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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 RESULTS OF A SHARE  
CONVERTIBLE CORPORATE BONDS UPON MATURITY AND  
CHANGE IN SHARE CAPITAL**

**I. THE ANNOUNCEMENT ON THE REPAYMENT OF THE CONVERTIBLE 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, 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”.

We refer to the announcement of the Company dated 28 June 2023 in relation to relevant matters of repayment and delisting of the Convertible Bonds upon maturity. The relevant particulars on the repayment of the Convertible Bonds are as follows:

- (I) Repayment record date: 6 July 2023
- (II) Repayment recipients: the recipients of this repayment are all holders of the Convertible Bonds registered in the Shanghai Branch of China Securities Depository and Clearing Corporation Limited (the “**CSDC Shanghai Branch**”) by the close of trading on the SSE on 6 July 2023.
- (III) Repayment amount of principal and interest: RMB105 per bond (tax included)
- (IV) Repayment date: 7 July 2023

## II. THE REPAYMENT RESULTS OF THE CONVERTIBLE BONDS UPON MATURITY AND THE IMPACT ON THE COMPANY

### (I) Conversion into shares

The conversion period of the Convertible Bonds commenced from 8 January 2018, and as of 6 July 2023, the Convertible Bonds with a total amount of RMB11,485,000 were converted into 611,763 A shares of the Company, accounting for 0.007021% of the total issued shares of the Company prior to the conversion of the Convertible Bonds; the outstanding balance of the Convertible Bonds is RMB6,988,515,000, accounting for 99.8359% of the total amount of the Convertible Bonds.

### (II) Change in share capital

As of 6 July 2023, the changes in share capital structure of the Company are as follows:

*Unit: share*

Class of shares	Before the change		Shares converted from the Convertible Bonds	After the change	
	Number of shares (share)	Percentage (%)		Number of shares (share)	Percentage (%)
A shares <sup>Note</sup>	7,512,712,526	84.37	71,110	7,512,783,636	84.37
– Shares not subject to selling restrictions	7,452,547,466	83.69	71,110	7,452,618,576	83.69
– Shares subject to selling restrictions	60,165,060	0.68	–	60,165,060	0.68
H shares	1,391,827,180	15.63	–	1,391,827,180	15.63
<b>Total</b>	<b>8,904,539,706</b>	<b>100.00</b>	<b>71,110</b>	<b>8,904,610,816</b>	<b>100.00</b>

*Note:* The total share capital and the number of A shares of the Company before the change in the above table reflect the data of the Company as of 30 June 2023. The data is derived from the share capital structure table of the Company issued by the CSDC Shanghai Branch. From 1 July 2023 to 6 July 2023, the Convertible Bonds of the Company were converted into 71,110 shares, and the share capital of A shares and total share capital of the Company increased by 71,110 shares accordingly.

### **(III) Cessation of trading and conversion**

The trading of the Convertible Bonds has been ceased since 4 July 2023. The last trading day was 3 July 2023 and the last conversion day was 6 July 2023. The Convertible Bonds has been delisted from the SSE since 7 July 2023.

### **(IV) Repayment upon maturity**

According to the data provided by the CSDC Shanghai Branch, the repayment of the Convertible Bonds upon maturity is as follows:

1. Number of Convertible Bonds repaid upon maturity: 69,885,150 bonds
2. Total amount of repayment upon maturity: RMB7,337,940,750
3. Repayment date: 7 July 2023

### **(V) Impact on the Company**

1. The aggregate nominal value of the Convertible Bonds repaid upon maturity by the Company is RMB6,988,515,000, accounting for 99.8359% of the total issuance amount, which has no impact on the use of funds of the Company.
2. As of the close of trading on 6 July 2023, the conversion of the Convertible Bonds into shares led to an increase of 611,763 shares in the total share capital of the Company, which replenished share capital of the Company.

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

Shanghai, the PRC  
7 July 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.*