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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 ANNUAL GENERAL MEETING HELD
ON 15 JUNE 2020
PAYMENT OF FINAL DIVIDEND
CHANGE OF EXTERNAL AUDITORS
APPOINTMENT OF NON-EXECUTIVE DIRECTOR
APPOINTMENT OF SUPERVISOR
AND
AMENDMENTS TO ARTICLES OF ASSOCIATION**

POLL RESULTS OF THE ANNUAL GENERAL MEETING

We refer to the circular (the “**Circular**”) and the notice of the annual general meeting (the “**AGM Notice**”), each dated 29 April 2020, of Guotai Junan Securities Co., Ltd. (the “**Company**”). Except as the context otherwise requires, capitalised terms used herein shall have the same meanings as ascribed to them in the Circular and the AGM Notice.

The annual general meeting of 2019 of the Company (the “**AGM**”) was held on 15 June 2020 at 1:30 p.m. at 2/F, City Hotel Shanghai, No. 5-7 Shaanxi South Road, Shanghai, the PRC. The AGM was convened by the Board and presided over by Mr. Wang Song, the vice chairman of the Board. Voting for the resolutions submitted to the Shareholders at the AGM was conducted by poll, which includes both onsite voting and, for Shareholders of the A Shares only, online voting. Representatives of Shareholders, Supervisors, representatives from Haiwen & Partners, the PRC legal advisor of the Company and Computershare Hong Kong Investor Services Limited, the Company’s H share registrar, were appointed by the Company as the scrutineer for the AGM.

The convening and holding of the AGM were in compliance with the requirements of the applicable laws and regulations of the PRC and the Articles of Association. 6 Directors, 3 Supervisors, the Board secretary of the Company and certain members of the senior management of the Company attended the AGM.

The total number of issued shares of the Company as at the date of the AGM was 8,907,948,568 shares, comprising 7,516,121,388 A shares and 1,391,827,180 H shares, respectively, 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 AGM. International Group, the controlling shareholder of the Company, Shanghai SA and the related enterprises of International Group (which are Shareholders) shall abstain from voting on the ordinary resolution 6.1. Shenzhen Investment Holdings shall abstain from voting on the ordinary resolution 6.2. The Directors, Supervisors and the senior management members of the Company and their related entities of which any of them is a director or senior management member, which are Shareholders, shall abstain from voting on the ordinary resolution 6.3; and the related natural persons who are Shareholders shall abstain from voting on the ordinary resolution 6.4.

Save as disclosed above, there was no restriction on any Shareholders casting votes on the resolutions at the AGM. There were no Shares entitling any Shareholders to attend but are 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 resolutions.

AGM Attendance

Details about the attendance of the Shareholders and their authorized proxies at the AGM are set out as follows:

Number of Shareholders and authorized proxies attending the AGM	48
Of which: Number of A share Shareholders	45
Number of H share Shareholders	3
Total number of the voting shares held by the attendees	4,140,900,026
Of which: Total number of shares held by A share Shareholders	3,704,133,729
Total number of shares held by H share Shareholders	436,766,297
Percentage of the total number of voting shares of the Company (%)	46.4855
Of which: Percentage of the voting shares held by A share Shareholders to the total number of voting shares of the Company (%)	41.5824
Percentage of the voting shares held by H share Shareholders to the total number of voting shares of the Company(%)	4.9031

POLL RESULTS

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

No.	ORDINARY RESOLUTIONS	Numbers of votes & Percentage of the total voting shares			
			For	Against	Abstain
1.	To consider and approve the 2019 Work Report of the Board.	A Shares	3,703,845,228 99.9922%	38,501 0.001%	250,000 0.0068%
		H Shares	435,880,897 99.7973%	50,800 0.0116%	834,600 0.1911%
		Total	4,139,726,125 99.9717%	89,301 0.0022%	1,084,600 0.0261%
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 2019 Work Report of the Supervisory Committee.	A Shares	3,703,844,228 99.9922%	38,501 0.001%	251,000 0.0068%
		H Shares	435,880,897 99.7973%	50,800 0.0116%	834,600 0.1911%
		Total	4,139,725,125 99.9716%	89,301 0.0022%	1,085,600 0.0262%
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
3.	To consider and approve the 2019 profit distribution plan of the Company.	A Shares	3,703,714,228 99.9887%	419,501 0.0113%	0 0%
		H Shares	436,418,697 99.9204%	347,600 0.0796%	0 0%
		Total	4,140,132,925 99.9815%	767,101 0.0185%	0 0%
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
4.	To consider and approve resolution on the change of external auditors.	A Shares	3,699,228,813 99.8676%	4,881,606 0.1318%	23,310 0.0006%
		H Shares	424,220,377 97.1275%	12,522,900 2.8672%	23,020 0.0053%
		Total	4,123,449,190 99.5786%	17,404,506 0.4203%	46,330 0.0011%
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					

No.	ORDINARY RESOLUTIONS	Numbers of votes & Percentage of the total voting shares				
			For	Against	Abstain	
5.	To consider and approve the 2019 Annual Report of the Company.	A Shares	3,703,845,228 99.9922%	38,501 0.001%	250,000 0.0068%	
		H Shares	435,880,897 99.7973%	50,800 0.0116%	834,600 0.1911%	
		Total	4,139,726,125 99.9717%	89,301 0.0022%	1,084,600 0.0261%	
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.						
6.	To consider and approve the resolution on the potential related party transactions contemplated in the ordinary course of business of the Company in 2020, including:					
	6.1	To consider and approve the potential related party transactions between the Group and Shanghai International Group Co., Ltd. and its related enterprises;	A Shares	1,120,915,689 99.9966%	38,501 0.0034%	0 0%
			H Shares	436,766,297 100%	0 0%	0 0%
			Total	1,557,681,986 99.9975%	38,501 0.0025%	0 0%
	6.2	To consider and approve the potential related party transactions between the Group and Shenzhen Investment Holdings Co., Ltd. and its related enterprises;	A Shares	3,094,664,871 99.9987%	38,501 0.0012%	2,000 0.0001%
			H Shares	436,766,297 100%	0 0%	0 0%
			Total	3,531,431,168 99.9989%	38,501 0.0011%	2,000 0%
	6.3	To consider and approve the potential related party transactions between the Group and the related enterprises of any Directors, Supervisor, and senior management of the Company;	A Shares	3,303,070,307 99.9988%	39,001 0.0012%	2,000 0%
			H Shares	436,766,297 100%	0 0%	0 0%
			Total	3,739,836,604 99.9989%	39,001 0.001%	2,000 0.0001%
	6.4	To consider and approve the potential related party transactions between the Group and the related natural persons.	A Shares	3,704,092,728 99.9989%	39,001 0.0011%	2,000 0%
			H Shares	436,766,297 100%	0 0%	0 0%
			Total	4,140,859,025 99.999%	39,001 0.0009%	2,000 0.0001%
	As more than half of the votes were cast in favour of each of these resolutions, each of these resolutions was duly passed as an ordinary resolution.					

No.	ORDINARY RESOLUTIONS	Numbers of votes & Percentage of the total voting shares			
			For	Against	Abstain
7.	To consider and approve the resolution on the general mandate for the provision of corporate debt related external guarantee.	A Shares	3,674,093,557 99.189%	24,208,248 0.6535%	5,831,924 0.1575%
		H Shares	227,516,771 52.0912%	206,874,803 47.3651%	2,374,723 0.5437%
		Total	3,901,610,328 94.2213%	231,083,051 5.5805%	8,206,647 0.1982%
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
8.	To consider and approve the resolution on the proposed appointment of non-executive Director.	A Shares	3,700,706,059 99.9075%	3,425,670 0.0925%	2,000 0%
		H Shares	430,256,626 98.5096%	6,509,671 1.4904%	0 0%
		Total	4,130,962,685 99.76%	9,935,341 0.2399%	2,000 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.					
9.	To consider and approve the resolution on the proposed appointment of Supervisor.	A Shares	3,696,695,701 99.7992%	7,436,028 0.2007%	2,000 0.0001%
		H Shares	430,058,593 98.4642%	6,692,304 1.5322%	15,400 0.0036%
		Total	4,126,754,294 99.6584%	14,128,332 0.3412%	17,400 0.0004%
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					

No.	SPECIAL RESOLUTIONS	Numbers of votes & Percentage of the total voting shares			
			For	Against	Abstain
10.	To consider and approve the resolution on the adjustments to the validity periods of the resolutions on general mandate to issue onshore and offshore debt financing instruments and assets-backed securities, including:				
10.1	to consider and approve the resolution on the adjustment to the validity periods of the relevant resolution on general mandate to issue onshore and offshore debt financing instruments;	A Shares	3,704,076,328 99.9985%	55,401 0.0015%	2,000 0%
		H Shares	436,766,297 100%	0 0%	0 0%
		Total	4,140,842,625 99.9986%	55,401 0.0013%	2,000 0.0001%
10.2	to consider and approve the resolution on the adjustment to the validity periods of the relevant resolution on general mandate to issue assets-backed securities.	A Shares	3,704,076,328 99.9985%	55,401 0.0015%	2,000 0%
		H Shares	436,766,297 100%	0 0%	0 0%
		Total	4,140,842,625 99.9986%	55,401 0.0013%	2,000 0.0001%
As more than two-thirds of the votes were cast in favour of each of these resolutions, each of these resolutions was duly passed as a special resolution.					
11.	To consider and approve the resolution on the general mandate to the Board to issue additional A Shares and/or H Shares.	A Shares	3,641,800,365 98.3172%	56,463,840 1.5243%	5,869,524 0.1585%
		H Shares	198,262,024 45.3932%	235,853,350 53.9999%	2,650,923 0.6069%
		Total	3,840,062,389 92.735%	292,317,190 7.0593%	8,520,447 0.2057%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
12.	To consider and approve the resolution on the amendments to the Articles of Association.	A Shares	3,670,185,808 99.0835%	33,945,921 0.9164%	2,000 0.0001%
		H Shares	217,685,371 49.8402%	219,080,926 50.1598%	0 0%
		Total	3,887,871,179 93.8895%	253,026,847 6.1104%	2,000 0.0001%
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 the full text of the resolutions.

PAYMENT OF FINAL DIVIDEND

The Board also wishes to notify Shareholders the details of the distribution of final dividend for 2019 as follows:

The resolution on the 2019 profit distribution plan for the year ended 31 December 2019 was approved at the AGM. The Company will pay a final dividend of RMB3.90 (tax included) per 10 shares in cash for the year ended 31 December 2019 (the “**2019 Final Dividend**”). For the distribution of 2019 Final Dividend to holders of H shares of the Company, such dividend will be paid to Shareholders whose names appear on the H Share register of members of the Company on 6 July 2020 (the “**Record Date**”). The 2019 Final Dividend is denominated and declared in Renminbi and paid to holders of A Shares in Renminbi and to holders of H Shares in Hong Kong dollars.

The actual amount of the 2019 Final Dividend for H Share distributed in Hong Kong dollars shall be converted based on the average benchmark exchange rate for RMB to HK dollars as announced by The People’s Bank of China for the five business days prior to 15 June 2020, being the date of the AGM, (i.e. RMB0.912912 to HK\$1.00), being a cash dividend of HK\$4.272044 (tax included) for every 10 H Shares.

The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent in Hong Kong to pay the 2019 Final Dividend declared to the H Shareholders. The receiving agent will pay the 2019 Final Dividend to the H Shareholders on or before 12 August 2020.

Details of payment of the 2019 Final Dividend to holders of A Shares and relevant matters will be announced separately by the Company after further consultation with China Securities Depository and Clearing Corporation Limited, Shanghai Branch.

Closure of Register of Members

In order to determine the entitlement of holders of H Shares to the 2019 Final Dividend, the register of members of H Shares will be closed from Wednesday, 1 July 2020 to Monday, 6 July 2020 (both days inclusive), during which period no registration of H Shares will be effected. Shareholders whose names appear on the register of members of H Shares on Monday, 6 July 2020 shall be entitled to the 2019 Final Dividend. Where the holders holding H Shares who have not registered with the Company intend to receive the 2019 Final Dividend, all share certificates and transfer documents must be lodged with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 30 June 2020.

TAX REDUCTION AND EXEMPTION BY H SHAREHOLDERS

In accordance with the Notice of the PRC State Administration of Taxation on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No.045 (《國家稅務總局關於國稅發[1993]045號檔廢止後有關個人所得稅徵管問題的通知》) (Guo Shui Han [2011] No.348), dividends received by overseas residents for their personal holding of shares issued by domestic non-foreign invested enterprises in Hong Kong shall be subject to the payment of individual income tax under the “interest, dividend and bonus income” item, which shall be withheld by the withholding agents according to relevant laws. Such overseas residents that are individual owners of shares issued by domestic non-foreign invested enterprises in Hong Kong shall be entitled to the relevant preferential tax treatment pursuant to the provisions in the tax treaties signed between the countries where they reside and China, or the tax arrangements between Mainland and Hong Kong (Macau) SAR. The tax rate for dividends under the relevant arrangement is 10% in general. For the purpose of simplifying tax administration, domestic non-foreign-invested enterprises issuing shares in Hong Kong may, upon payment of dividends, generally withhold individual income tax at the rate of 10%, without the need to file an application. If the tax rate for dividends is not equal to 10%, the following provisions shall apply: (1) for residents of countries that have signed lower than 10% tax rate treaties, the withholding agents may file applications on their behalf for the relevant agreed preferential tax treatments, under which circumstances the over-withheld tax amounts will be refunded upon approval by the tax authorities; (2) for residents of countries that have signed higher than 10% but lower than 20% tax rate treaties, the withholding agents shall withhold individual income tax at the agreed tax rate effective at the time of dividends payment, without the need to file an application; and (3) for residents of countries without tax agreements or under other situations, the withholding agents shall withhold individual income tax at 20% upon payment of dividends.

In accordance with the Notice of the State Administration of Taxation on the Issues Concerning Withholding Enterprise Income Tax on Dividends Paid by Chinese Resident Enterprises to H Shareholders that are Nonresident Overseas Enterprises (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) (Guo Shui Han [2008] No.897), a PRC resident enterprise, when paying dividends to H shareholders that are non-resident overseas enterprises for 2008 and subsequent years, shall withhold enterprise income tax at a uniform rate of 10%.

In accordance with the Notice on Tax Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (《財政部國家稅務總局證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》) (Cai Shui [2014] No.81) issued by the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission, for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the individual income tax shall be paid in accordance with the aforementioned regulations. For dividends received by domestic enterprise investors from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall not withhold and pay the income tax for such dividends and those domestic enterprise investors shall report and pay the relevant tax on their own. Meanwhile, for the dividends obtained by domestic resident enterprises from holding relevant H shares for a consecutive 12 month period, the corporate income tax shall be exempted according to laws.

Under the current practice of the Hong Kong Inland Revenue Department, no tax is payable in Hong Kong in respect of dividends paid by the Company.

Profit Distribution to Investors of Northbound Trading

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividends and bonuses will be distributed in RMB by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominees holding such shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend and bonus tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the holders of A Shares.

Profit Distribution to Investors of Southbound Trading

For investors of the Shanghai Stock Exchange and the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the Company has entered into the Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading (《**港股通H股股票現金紅利派發協議**》) with the Shanghai Branch and Shenzhen Branch of China Securities Depository and Clearing Corporation Limited relatively, pursuant to which, the China Securities Depository and Clearing Corporation Limited or its branches, as the nominee of the holders of H Shares for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H Shares of Southbound Trading will be paid in RMB. In accordance with the Notice on Tax Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (《**關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知**》) (Cai Shui [2014] No.81), and the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (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**》) for dividends and bonuses received by domestic investors from the Southbound Trading, the company of such H Shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends and bonuses received by domestic securities investment funds from investing in H Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H Shares will not withhold and pay the income tax of dividends and bonuses for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H shares.

CHANGE OF EXTERNAL AUDITORS

The Board announces that KPMG Huazhen LLP and KPMG have been appointed as the external auditors of the Company for 2020 and KPMG Huazhen LLP has been appointed as the auditor for the internal control audit of the Company for 2020, and the management of the Company is authorized to determine the fees of the auditors for 2020.

Ernst & Young Hua Ming LLP and Ernst & Young, being the external auditors of the Company for 2019, confirmed that there are no matters relating to the termination of their services that need to be brought to the attention of the Shareholders. The Board and Audit Committee also confirmed that they has no disagreement or unresolved matters with Ernst & Young Hua Ming LLP and Ernst & Young, and are not aware of any matters that need to be brought to the attention of the Shareholders.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

We refer to the announcement of the Company dated 5 December 2019 in relation to the proposed appointment of Mr. LIU Xinyi as a non-executive director of the Company which is subject to the approval by the shareholders of the Company at general meeting, and his qualification as a director is subject to the approval from relevant regulatory authorities.

According to the newly revised Securities Law of the PRC (《中華人民共和國證券法》) and the China Securities Regulatory Commission's Announcement on Various Issues in relation to the Cancellation or Adjustment of Certain Administrative Approval Projects of Securities Companies (《關於取消或調整證券公司部分行政審批項目等事項的公告》) (CSRC Announcement [2020] No.18), the qualification of directors, supervisors and senior management of securities companies no longer requires prerequisite approval from regulatory authorities and is replaced by a post-appointment filing instead.

The appointment of Mr. LIU Xinyi (“**Mr. LIU**”) as a non-executive Director was approved by an ordinary resolution of the shareholders at the AGM. Accordingly, the term of office of Mr. LIU as a non-executive director of the Company commences from 15 June 2020 until the date of expiration of the 5th session of the Board.

The biography of Mr. LIU is as follow:

Mr. LIU Xinyi (劉信義), born in July 1965, is a senior economist with a master's degree in engineering. Mr. LIU is currently a deputy secretary of CPC Committee, a director and president of Shanghai International Group Co., Ltd. (上海國際集團有限公司), and since July 1988 he consecutively served as deputy director of Airport Office, vice president of Airport Branch (executive), and deputy general manager of Shanghai Regional Headquarters of Shanghai Pudong Development Bank Co., Ltd. (上海浦東發展銀行股份有限公司), the shares of which are listed on The Shanghai Stock Exchange with the stock code of 600000, head of financial institutions division of Shanghai Financial Services Office (上海金融服務辦公室) (temporary), assistant director of Shanghai Financial Services Office (temporary), vice president and president of Shanghai Branch of Shanghai Pudong Development Bank Co., Ltd., vice president of Shanghai Pudong Development Bank Co., Ltd., president and deputy secretary of the CPC Committee of Shanghai Guosheng Group Company Limited (上海國盛(集團)有限公司), and president, deputy secretary of CPC Committee and vice chairman of Shanghai Pudong Development Bank Co., Ltd.

The Company will enter into a service contract with Mr. LIU. He will receive an annual remuneration of RMB150,000 from the Company as a non-executive director of the Company.

Save as disclosed in this announcement, to the best knowledge of the directors of the Company, Mr. LIU has not held any directorship in the past three years in any other public companies which are listed on any securities market in Hong Kong or overseas, and does not have any relationships with any Directors, Supervisors, senior management or substantial shareholders (as defined in the Hong Kong Listing Rules) of the Company, nor does he hold any position in the Company or any of its subsidiaries. As at the date of this announcement, Mr. LIU does not have any interest in the Shares or its associated corporations within the definition under Part XV of the Securities and Futures Ordinance.

Save as disclosed in this announcement, there is no information in relation to the appointment of Mr. LIU that is required to be disclosed pursuant to the requirements set out in Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules nor are there any matters which need to be brought to the attention to the Shareholders. Mr. LIU has not been penalized by the China Securities Regulatory Commission or other relevant authorities or stock exchanges.

In addition, the appointments of Mr. LIU as a member of Strategy Committee and the chairman of Risk Control Committee have been approved by the Board on 5 December 2019 subject to his approval as a non-executive Director by the shareholders of the Company at general meeting. Following the appointment of Mr. LIU as a non-executive Director at the AGM, Mr. LIU officially serves as a member on the Strategy Committee and the chairman of the Risk Control Committee with effect from 15 June 2020.

APPOINTMENT OF SUPERVISOR

The appointment of Ms. LI Zhongning (“**Ms. LI**”) as a supervisor was approved by an ordinary resolution of the shareholders at the AGM. The term of office of Ms. LI as a supervisor of the Company commences from 15 June 2020 until the date of expiration of the 5th session of Supervisory Committee.

The biography of Ms. LI is as follow:

Ms. LI Zhongning, born in June 1962, has a master’s degree in business administration and a title of senior economist. Ms. Li successively served as deputy general manager of Shanghai Xuhui Branch of The People’s Insurance Company of China (中國人民保險公司), now known as The People’s Insurance Company (Group) of China (中國人民保險集團公司); deputy general manager of China Life Insurance Company Limited (中保人壽保險有限公司，現稱中國人壽保險股份有限公司), Shinan Branch; director of accounting and finance department of China Life Insurance Company Limited, Shanghai Branch; general manager of accounting and finance department of Shanghai Branch of China Life Insurance Company (中國人壽保險公司), now known as China Life Insurance (Group) Company (中國人壽保險(集團)公司); member of the CPC committee and deputy general manager of Shanghai Branch of China Life Insurance Company Limited (中國人壽保險股份有限公司), the shares of which are listed on The Stock Exchange of Hong Kong Limited (Stock Code: 2628), The New York Stock Exchange (Stock Code: LFC) and the Shanghai Stock Exchange (Stock Code: 601628) respectively; and secretary of CPC committee, chairman of the board and general manager of Shanghai Anxin Agricultural Insurance Co., Ltd. (上海安信農業保險股份有限公司). Ms. Li has held the position of deputy secretary of the CPC committee of Bright Food (Group) Co., Ltd. (光明食品(集團)有限公司) since December 2014 to March 2020, and deputy chairman of the board since November 2015 to March 2020. Ms. LI has been working in the Company since March 2020.

The Company will enter into a service contract with Ms. LI. She will not receive any supervisor's fee from the Company but will receive the corresponding remuneration in accordance with her position in the Company, the detail of her remuneration will be disclosed in the annual report of the Company.

Save as disclosed in this announcement, to the best knowledge of the Directors of the Company, Ms. LI has not held any directorship in the past three years in any other public companies which are listed on any securities market in Hong Kong or overseas, and does not have any relationships with any Directors, Supervisors, senior management or substantial shareholders (as defined in the Hong Kong Listing Rules) of the Company, nor does she hold any position in the Company or any of its subsidiaries. As at the date of this announcement, Ms. LI does not have any interest in the Shares or its associated corporations within the definition under Part XV of the Securities and Futures Ordinance.

Save as disclosed in this announcement, there is no information in relation to the appointment of Ms. LI that is required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules nor are there any matters which need to be brought to the attention to the Shareholders.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The proposed amendments to the articles of association of the Company were duly approved by the shareholders as a special resolution at the AGM. Please refer to the Circular for details of the amendments to the Articles of Association. The full text of the revised Articles of Association will be published on the websites of the Stock Exchange and the Company in due course. The revised Articles of Association has Chinese and English versions and the Chinese version shall prevail.

LAWYER'S CERTIFICATION

The Company engaged Haiwen & Partners to certify the AGM. Haiwen & Partners appointed attorneys Ms. Mu Jian and Ms. Xiao Junyan to attend the AGM and issued the legal opinion stating that the convening of the AGM and its procedures, the qualifications of the Shareholders and their authorized proxies who attended the AGM, 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 AGM are legal and valid.

By Order of the Board
Guotai Junan Securities Co., Ltd.
He Qing
Chairman

Shanghai, the PRC
15 June 2020

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. ZHOU Lei, Mr. ZHONG Maojun, Mr. WANG Wenjie, Mr. LIN Facheng, Mr. ZHOU Hao, Mr. AN Hongjun; and the independent non-executive directors of the Company are Mr. XIA Dawei, Mr. SHI Derong, Mr. CHEN Guogang, Mr. LING Tao, Mr. JIN Qingjun and Mr. Lee Conway Kong Wai.