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GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1788)

DELAY IN DESPATCH OF PROSPECTUS DOCUMENTS AND REVISED EXPECTED TIMETABLE AND SUPPLEMENTAL UNDERWRITING AGREEMENT IN RELATION TO THE PROPOSED RIGHTS ISSUE OF RIGHTS SHARE AT THE SUBSCRIPTION PRICE OF HK\$1.45 EACH ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY THREE (3) EXISTING SHARES HELD ON THE RECORD DATE

Reference is made to the announcement of Guotai Junan International Holdings Limited (the “**Company**”) published on 14 January 2020 in relation to the proposed Rights Issue on the basis of one (1) Rights Share for every three (3) existing Shares held on the Record Date at the subscription price of HK\$1.45 per Rights Share (the “**Announcement**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Announcement.

REVISED EXPECTED TIMETABLE

As disclosed in the Announcement, the Prospectus Documents setting out details of the Rights Issue are expected to be despatched to the Qualifying Shareholders (and the Prospectus (without the PAL and EAF) to the Non-Qualifying Shareholders and the holders of the Share Options for information only) on Monday, 10 February 2020.

The Company is required to file the Prospectus Documents to the China Securities Regulatory Commission (“**CSRC**”) in accordance with the notice “*Filing Requirements for Hong Kong Listed Issuers Making Rights Issues to Mainland Shareholders through Mainland-Hong Kong Stock Connect*” (Announcement [2016] No.21).

The Company wishes to draw the attention of the Shareholders and investors of the Company that due to the appearance of the pneumonia caused by the novel coronavirus in the PRC, the filing to be made by the Company to the CSRC will inevitably be delayed. Accordingly, the despatch date of the Prospectus Documents will be postponed from Monday, 10 February 2020 to Monday, 24 February 2020, and the expected timetable for the Rights Issue has been revised accordingly.

The revised expected timetable of the proposed Rights Issue with the revised dates in bold is set out below:

2020

Last day of dealing in Shares on a cum-rights basis Wednesday, 29 January

First day of dealing in Shares on an ex-rights basis. Thursday, 30 January

Latest time for lodging transfer documents of Shares
in order to be qualified for the Rights Issue. 4:30 p.m. on Friday, 31 January

Register of members of the Company closes for
determining entitlements under Rights Issue
(both days inclusive) Monday, 3 February to
Friday, 7 February

Record Date for determining entitlements
under Rights Issue. Friday, 7 February

Register of members of the Company reopens Monday, 10 February

Despatch of Prospectus Documents. **Monday, 24 February**

First day of dealing in Nil Paid Rights. **9:00 a.m. on Wednesday, 26 February**

Latest time for splitting of the PAL **4:30 p.m. on Friday, 28 February**

Last day of dealing in Nil Paid Rights **4:10 p.m. on Wednesday, 4 March**

Latest time for acceptance of and payment for
Rights Shares and application and payment
for excess Rights Shares **4:00 p.m. on Monday, 9 March**

Latest time for the Rights Issue to
become unconditional **4:00 p.m. on Tuesday, 10 March**

Announcement of the results of the Rights Issue
to be posted on the Stock Exchange's website and
the Company's website on or before **Monday, 16 March**

Refund cheques for wholly and partially unsuccessful
excess applications to be posted on or around **Tuesday, 17 March**

Share certificates for fully-paid Rights Shares
to be posted **Tuesday, 17 March**

Expected first day of dealing of Rights Shares
in fully-paid form commences. **9:00 a.m. on Wednesday, 18 March**

All times and dates in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in the expected revised timetable above or in other parts of this announcement are indicative only and may be extended or varied. Any changes to the expected revised timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate in accordance with the Listing Rules.

SUPPLEMENTAL UNDERWRITING AGREEMENT

As a result of the revisions to the expected timetable of the Rights Issue as set out above, on 7 February 2020, the Company and the Underwriters entered into a supplemental agreement to the Underwriting Agreement (the “**Supplemental Underwriting Agreement**”) to revise the Latest Time for Acceptance, the Latest Time for Termination and the Despatch Date for the expected timetable of the Rights Issue. Save for the revisions to the expected timetable of the Rights Issue, all other terms and conditions of the Underwriting shall remain unchanged.

The Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreement) contains provisions granting each of the Underwriters a right to terminate its obligations under the Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreement) upon the occurrence of certain events. The Rights Issue is conditional upon the Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreement) becoming unconditional and not being terminated in accordance with its terms. If this condition is not fulfilled, the Rights Issue will not proceed, in which case a further announcement will be made by the Company at the relevant time.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares and, if they are in any doubt about their position, they should consult their professional advisor(s).

By order of the Board
Guotai Junan International Holdings Limited
FENG Zheng Yao Helen
Company Secretary

Hong Kong, 7 February 2020

As at the date of this announcement, the Board comprises four executive directors, being Dr. YIM Fung (Chairman), Mr. WONG Tung Ching, Ms. QI Haiying, and Mr. LI Guangjie; two non-executive directors, being Dr. XIE Lebin and Mr. LIU Yiyong; and four independent non-executive directors, being Dr. FU Tingmei, Dr. SONG Ming, Mr. TSANG Yiu Keung and Professor CHAN Ka Keung Ceajer.