.4874%)	176,200 (0.0407%)
		<b>Total</b>	2,961,298,896 (99.7965%)	5,528,032 (0.1863%)	511,505 (0.0172%)
15.8	treatment of the undistributed profit retained by the Company prior to the completion of issuance	A Shares	2,530,317,086 (99.8541%)	3,374,942 (0.1332%)	322,105 (0.0127%)
		H Shares	428,660,485 (98.9237%)	4,361,215 (1.0065%)	302,600 (0.0698%)
		<b>Total</b>	2,958,977,571 (99.7182%)	7,736,157 (0.2607%)	624,705 (0.0211%)
15.9	place of listing of the shares to be issued	A Shares	2,530,427,128 (99.8584%)	2,744,600 (0.1083%)	842,405 (0.0332%)
		H Shares	428,660,485 (98.9237%)	4,361,215 (1.0065%)	302,600 (0.0698%)
		<b>Total</b>	2,959,087,613 (99.7219%)	7,105,815 (0.2395%)	1,145,005 (0.0386%)
15.10	validity period of the resolution	A Shares	2,530,415,928 (99.8580%)	3,255,800 (0.1285%)	342,405 (0.0135%)
		H Shares	428,660,485 (98.9237%)	4,361,215 (1.0065%)	302,600 (0.0698%)
		<b>Total</b>	2,959,076,413 (99.7216%)	7,617,015 (0.2567%)	645,005 (0.0217%)

Name of resolutions		Class of Shareholders	Number of Shares Voted / percentage		
			For	Against	Abstain
16.	To consider and approve the resolution regarding the proposal of the non-public issuance of A shares by the Company	A Shares	2,530,175,196 (99.8485%)	3,705,737 (0.1462%)	133,200 (0.0053%)
		H Shares	428,660,485 (98.9237%)	4,487,615 (1.0356%)	176,200 (0.0407%)
		<b>Total</b>	2,958,835,681 (99.7135%)	8,193,352 (0.2761%)	309,400 (0.0104%)
17.	To consider and approve the resolution regarding the Feasibility Analysis Report on Use of Proceeds from the Non-public Issuance of A Shares by the Company	A Shares	2,530,268,796 (99.8522%)	3,568,337 (0.1408%)	177,000 (0.0070%)
		H Shares	431,035,900 (99.4719%)	2,112,200 (0.4874%)	176,200 (0.0407%)
		<b>Total</b>	2,961,304,696 (99.7967%)	5,680,537 (0.1914%)	353,200 (0.0119%)
18.	To consider and approve the resolution regarding the related party/connected transactions involved in the Company's non-public issuance of A shares	A Shares	2,530,250,496 (99.8515%)	3,590,737 (0.1417%)	172,900 (0.0068%)
		H Shares	428,660,485 (98.9237%)	4,487,615 (1.0356%)	176,200 (0.0407%)
		<b>Total</b>	2,958,910,981 (99.7160%)	8,078,352 (0.2722%)	349,100 (0.0118%)

Name of resolutions		Class of Shareholders	Number of Shares Voted / percentage		
			For	Against	Abstain
19.	To consider and approve the resolution regarding the execution of a subscription agreement relating to the non-public issuance of A shares with conditions precedent between the Company and a specific subscriber	A Shares	2,530,227,796 (99.8506%)	3,642,237 (0.1437%)	144,100 (0.0057%)
		H Shares	428,660,485 (98.9237%)	4,487,615 (1.0356%)	176,200 (0.0407%)
		<b>Total</b>	2,958,888,281 (99.7152%)	8,129,852 (0.2740%)	320,300 (0.0108%)
20.	To consider and approve the resolution regarding the dilution of current returns resulting from the non-public issuance of A shares by the Company and the remedial measures	A Shares	2,530,229,196 (99.8506%)	3,637,037 (0.1435%)	147,900 (0.0058%)
		H Shares	428,660,485 (98.9237%)	4,487,615 (1.0356%)	176,200 (0.0407%)
		<b>Total</b>	2,958,889,681 (99.7153%)	8,124,652 (0.2738%)	324,100 (0.0109%)
21.	To consider and approve the resolution regarding the grant of authorization to the Board and its authorized representatives by the general meeting to deal with the relevant matters relating to the non-public issuance of A shares	A Shares	2,530,406,096 (99.8576%)	3,244,432 (0.1280%)	363,605 (0.0143%)
		H Shares	428,660,485 (98.9237%)	4,487,615 (1.0356%)	176,200 (0.0407%)
		<b>Total</b>	2,959,066,581 (99.7212%)	7,732,047 (0.2606%)	539,805 (0.0182%)

Name of resolutions		Class of Shareholders	Number of Shares Voted / percentage		
			For	Against	Abstain
22.	To consider and approve the resolution regarding amendment to the profit distribution provision of the Articles of Association	A Shares	3,783,892,795 (99.9361%)	2,041,900 (0.0539%)	377,305 (0.0100%)
		H Shares	503,284,700 (99.5474%)	2,112,000 (0.4177%)	176,200 (0.0349%)
		<b>Total</b>	4,287,177,495 (99.8903%)	4,153,900 (0.0968%)	553,505 (0.0129%)

As more than two-thirds of the votes were cast in favour of the above resolutions numbered 11 to 22, the above resolutions were duly passed as special resolutions. The amendment to the Articles of Association as set out in the special resolutions 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 <sup>(Note 1)</sup> 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 2017 Directors' Report	594,906,824 (99.6317%)	1,821,000 (0.3050%)	378,005 (0.0633%)
2.	To consider and approve the 2017 Supervisory Committee's Report	594,900,824 (99.6307%)	1,842,900 (0.3086%)	362,105 (0.0606%)
3.	To consider and approve the 2017 Final Financial Report	594,905,424 (99.6315%)	1,819,000 (0.3046%)	381,405 (0.0639%)
4.	To consider and approve the 2017 Annual Report	595,034,624 (99.6531%)	1,693,200 (0.2836%)	378,005 (0.0633%)
5.	To consider and approve the 2017 Profit Distribution Plan	595,260,429 (99.6909%)	1,641,300 (0.2749%)	204,100 (0.0342%)
6.	To consider and approve the resolution regarding the authorization of proprietary investment quota for 2018	594,781,324 (99.6107%)	1,845,900 (0.3091%)	478,605 (0.0802%)
7.	To consider and approve the resolution regarding the 2018 expected daily related party/connected transactions	594,849,924 (99.6222%)	1,785,300 (0.2990%)	470,605 (0.0788%)

Resolutions		Number of Shares Voted/percentage		
		For (Note 2)	Against (Note 2)	Abstain (Note 2)
8.	To consider and approve the resolution regarding engaging auditors in 2018	594,787,424 (99.6117%)	1,840,300 (0.3082%)	478,105 (0.0801%)
9.	To consider and approve the resolution regarding the Report on Use of Proceeds from Previous Fund-raising Activities	593,819,382 (99.4496%)	2,929,942 (0.4907%)	356,505 (0.0597%)
10.	To consider and approve the resolution regarding the shareholders' return plan of the Company for the next three years (2018-2020)	593,864,082 (99.4571%)	2,868,142 (0.4803%)	373,605 (0.0626%)
11.	To consider and approve each of the resolutions regarding authorizing the Company to issue domestic and overseas debt financing instruments, including:			
11.1	issuing entity, size of issuance and method of issuance	594,410,082 (99.5485%)	2,328,842 (0.3900%)	366,905 (0.0614%)
11.2	type of debt financing instruments	594,665,724 (99.5913%)	2,065,200 (0.3459%)	374,905 (0.0628%)
11.3	term of debt financing instruments	594,668,024 (99.5917%)	2,062,900 (0.3455%)	374,905 (0.0628%)
11.4	interest rate of debt financing instruments	594,665,724 (99.5913%)	2,065,200 (0.3459%)	374,905 (0.0628%)
11.5	security and other arrangements	594,644,924 (99.5879%)	2,091,000 (0.3502%)	369,905 (0.0619%)
11.6	use of proceeds	594,611,324 (99.5822%)	2,193,400 (0.3673%)	301,105 (0.0504%)
11.7	issuing price	593,941,424 (99.4700%)	2,896,100 (0.4850%)	268,305 (0.0449%)
11.8	targets of issuance	593,926,224 (99.4675%)	2,883,700 (0.4829%)	295,905 (0.0496%)
11.9	listing of debt financing instruments	594,539,924 (99.5703%)	2,091,500 (0.3503%)	474,405 (0.0795%)
11.10	safeguard measures for debt repayment of the debt financing instruments	594,536,524 (99.5697%)	2,094,900 (0.3508%)	474,405 (0.0795%)
11.11	validity period of the resolution passed	594,516,524 (99.5664%)	2,209,100 (0.3700%)	380,205 (0.0637%)

		Number of Shares Voted/percentage		
		For (Note 2)	Against (Note 2)	Abstain (Note 2)
	<b>Resolutions</b>			
11.12	authorization for the issuances of the corporate domestic and overseas debt financing instruments	594,520,024 (99.5669%)	2,208,300 (0.3698%)	377,505 (0.0632%)
12.	To consider and approve the resolution regarding amendment to the Articles of Association	594,686,324 (99.5948%)	1,949,400 (0.3265%)	470,105 (0.0787%)
13.	To consider and approve the resolution regarding the proposal to the shareholders' meeting to authorize the Board the general mandate to issue shares	572,754,304 (95.9217%)	24,170,825 (4.0480%)	180,700 (0.0303%)
14.	To consider and approve the resolution regarding the satisfaction of the criteria for the non-public issuance of A shares by the Company	593,282,292 (99.3597%)	3,672,437 (0.6150%)	151,100 (0.0253%)
15.	To consider and approve each of the resolutions regarding the plan on the non-public issuance of A shares by the Company, including			
15.1	class and nominal value of shares to be issued	593,284,492 (99.3600%)	3,564,432 (0.5970%)	256,905 (0.0430%)
15.2	method of issuance and time of issuance	593,269,792 (99.3576%)	3,559,132 (0.5961%)	276,905 (0.0464%)
15.3	target subscribers and method for subscription	593,263,192 (99.3565%)	3,779,337 (0.6329%)	63,300 (0.0106%)
15.4	issue price and pricing principles	593,256,892 (99.3554%)	3,618,832 (0.6061%)	230,105 (0.0385%)
15.5	number of shares to be issued	593,277,692 (99.3589%)	3,543,232 (0.5934%)	284,905 (0.0477%)
15.6	lock-up period	593,281,992 (99.3596%)	3,520,132 (0.5895%)	303,705 (0.0509%)
15.7	amount and use of proceeds	593,354,692 (99.3718%)	3,415,832 (0.5721%)	335,305 (0.0562%)
15.8	treatment of the undistributed profit retained by the Company prior to the completion of issuance	593,408,782 (99.3808%)	3,374,942 (0.5652%)	322,105 (0.0539%)
15.9	place of listing of the shares to be issued	593,518,824 (99.3993%)	2,744,600 (0.4597%)	842,405 (0.1411%)

		<b>Number of Shares Voted/percentage</b>		
		<b>For (Note 2)</b>	<b>Against (Note 2)</b>	<b>Abstain (Note 2)</b>
	<b>Resolutions</b>			
15.10	validity period of the resolution	593,507,624 (99.3974%)	3,255,800 (0.5453%)	342,405 (0.0573%)
16.	To consider and approve the resolution regarding the proposal of the non-public issuance of A shares by the Company	593,266,892 (99.3571%)	3,705,737 (0.6206%)	133,200 (0.0223%)
17.	To consider and approve the resolution regarding the Feasibility Analysis Report on Use of Proceeds from the Non-public Issuance of A Shares by the Company	593,360,492 (99.3728%)	3,568,337 (0.5976%)	177,000 (0.0296%)
18.	To consider and approve the resolution regarding the related party/connected transactions involved in the Company's non-public issuance of A shares	593,342,192 (99.3697%)	3,590,737 (0.6014%)	172,900 (0.0290%)
19.	To consider and approve the resolution regarding the execution of a subscription agreement relating to the non-public issuance of A shares with conditions precedent between the Company and a specific subscriber	593,319,492 (99.3659%)	3,642,237 (0.6100%)	144,100 (0.0241%)
20.	To consider and approve the resolution regarding the dilution of current returns resulting from the non-public issuance of A shares by the Company and the remedial measures	593,320,892 (99.3661%)	3,637,037 (0.6091%)	147,900 (0.0248%)
21.	To consider and approve the resolution regarding the grant of authorization to the Board and its authorized representatives by the general meeting to deal with the relevant matters relating to the non-public issuance of A shares	593,497,792 (99.3957%)	3,244,432 (0.5434%)	363,605 (0.0609%)



		Number of Shares Voted/percentage		
		For (Note 2)	Against (Note 2)	Abstain (Note 2)
22.	To consider and approve the resolution regarding amendment to the profit distribution provision of the Articles of Association	594,686,624 (99.5948%)	2,041,900 (0.3420%)	377,305 (0.0632%)

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. Xu Wenhai and Mr. Hu Tao, the Shareholders’ representatives of the Company; Mr. Zhang Shaohua, the Supervisor; the representative of Jia Yuan Law Offices, the PRC legal counsel of the Company; and the representatives 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 9, 2018 and the AGM Circular.

The Shareholders who attended the AGM have heard the 2017 Work Report of the Independent Directors, the 2017 Duty Performance Report of the Independent Directors, the Special Description of the Performance Assessment and Remuneration of the Directors for the Year of 2017, the Special Description of the Duty Performance Appraisal and Remuneration of the Supervisors for the Year of 2017 and the Special Description of the Duty Performance, Performance Assessment and Remuneration of the Operating Management for the Year of 2017.

### III. FINAL DIVIDEND FOR 2017

As the resolution No. 5 of the AGM regarding the 2017 Profit Distribution Plan has been approved, the Board is pleased to announce the following details regarding the distribution of the Company’s final cash dividend for 2017 to the Shareholders:

- (1) The aggregate final dividend for the year ended December 31, 2017 is expected to be RMB3,048,435,065.60 (tax inclusive), representing a cash dividend of

RMB4.0 (tax inclusive) for every 10 Shares held on the basis of the number of shares on the record date for dividend distribution. Cash dividends of H shares are distributed in Hong Kong dollars, the actual amount of which is calculated based on the average benchmark exchange rate for conversion between RMB and Hong Kong dollar issued by the People's Bank of China for the five working days before the convening date of the AGM (namely Friday, June 22, 2018 to Thursday, June 28, 2018). (i.e. RMB0.83192 = HKD1.00). Accordingly, the final dividend payable for 2017 per H Share is approximately HKD0.48082 (tax inclusive).

- (2) The Company expects to distribute the final dividend for the year ended December 31, 2017 to H Shareholders on Wednesday, August 15, 2018.
- (3) The 2017 final dividend will be paid to H Shareholders whose names appear on the Company's register of members on Sunday, July 22, 2018. To determine the identity of the Shareholders entitled to receive the final dividend, the H Share register of members of the Company will be closed from Tuesday, July 17, 2018 to Sunday, July 22, 2018 (both days inclusive), during which period no share transfer will be registered. In order to be entitled to receive the final dividend for 2017, all share certificates together with the transfer documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by 4:30 p.m. on Monday, July 16, 2018.
- (4) The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent (the "**Receiving Agent**") in Hong Kong and will pay to the Receiving Agent the declared dividends of the Company for payment to the H Shareholders of the Company. The dividends will be paid by the Receiving Agent and the dividend warrants will be posted by Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, by ordinary mail to H Shareholders who are entitled to receive the dividends at their own risk on Wednesday, August 15, 2018.
- (5) Time arrangements of the record date, ex-entitlement date, final dividend payment date for investors of Northbound Trading of Shenzhen Connect are the same as those for A Shareholders. Time arrangements of the record date, ex-entitlement date, final dividend payment date for Southbound Trading investors are the same as those for H Shareholders of the Company. For details on the A-share dividend payout, please refer to the announcement to be

separately announced by the Company on the Shenzhen Stock Exchange. The relevant announcement will also be published on the website of the Hong Kong Stock Exchange in the form of an overseas regulatory announcement in accordance with Rule 13.10B of the Hong Kong Listing Rules.

(6) Matters relating to withholding income tax:

***(I). Withholding and payment of enterprise income tax for non-resident enterprise shareholders***

Pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementation regulations and other relevant notices, rules and regulations, the Company is required to withhold and pay enterprise income tax at the rate of 10% before distributing the 2017 final dividend to non-resident enterprise shareholders as appeared on the H Share register of members of the Company. Any shares registered in the name of non-individual registered shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the enterprise income tax.

Upon receipt of such dividends, a non-resident enterprise Shareholder may apply to the competent tax authorities for relevant treatment under the tax treaties (arrangements) in person or through a proxy or a withholding agent and provide evidence in support of its status as a beneficial owner as defined in the tax treaties (arrangements). Upon verification by the competent tax authorities, the difference between the tax levied and the amount of tax payable as calculated at the tax rate under the tax treaties (arrangements) will be refunded.

***(II). Withholding and payment of individual income tax for individual foreign shareholders***

Pursuant to the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法》) and its implementation regulations and other relevant notices, rules and regulations, the Company is required to withhold and pay individual income tax before distributing the 2017 final dividend to individual shareholders as appeared on the H Share register of members of the Company (the "individual H Shareholders"). However, the individual H Shareholders may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual H Shareholders are domiciled and the tax arrangements between Mainland China and Hong Kong (Macau). In this regard, the Company will implement the following arrangements in relation to the withholding and payment of individual income tax for the individual H Shareholders:

- for individual H Shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders in the distribution of final dividend;
- for individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders in the distribution of final dividend;
- for individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty in the distribution of final dividend;
- for individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual H Shareholders in the distribution of final dividend.

If individual H Shareholders consider that the tax rate adopted by the Company for the withholding and payment of individual income tax on their behalf is not the same as the tax rate stipulated in any tax treaties between the PRC and the countries (regions) in which they are domiciled, please submit promptly to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, a letter of entrustment and all application materials showing that they are residents of a country (region) which has entered into a tax treaty with the PRC. The Company will then submit the above documents to competent tax authorities who will proceed with subsequent tax related arrangements.

***(III). Withholding of income tax for H Share Shareholders via Southbound Trading***

Pursuant to the Notice on Relevant Taxation Policies Concerning the Pilot Inter-connected Mechanism for Trading on the Shenzhen Stock Market and the Hong Kong Stock Market (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)) promulgated on December 5, 2016:

- for dividends received by Mainland individual investors from investing in the H Shares of the Company via Southbound Trading, the Company will withhold and pay individual income tax at the rate of 20% on their behalf. For dividends received by Mainland securities investment funds from investing in the H Shares of the Company via Southbound Trading, the tax payable will be the same as that for individual investors and will also be paid in the same way; and
- for dividends received by Mainland corporate investors from investing in the H Shares of the Company via Southbound Trading, the Company will not withhold and pay the income tax on their behalf and the Mainland corporate investors shall file the tax returns on their own. Dividends and bonus income of resident enterprises in the PRC obtained as they have continuously held H-shares for 12 months and enterprise income tax will be exempted according to laws.

Should the H Shareholders have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax impact in Mainland China, Hong Kong and other countries (regions) on the possession and disposal of the H Shares.

#### IV. TESTIMONY OF LEGAL COUNSEL

The representatives 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 of the Company and were in compliance with applicable laws and valid, 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 29, 2018

*As at the date of this announcement, the Board of the Company comprises Mr. Sun Shuming, Mr. Lin Zhihai, 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. Li Yanxi as Independent Non-executive Directors.*