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SHENWAN HONGYUAN (H.K.) LIMITED

申萬宏源(香港)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 218)

**POLL RESULTS OF
THE EXTRAORDINARY GENERAL MEETING
HELD ON 17 MAY 2019**

Reference is made to the circular of Shenwan Hongyuan (H.K.) Limited (the “**Company**”) dated 30 April 2019 (the “**Circular**”) and the notice of EGM included therein (the “**EGM Notice**”). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

At the EGM held on Friday, 17 May 2019, a poll was taken for voting on the proposed ordinary resolution as set out in the EGM Notice.

As at the date of the EGM, the total number of the issued Shares was 1,561,138,689, where SWHYG and its associates, which in accordance with the Listing Rules were required to abstain, and had so abstained, from voting on the proposed ordinary resolution in respect of the 2019 SWHYG MOU at the EGM, were interested in an aggregate of 1,170,808,569 Shares, representing approximately 75.0% of the total issued Shares. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the proposed ordinary resolution in respect of the 2019 SWHYG MOU at the EGM was 390,330,120, representing approximately 25.0% of the total issued Shares.

The poll results are set out as follows:

| Ordinary Resolution | Number of Shares voted (%) | | Total number of Shares voted |
|---|---------------------------------|----------------------|---------------------------------|
| | For | Against | |
| <p>To approve the following:</p> <p>(a) The memorandum of understanding (“2019 SWHYG MOU”) entered into between Shenwan Hongyuan Group Co., Ltd. and the Company (a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for identification purpose) in relation to the continuing connected transactions (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”)) and all the transactions contemplated thereunder as well as the proposed annual caps for the transactions contemplated under the 2019 SWHYG MOU for the seven months ending 31 December 2019, each of the two years ending 31 December 2021, and the five months ending 31 May 2022 as more particularly set out in the circular of the Company dated 30 April 2019 be and are hereby approved; and</p> <p>(b) the directors (the “Directors” and each a “Director”) be and are hereby generally and unconditionally authorised to do all such acts or things and execute and deliver all such documents, instruments and agreements which they consider necessary, desirable or expedient to give effect to the transactions contemplated under the 2019 SWHYG MOU, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company and in accordance with the Listing Rules (where relevant).</p> | <p>31,485,888 (100.00%)</p> | <p>0 (0.00%)</p> | <p>31,485,888 (100.00%)</p> |

The above ordinary resolution was duly passed by the Shareholders by way of poll as more than 50% of the total voting rights of all the Shareholders who voted in person or by proxy on the ordinary resolution were cast in favour of it.

The Company's share registrar, Tricor Tengis Limited, was appointed as scrutineer for the vote-taking at the EGM.

By Order of the Board
Shenwan Hongyuan (H.K.) Limited
Wong Che Keung Leslie
Company Secretary

Hong Kong, 17 May 2019

As at the date of this announcement, the board of Directors comprises nine Directors, of which Mr. Zhu Minjie, Mr. Chen Xiaosheng, Mr. Zhang Jian, Mr. Guo Chun and Mr. Qiu Yizhou are the executive Directors; Mr. Zhang Lei is the non-executive Director; Mr. Ng Wing Hang Patrick, Mr. Kwok Lam Kwong Larry and Mr. Chen Liqiang are the independent non-executive Directors.