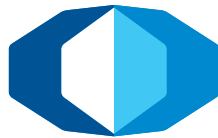


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國泰君安證券股份有限公司
Guotai Junan Securities Co., Ltd.

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

**COMPLETION OF PLACING OF NEW H SHARES
UNDER GENERAL MANDATE**

Global Coordinator



Joint Bookrunners and Placing Agents



The Board is pleased to announce that Completion of the Placing took place on 17 April 2019 in accordance with the terms and conditions of the Placing Agreement. All conditions precedent of the Placing as set out in the Placing Agreement have been satisfied. The Company placed, through the Placing Agent, on a best effort basis, 194,000,000 new H Shares at a price of HK\$16.34 per H Share.

Reference is made to the announcement of Guotai Junan Securities Co., Ltd. (the “**Company**”) dated 10 April 2019 (the “**Announcement**”) in relation to the placement of 194,000,000 new H Shares of the Company (the “**Placing**”). Unless otherwise defined, all capitalized terms used herein shall have the same meaning as defined in the Announcement.

COMPLETION OF THE PLACING

The board of directors of the Company (the “**Board**”) is pleased to announce that all conditions precedent to the Placing, as set out in the Placing Agreement, have been satisfied (including the granting by the Stock Exchange of the listing of and permission to deal in the Placing Shares), and completion of the Placing took place on 17 April 2019 (the “**Completion**”).

An aggregate of 194,000,000 new H Shares, representing approximately 13.94% and 2.18%, respectively, of the total number of H Shares in issue and of the total number of the Company’s share capital in issue as enlarged by the allotment and issue of the Placing Shares (without taking into consideration of the potential diluting effect of the conversion of the Convertible Bonds to the issued share capital of the Company), have been successfully allotted and issued by the Company on 17 April 2019 at the Placing Price of HK\$16.34 per H Share to no less than six(6) Placees, who and whose ultimate beneficial owners are third parties independent and not connected with the Company.

The aggregate gross proceeds from the Placing are approximately HK\$3,170 million and the aggregate net proceeds (after deducting all applicable costs and expenses, including commission and legal fees) from the Placing are approximately HK\$ 3,122 million.

CHANGE OF SHARE CAPITAL UPON COMPLETION OF THE PLACING

Set out below is the shareholding structure of the Company as at the date of the Placing Agreement and immediately after completion of the Placing on the Closing Date:

Class of Shares	Immediately before Completion of the Placing		Immediately after Completion of the Placing (without taking into consideration the conversion of the Convertible Bonds)	
	No. of shares (Shares)	Approximate percentage of total issued Shares (%)	No. of shares (Shares)	Approximate of total issued Shares (%)
A Shares	7,516,118,290	86.25	7,516,118,290	84.38
H Shares	<u>1,197,827,180</u>	<u>13.75</u>	<u>1,391,827,180</u>	<u>15.62</u>
TOTAL	<u><u>8,713,945,470</u></u>	<u><u>100.00</u></u>	<u><u>8,907,945,470</u></u>	<u><u>100.00</u></u>

By order of the Board
Guotai Junan Securities Co., Ltd.
Yang Dehong
Chairman

Shanghai, the PRC, 17 April 2019

As at the date of this announcement, the executive directors of the Company are Mr. YANG Dehong, Mr. WANG Song and Mr. YU Jian; the non-executive directors of the Company are Mr. FU Fan, Ms. LIU Ying, Mr. ZHONG Maojun, Mr. ZHOU Lei, Mr. WANG Yongjian, Mr. LIN Facheng and ZHOU Hao; and the independent non-executive directors of the Company are Mr. XIA Dawei, Mr. SHI Derong, Mr. CHEN Guogang, Mr. LING Tao, Mr. JIN Qingjun and Mr. Lee Conway Kong Wai.