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**国联证券股份有限公司**  
GUOLIAN SECURITIES CO., LTD.

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

**(Stock Code: 01456)**

**ANNOUNCEMENT  
POLL RESULTS OF THE ANNUAL GENERAL MEETING  
AND THE CLASS MEETINGS  
DISTRIBUTION OF FINAL DIVIDEND**

Reference is made to the circular (the “**Circular**”) of Guolian Securities Co., Ltd. (the “**Company**”) dated 30 April 2018 in relation to the Annual General Meeting and the Class Meetings of the Company convened on 15 June 2018. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Annual General Meeting and the Class Meetings were held at 9:30 a.m. on Friday, 15 June 2018 at 4th Floor, No. 8 Jinrong One Street, Wuxi, Jiangsu Province, the PRC. The Annual General Meeting and the Class Meetings were chaired by Mr. Yao Zhiyong, the Chairman of the Company. The convening procedures of the Annual General Meeting and the Class Meetings were in accordance with the relevant laws and regulations of the PRC, the Articles of Association of the Company and the Listing Rules.

## POLL RESULTS OF THE ANNUAL GENERAL MEETING

The holders of a total number of 1,902,400,000 Shares (comprising 1,459,760,000 Domestic Shares and 442,640,000 H Shares), representing 100% of the total issued share capital of the Company, were entitled to attend and vote on the resolutions considered at the Annual General Meeting. No Shareholder was required under the Listing Rules to give up the voting rights or abstain from voting in favour of the resolutions at the Annual General Meeting. The Shareholders of the Company and their proxies who attended the Annual General Meeting hold a total of 1,553,201,535 Shares of the Company, representing 81.644320% of the total issued share capital of the Company.

The voting was taken by poll at the Annual General Meeting. The poll results in respect of the resolutions proposed at the Annual General Meeting are as follows:

Ordinary Resolutions		For		Against		Abstain	
		Number of Votes	Percent (%)	Number of Votes	Percent (%)	Number of Votes	Percent (%)
1.	Report of the Board for the year 2017;	1,553,201,535	100.000000	0	0.000000	0	0.000000
2.	Report of the Supervisory Committee for the year 2017;	1,553,201,535	100.000000	0	0.000000	0	0.000000
3.	Annual report for the year 2017;	1,553,201,535	100.000000	0	0.000000	0	0.000000
4.	Final accounts report for the year 2017;	1,553,201,535	100.000000	0	0.000000	0	0.000000
5.	Profit distribution plan for the year 2017;	1,553,201,535	100.000000	0	0.000000	0	0.000000
6.	Remuneration plan of Directors for the year 2017;	1,553,201,535	100.000000	0	0.000000	0	0.000000
7.	Remuneration plan of Supervisors for the year 2017;	1,553,201,535	100.000000	0	0.000000	0	0.000000
8.	Re-appointment of auditors for the year 2018;	1,545,082,235	99.477254	8,119,300	0.522746	0	0.000000
9.	Securities proprietary business scale for the year 2018;	1,553,201,535	100.000000	0	0.000000	0	0.000000

Special Resolutions		For		Against		Abstain	
		<i>Number of Votes</i>	<i>Percent (%)</i>	<i>Number of Votes</i>	<i>Percent (%)</i>	<i>Number of Votes</i>	<i>Percent (%)</i>
1.	Extension of the validity period of the resolutions relating to the initial public offering and listing of A Shares; and	1,552,360,235	99.945834	841,300	0.054166	0	0.000000
2.	Extension of the validity period of authorisations granted to the Board by the general meeting to deal with matters relating to the initial public offering and listing of A Shares.	1,552,360,235	99.945834	841,300	0.054166	0	0.000000

The full texts of the aforesaid resolutions were set out in the Circular.

As more than half of the votes were cast in favour of the ordinary resolutions No. 1 to No. 9 and more than two-thirds of the votes were cast in favour of the special resolutions No. 1 to No. 2, each of the aforesaid resolutions of the Company was duly passed. The poll results were legally valid.

## **POLL RESULTS OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING**

The holders of a total number of 1,459,760,000 Domestic Shares, representing 100% of the total issued Domestic Shares of the Company, were entitled to attend and vote on the resolutions considered at the Domestic Shareholders' Class Meeting. No Domestic Shareholder was required under the Listing Rules to give up the voting rights or abstain from voting in favour of the resolutions at the Domestic Shareholders' Class Meeting. The Domestic Shareholders and their proxies hold a total of 1,459,760,000 Domestic Shares of the Company, representing 100% of the total issued Domestic Shares of the Company, attended the Domestic Shareholders' Class Meeting.

The voting was taken by poll at the Domestic Shareholders' Class Meeting. The poll results in respect of the resolutions proposed at the Domestic Shareholders' Class Meeting are as follows:

Special Resolutions		For		Against		Abstain	
		<i>Number of Votes</i>	<i>Percent (%)</i>	<i>Number of Votes</i>	<i>Percent (%)</i>	<i>Number of Votes</i>	<i>Percent (%)</i>
1.	Extension of the validity period of the resolutions relating to the initial public offering and listing of A Shares;	1,459,760,000	100.000000	0	0.000000	0	0.000000
2.	Extension of the validity period of authorisations granted to the Board by the general meeting to deal with matters relating to the initial public offering and listing of A Shares.	1,459,760,000	100.000000	0	0.000000	0	0.000000

The full texts of the aforesaid resolutions were set out in the Circular.

As more than two-thirds of the votes were cast in favour of the aforesaid resolutions, each of the aforesaid resolutions of the Company was passed at the Domestic Shareholders' Class Meeting. The poll results were legally valid.

## **POLL RESULTS OF THE H SHAREHOLDERS' CLASS MEETING**

The holders of a total number of 442,640,000 H Shares, representing 100% of the total issued H Shares of the Company, were entitled to attend and vote on the resolutions considered at the H Shareholders' Class Meeting. No H Shareholder was required under the Listing Rules to give up the voting rights or abstain from voting in favour of the resolutions at the H Shareholders' Class Meeting. The H Shareholders and their proxies hold a total of 38,351,035 H Shares of the Company, representing 8.664159% of the total issued H Shares of the Company, attended the H Shareholders' Class Meeting.

The voting was taken by poll at the H Shareholders' Class Meeting. The poll results in respect of the resolutions proposed at the H Shareholders' Class Meeting are as follows:

Special Resolutions		For		Against		Abstain	
		<i>Number of Votes</i>	<i>Percent (%)</i>	<i>Number of Votes</i>	<i>Percent (%)</i>	<i>Number of Votes</i>	<i>Percent (%)</i>
1.	Extension of the validity period of the resolutions relating to the initial public offering and listing of A Shares;	37,509,735	97.806317	841,300	2.193683	0	0.000000
2.	Extension of the validity period of authorisations granted to the Board by the general meeting to deal with matters relating to the initial public offering and listing of A Shares.	37,509,735	97.806317	841,300	2.193683	0	0.000000

The full texts of the aforesaid resolutions were set out in the Circular.

As more than two-thirds of the votes were cast in favour of the aforesaid resolutions, each of the aforesaid resolutions of the Company was passed at the H Shareholders' Class Meeting. The poll results were legally valid.

## **RESOLUTIONS FORMALLY APPROVED AT THE ANNUAL GENERAL MEETING AND THE CLASS MEETINGS**

As the resolutions below require approvals from the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting simultaneously, and have been duly approved at the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting as stated above, the Company hereby announces that, the below resolutions have been formally approved: (1) Extension of the validity period of the resolutions relating to the initial public offering and listing of A Shares; (2) Extension of the validity period of authorisations granted to the Board by the general meeting to deal with matters relating to the initial public offering and listing of A Shares.

Representatives of Computershare Hong Kong Investor Services Limited (the H Share registrar of the Company), Shareholder representatives of the Company, the Supervisor of the Company and the PRC legal advisor of the Company, acted as scrutineers for the purpose of vote-taking of the poll at the Annual General Meeting and the Class Meetings.

## **DISTRIBUTION OF FINAL DIVIDEND**

The audited net profit of the Company in 2017 was RMB395,228,392.72. According to the relevant requirements of the Company Law, Securities Law, Financial Rules for Financial Enterprises and Articles of Association, after 10% to each of the statutory provident fund, general risk reserve and transaction risk reserve was appropriated respectively, totaling RMB118,568,517.81, the profit available for distribution this year amounted to RMB276,659,874.91.

The balance of the undistributed profit of RMB1,596,724,731.99 in previous year minus the dividend payment of RMB266,336,000.00 as implemented by the Company during this year under the 2016 profit distribution plan, the accumulated undistributed profit for this year was RMB1,607,048,606.90.

Pursuant to Rule 18 of “Measures for the Administration of Securities Issuance and Underwriting”(《證券發行與承銷管理辦法》) of CSRC and related regulatory Q&A requirements, for securities issued domestically, a company that has profit distribution proposal(s), or conversion of capital reserve into share capital proposal(s) which are yet to be submitted to general meeting for voting, or when such proposal has already been approved by general meeting but yet to be implemented, the domestic issuance of securities can only be proceeded after such proposal has been implemented. In view of prior disclosure updates of the prospectus of A Shares of the Company on CSRC website, the issuance and listing of A Shares related works are steadily pushing ahead. Taking into comprehensive consideration of various factors such as long-term benefits, sustainable development and interests of shareholders of the Company, the Company intended not to implement profit distribution for 2017.

In order to safeguard a reasonable return on investments for investors and carry out a continuous and stable profit distribution policy, the Company will consider the progress of issuance and listing of A Shares in its 2018 interim profit distribution issue.

By order of the Board  
**Guolian Securities Co., Ltd.**  
*Chairman*  
**Yao Zhiyong**

Wuxi, Jiangsu Province, the PRC  
15 June 2018

*As of the date of this announcement, the executive director of the Company is Mr. Peng Yanbao; the non-executive directors of the Company are Mr. Yao Zhiyong, Mr. Hua Weirong, Mr. Zhou Weiping, Mr. Liu Hailin and Mr. Zhang Weigang; and the independent non-executive directors of the Company are Ms. Chen Qingyuan, Mr. Lee Pak Hay and Mr. Lu Yuanzhu.*