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國泰君安證券股份有限公司  
**GUOTAI JUNAN SECURITIES CO., LTD.**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 02611)**

**ANNOUNCEMENT ON REPAYMENT AND  
DELISTING OF A SHARE CONVERTIBLE  
CORPORATE BONDS UPON MATURITY**

According to the Reply in relation to the Approval of the Public Issuance of Convertible Corporate Bonds of Guotai Junan Securities Co., Ltd. (《關於核准國泰君安證券股份有限公司公開發行可轉換公司債券的批覆》) (Zheng Jian Xu Ke [2017] No. 291) issued by the China Securities Regulatory Commission, Guotai Junan Securities Co., Ltd. (the “**Company**”) was approved to issue the convertible corporate bonds in an aggregate nominal value of RMB7 billion (the “**Convertible Bonds**”) to the public, at the par value of RMB100 per bond and with a term of six years (from 7 July 2017 to 6 July 2023), on 7 July 2017. Pursuant to the approval of the Self-discipline Supervision Decision [2017] No. 203 issued by the Shanghai Stock Exchange (the “**SSE**”), the Convertible Bonds have been listed and traded on the SSE since 24 July 2017. Such bonds are referred to as the “Guojun Convertible Bonds” and issued under the bond code “113013”.

According to the requirements of the terms in the Measures on Administration of the Issuance and Registration of Securities by Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Prospectus in relation to Public Issuance of A Share Convertible Corporate Bonds of Guotai Junan Securities Co., Ltd. (the “**Prospectus**”), the relevant particulars on the repayment at maturity and delisting of the Convertible Bonds are announced as follows:

**I. REPAYMENT SCHEME**

According to the provisions of the Prospectus, within five trading days after maturity of the Convertible Bonds under the issuance, the Company shall redeem all outstanding Convertible Bonds from investors at the price of 105% of par value including the interest for the last year. Therefore, the total repayment price of the Convertible Bonds at maturity is RMB105 per bond (tax inclusive).

**II. TRADING CESSATION DATE OF THE CONVERTIBLE BONDS**

According to the regulations such as the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the trading in the Convertible Bonds will cease from 4 July 2023, and the last trading day of the Convertible Bonds is 3 July 2023.

After the cessation of the trading and before the end of the conversion period (i.e., from 4 July 2023 to 6 July 2023), holders of the Convertible Bonds will be still entitled to convert their Convertible Bonds into A shares of the Company under terms as agreed.

### **III. REPAYMENT RECORD DATE (THE MATURITY DATE OF CONVERTIBLE BONDS)**

The maturity date and repayment record date of the Convertible Bonds are 6 July 2023, and all holders of the Convertible Bonds registered in the Shanghai Branch of China Securities Depository and Clearing Co., Ltd. (the “**CSDC Shanghai Branch**”) after the close of trading on the SSE on 6 July 2023 are eligible for repayment of the Convertible Bonds.

### **IV. REPAYMENT AMOUNT OF PRINCIPAL AND INTEREST AND REPAYMENT DATE**

The Convertible Bonds will be repaid at maturity with the principal and interest of RMB105 per bond (tax inclusive) in aggregate, and the repayment date will be 7 July 2023.

### **V. REPAYMENT METHOD**

The principal and interest of the Convertible Bonds will be transferred into the accounts of relevant holders of the Convertible Bonds by CSDC Shanghai Branch via entrusted security dealers.

### **VI. DELISTING DATE OF THE CONVERTIBLE BONDS**

The Convertible Bonds will cease to be traded since 4 July 2023 and shall be delisted from the SSE since 7 July 2023.

### **VII. INFORMATION ON PAYMENT OF BOND INTEREST INCOME TAX BY INVESTORS**

Pursuant to the provisions under the Individual Income Tax Law of the People’s Republic of China and other relevant tax laws, regulations and documents, the individual investors of the Convertible Bonds of the Company (including securities investment fund) shall perform tax obligations. According to relevant provisions of the Prospectus, the Company will repay the outstanding Convertible Bonds at the price of 105% of the par value of the bonds (including the interest for the last year), of which the income tax on the individual income shall be withheld and paid by respective payment institutions in a unified manner at a tax rate of 20%, i.e., the actual payment amount of each Convertible Bond with par value of RMB100 per bond shall be RMB104.00 (after tax). The final amount of aforesaid income tax to be withheld and paid shall be subject to the opinion of the taxation department of the place where the payment institution is located. In the event that each payment institution fails to perform the withholding and payment obligations, the legal liabilities arising therefrom shall be assumed by the payment institution itself. If there is any tax policy which may reduce or waive the aforesaid income tax at the place where the taxpayer is located, the taxpayer may apply for tax refund to the local tax department within the declaration period as required.

According to the provisions under the Enterprise Income Tax Law of the People’s Republic of China and other relevant tax laws, regulations and documents, for resident enterprises holding the Convertible Bonds, the interest income taxes of the bonds shall be paid by themselves, i.e., the actual payment amount for each Convertible Bond with its par value of RMB100 per bond is RMB105.00 (tax inclusive).

For the non-resident enterprises (within the meaning under the Enterprise Income Tax Law of the People's Republic of China) such as the holders of the Convertible Bonds who are qualified foreign institutional investors (QFII) or RMB qualified foreign institutional investors (RQFII), according to the requirements of the Announcement on Extension of the Corporate Income Tax and Value-Added Tax Policy for Foreign Institutions to Invest in the Domestic Bond Market (《關於延續境外機構投資境內債券市場企業所得稅、增值稅政策的公告》) (Announcement [2021] No. 34 of Ministry of Finance and State Taxation Administration), the bond interest income received from foreign institutions' investments in the domestic bond market is temporarily exempted from corporate income tax and value-added tax from 7 November 2021 to 31 December 2025, i.e., the actual payment amount for each Convertible Bond with its par value of RMB100 per bond is RMB105.00 (tax inclusive). The above temporary corporate income tax exemption does not include the bond interest received by organizations and locations set up by foreign institutions within the PRC which have actual connections with such organizations and locations.

For other investors who hold the Convertible Bonds, they shall fulfill the corresponding tax obligations pursuant to the provisions of relevant tax laws, regulations and documents.

## VIII. RELEVANT INSTITUTIONS AND CONTACT

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By order of the Board  
**Guotai Junan Securities Co., Ltd.**  
**HE Qing**  
Chairman

Shanghai, the PRC  
28 June 2023

*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. ZHONG Maojun, Mr. CHEN Hua, Mr. WANG Wenjie, Mr. ZHANG Zhan, Mr. ZHANG Yipeng and Mr. AN Hongjun; and the independent non-executive directors of the Company are Mr. DING Wei, Mr. LI Renjie, Mr. BAI Wei, Mr. LEE Conway Kong Wai, Mr. WANG Guogang and Mr. YIM, Chi Hung Henry.*