东方证券
DFZQ

(A joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name "东方证券股份有限公司" and carrying on business in Hong Kong as "東方證券" (in Chinese) and "DFZQ" (in English))

(Stock Code: 03958)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON JUNE 5, 2017

VOTING RESULTS OF THE MEETING

References are made to the notice of annual general meeting (the "**AGM**") dated April 19, 2017, and the circular of AGM (the "**Circular**") dated April 28, 2017 of 東方證券股份有限公司 (the "**Company**"). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board of Directors (the "**Board**") of the Company is pleased to announce that the AGM was held at Jing Song Hall, 4/F, Pine City Hotel, No. 777 Zhaojiabang Road, Shanghai, the PRC, by way of an on-site meeting, on Monday, June 5, 2017 at 2:00 p.m.

The meeting was convened by the Board and chaired by Mr. PAN Xinjun, the Chairman of the Board. Voting at the AGM was conducted by a combination of network voting and poll onsite. In accordance with relevant PRC laws and regulations, the holders of A Shares were entitled to attend the voting at the AGM in person, by proxy, or via network for the relevant resolutions. The time of network voting for the resolutions proposed at the AGM for holders of A Shares on June 5, 2017 was set out in the notice of the AGM to holders of A Shares dated April 18, 2017 published on the website of Shanghai Stock Exchange separately. Computershare Hong Kong Investor Services Limited, the Company's H Share Registrar, two representatives from the Company's Shareholders, a Supervisor of the Company and two representatives from Grandall Law Firm (Shanghai) were appointed by the Company as the scrutineers for the vote-taking at the AGM. Some of the Directors and Supervisors, as well as the Secretary to the Board, attended the AGM. Some members of the senior management were also present.

As at the date of the AGM, the total number of issued shares of the Company was 6,215,452,011 which was the total number of shares entitling the holders to attend and vote for or against or abstain from voting in respect of the resolutions at the AGM other than the item 8.01 of the 8th resolution. A total of 28 Shareholders and/or their proxies, holding an aggregate of 2,614,760,522 shares with voting rights of the Company, representing approximately 42.0687% of the total shares with voting rights of the Company, in which, 27 Shareholders of A Shares and/or their proxies, holding an aggregate of 2,536,771,168 A Shares, representing approximately 40.8139% of the total shares with voting rights of the Company while one Shareholder of H Shares and/or its proxy, holding an aggregate of 77,989,354 H Shares, representing approximately 1.2548% of the total shares with voting rights of the Company, have attended the AGM and voted on the resolutions proposed at the AGM other than the item 8.01 of the 8th resolution.

In respect of the item 8.01 of the 8th resolution, Shenergy (Group) Company Limited, being a Shareholder of the Company holding in aggregate 1,537,522,422 A Shares, representing approximately 24.7371% of the share capital of the Company, has abstained from voting on this resolution at the AGM. As at the date of the AGM, the total number of issued shares of the Company held by the independent Shareholders was approximately 4,677,929,589 shares, being the total number of shares entitling the independent Shareholders to attend and vote on the item 8.01 of the 8th resolution proposed at the AGM and representing 75.2629% of the total number of issued shares of the Company as at the date of the AGM. The independent shareholders, holding in aggregate 1,077,238,100 shares, representing approximately 23.0281% of the total number of issued shares of the Company carrying voting rights on the item 8.01 of the 8th resolution, attended the voting at the AGM in person, by proxy or via network in respect of such resolution.

Save as disclosed above, no Shareholder was required to abstain from voting on any resolution proposed at the AGM under the Hong Kong Listing Rules. No Shareholder who was entitled to attend the AGM had to abstain from voting in favour of any resolution at the AGM pursuant to Rule 13.40 of the Hong Kong Listing Rules.

POLL RESULTS OF THE AGM

The Shareholders present at the AGM considered and approved the following resolutions:

ORDINARY RESOLUTIONS			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
1.	To consider and approve the report of the Board of Directors of the Company for the year 2016.	A Shares	2,536,644,068	99.9950	127,100	0.0050	0	0.0000
		H Shares	77,960,954	99.9636	400	0.0005	28,000	0.0359
		Total	**2,614,605,022**	**99.9941**	**127,500**	**0.0049**	**28,000**	**0.0010**
	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 report of the Supervisory Committee of the Company for the year 2016.	A Shares	2,536,644,068	99.9950	127,100	0.0050	0	0.0000
		H Shares	77,960,954	99.9636	400	0.0005	28,000	0.0359
		Total	**2,614,605,022**	**99.9941**	**127,500**	**0.0049**	**28,000**	**0.0010**
	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 final accounts report of the Company for the year 2016.	A Shares	2,536,644,068	99.9950	127,100	0.0050	0	0.0000
		H Shares	77,988,954	99.9995	400	0.0005	0	0.0000
		Total	**2,614,633,022**	**99.9951**	**127,500**	**0.0049**	**0**	**0.0000**
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
4.	To consider and approve the profit distribution proposal of the Company for the year 2016.	A Shares	2,536,669,468	99.9960	101,700	0.0040	0	0.0000
		H Shares	77,960,954	99.9636	400	0.0005	28,000	0.0359
		Total	**2,614,630,422**	**99.9950**	**102,100**	**0.0039**	**28,000**	**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.							

ORDINARY RESOLUTIONS			For		Against		Abstain	
			Shares	**Percentage (%)**	**Shares**	**Percentage (%)**	**Shares**	**Percentage (%)**
5.	To consider and approve the annual report of the Company for the year 2016.	A Shares	2,536,662,768	99.9957	108,400	0.0043	0	0.0000
		H Shares	77,960,954	99.9636	400	0.0005	28,000	0.0359
		Total	**2,614,623,722**	**99.9948**	**108,800**	**0.0042**	**28,000**	**0.0010**
	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 proposal regarding the proprietary business scale of the Company in 2017.	A Shares	2,536,602,168	99.9933	169,000	0.0067	0	0.0000
		H Shares	72,499,737	92.9611	5,489,617	7.0389	0	0.0000
		Total	**2,609,101,905**	**99.7836**	**5,658,617**	**0.2164**	**0**	**0.0000**
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
7.	To consider and approve the proposal regarding the engagement of auditing firms for the year 2017.	A Shares	2,536,634,068	99.9946	120,000	0.0047	17,100	0.0007
		H Shares	77,960,954	99.9636	400	0.0005	28,000	0.0359
		Total	**2,614,595,022**	**99.9937**	**120,400**	**0.0046**	**45,100**	**0.0017**
	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 proposal regarding the projected daily related party transactions/connected transactions of the Company in 2017, including:							
	8.01 Related party transactions with Shenergy (Group) Company Limited and its related companies;	A Shares	999,111,646	99.9863	137,100	0.0137	0	0.0000
		H Shares	77,960,954	99.9636	400	0.0005	28,000	0.0359
		Total	**1,077,072,600**	**99.9846**	**137,500**	**0.0128**	**28,000**	**0.0026**
	8.02 Related party transactions with other related companies;	A Shares	2,536,634,068	99.9946	120,000	0.0047	17,100	0.0007
		H Shares	77,960,954	99.9636	400	0.0005	28,000	0.0359
		Total	**2,614,595,022**	**99.9937**	**120,400**	**0.0046**	**45,100**	**0.0017**
	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.							
9.	To consider and approve the proposal regarding the provision of guarantees by the Company in 2017.	A Shares	2,536,623,968	99.9942	147,200	0.0058	0	0.0000
		H Shares	75,948,154	97.3827	2,013,200	2.5814	28,000	0.0359
		Total	**2,612,572,122**	**99.9163**	**2,160,400**	**0.0826**	**28,000**	**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.							

Please refer to the Circular for full text of the resolutions.

PAYMENT OF FINAL DIVIDEND

The Board wishes to inform Shareholders that details of the payment of the final dividend for 2016 are as follows:

The final cash dividend for the year ended December 31, 2016 of RMB1.50 (inclusive of tax) for every 10 shares (the "**Final Dividend**") will be paid to the holders of H Shares of the Company on Wednesday, August 2, 2017. The register of members of H Shares of the Company will be closed from Wednesday, June 21, 2017 to Monday, June 26, 2017 (both days inclusive), during which time no share transfers of H Shares will be effected. In order to qualify for receiving the Final Dividend, holders of H Shares should ensure that all transfer documents, accompanied by the relevant H Share certificates, are 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, before 4:30 p.m. on Tuesday, June 20, 2017. Holders of H Shares whose names appear on the register of members of the H Shares on Monday, June 26, 2017 (the "**Record Date**") are entitled to receive the Final Dividend.

According to the Articles of Association, dividends shall be denominated and declared in Renminbi and dividends payable to holders of H Shares shall be paid in Hong Kong dollars. The actual amount of H Share dividends paid in Hong Kong dollars is converted based on the average benchmark exchange rate for Renminbi to Hong Kong dollars as announced by the People's Bank of China for the five business days prior to June 5, 2017, being the date of the AGM, (i.e. RMB0.878410 against HK$1.00), being a cash dividend of HK$1.707631 (inclusive of tax) for every 10 H Shares.

Pursuant to 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 (Guo Shui Han [2011] No. 348), the dividend received by the overseas resident individual shareholders from the stocks issued by domestic non-foreign invested enterprises in Hong Kong is subject to the payment of individual income tax according to the items of "interests, dividend and bonus income", which shall be withheld by the withholding agents according to the relevant laws. The overseas resident individual shareholders who hold the stocks issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between the countries where they are residents and China or the tax arrangements between Mainland and Hong Kong (Macau). The tax rate for dividends under the relevant tax agreements and tax arrangements is generally 10%, and for the purpose of simplifying tax administration, domestic non-foreign invested enterprises issuing shares in Hong Kong may, when distributing dividend, generally withhold individual income tax at the rate of 10%, and are not obligated to file an application. If the tax rate for dividend is not equal to 10%, the following provisions shall apply: (1) for citizens from countries under agreements to be entitled to tax rates lower than 10%, the withholding agents will file applications on their behalf to seek entitlement of the relevant agreed preferential treatments, and upon approval by the tax authorities, over withheld tax amounts will be refunded; (2) for citizens from countries under agreements to be entitled to tax rates higher than 10% but lower than 20%, the withholding agents will withhold the individual income tax at the agreed-upon effective tax rate when distributing dividend (bonus), and are not obligated to file an application; (3) for citizens from countries without tax agreements or are under other situations, the withholding agents will withhold the individual income tax at a tax rate of 20% when distributing dividend.

Pursuant to the Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Shareholders Which Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897), a PRC resident enterprise, when distributing dividends for 2008 and for the years afterwards to H shareholders who are overseas non-resident enterprises, shall be subject to the enterprise income tax withheld at a uniform rate of 10%.

The Company will withhold payment of the relevant income tax strictly in accordance with the relevant laws or requirements of the relevant government departments and strictly based on the Company's register of members of H Shares on the Record Date. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the mechanism of withholding of enterprise income tax. For the Shareholders of H Shares except for those holding H Shares through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the Company proposes to appoint the Computershare Hong Kong Trustees Limited as the receiving agent (the "**Receiving Agent**") of Shareholders of H Shares and would pay the dividend to the Receiving Agent, which would distribute all dividends to the Shareholders of H Shares.

The dividend of A Shares of the Company will be paid according to the following time table: the record date is Tuesday, August 1, 2017, the ex-entitlement date and the cash dividend payment date are both Wednesday, August 2, 2017. The Company will announce separately on the Shanghai Stock Exchange other details of the arrangement regarding the distribution of the Final Dividend to holders of A Shares.

Profit Distribution for Investors Investing in H Shares of the Company through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect

For investors of the Shanghai Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H Shares through Shanghai-Hong Kong Stock Connect, will receive the cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares through Shanghai-Hong Kong Stock Connect through its depositary and clearing system.

The cash dividends for the investors of H Shares through Shanghai-Hong Kong Stock Connect will be paid in RMB. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (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) (Caishui [2014] No. 81) issued by the Ministry of Finance of the PRC, the State Administration of Taxation and the CSRC, for dividends received by mainland individual 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%. For dividends received by mainland 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. For dividends received by mainland enterprise investors from investing in stocks listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall not withhold or pay the income tax of dividends for mainland enterprise investors and those enterprise investors shall report and pay the income tax on their own.

For investors of the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange, the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, which is expected to be the nominee of the holders of H Shares through Shenzhen-Hong Kong Stock Connect, will receive the cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares through Shenzhen-Hong Kong Stock Connect through its depositary and clearing system.

The cash dividends for the investors of H Shares through Shenzhen-Hong Kong Stock Connect will be paid in RMB. Pursuant to 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（財稅[2016]127號)), for dividends received by mainland individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-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 individual investors. For dividends received by mainland securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-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 or pay the income tax of dividends for mainland enterprise investors and those enterprise investors shall port and pay the relevant tax themselves.

The record date and the date of distribution of cash dividends and other arrangements for the investors the Company through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect will be the same as those for the H Shareholders of the Company.

Profit Distribution for Investors of Northbound Trading

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares of the Company listed on the Shanghai Stock Exchange (the "**Investors of Northbound Trading**"), their final dividend 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 nominee holding such A 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 the 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 tax rate of lower than 10%, those enterprises or individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Company for the preferential treatment under such tax treaty. Upon approval by the competent 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, ex-entitlement date, final dividend payment date and other time arrangements for the Investors of Northbound Trading are consistent with those for A Shareholders of the Company.

ATTESTATION BY LAWYERS

Grandall Law Firm (Shanghai), the PRC legal advisers to the Company, consider that the convening and convocation procedures of the AGM are in accordance with the relevant laws, regulations and administrative documents as well as the Articles of Association; the qualifications of conveners of and the attendees at the AGM are lawful and valid; the voting procedures and poll results of the AGM are in accordance with the relevant laws, regulations and administrative documents as well as the Articles of Association; and the resolutions duly passed at the AGM are lawful and valid.

By order of the Board of Directors
PAN Xinjun
Chairman

Shanghai, PRC
June 5, 2017

As at the date of this announcement, the Board of Directors comprises Mr. PAN Xinjun and Mr. JIN Wenzhong as executive Directors; Mr. WU Jianxiong, Mr. ZHANG Qian, Mr. WU Junhao, Mr. CHEN Bin, Mr. LI Xiang, Mr. XU Jianguo, Ms. HUANG Laifang and Mr. ZHOU Yao as non-executive Directors; and Mr. LI Zhiqiang, Mr. XU Guoxiang, Mr. TAO Xiuming, Mr. WEI Anning, Mr. PAN Fei and Mr. XU Zhiming as independent non-executive Directors.