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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 IN RELATION TO THE ADJUSTMENT OF THE  
CONVERSION PRICE OF A SHARE CONVERTIBLE CORPORATE  
BONDS**

Reference is made to the announcement of Guotai Junan Securities Co., Ltd. (the “**Company**”) dated 17 April 2019 (the “**Announcement**”) in relation to the completion of placing under general mandate, an aggregate of 194,000,000 new H shares of the Company have been successfully allotted and issued by the Company on 17 April 2019 to the placees (the “**Placing**”).

**BASIS OF THE ADJUSTMENT OF THE CONVERSION PRICE**

Pursuant to relevant regulations and the terms of issuance set out in the Offering Circular in Relation to the Public Issuance of the A Share Convertible Corporate Bonds by Guotai Junan Securities Co., Ltd. (the “**Offering Circular**”) published on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) and the Company's website ([www.gtja.com](http://www.gtja.com)) on 5 July 2017, after the Company's A share convertible corporate bonds (the “**Guojun Convertible Bonds**”) are issued, the current conversion price of Guojun Convertible Bonds should be adjusted according to the formula as set below when the new shares are issued.

**FORMULA OF THE ADJUSTMENT ON THE CONVERSION PRICE**

Pursuant to the terms of issuance set out in the Offering Circular, the Company will adjust the conversion price of Guojun Convertible Bonds according to the following formula:

Issuance of new shares or allotment of shares:  $P1 = (P0 + A \times k) / (1 + k)$  ;

Where: “P0” denotes the initial conversion price, “k” denotes the ratio of issuance of new shares or allotment of shares, “A” denotes the price of newly issued shares or allotted shares and “P1” denotes the conversion price after adjustment.

The price of the newly issued shares under the Placing is HK\$16.34 per H Share. The average exchange rate of Hong Kong dollars to Renminbi announced by the People’s Bank of China on the closing date of the Placing (17 April 2019) was HK\$1=RMB0.85554. The ratio of issuance of new shares (namely, the total number of the newly issued shares under the Placing/ the total number of the shares issued by the Company immediately before the Placing) is 2.2263%. According to the above formula, upon the completion of the Placing, the conversion price of Guojun Convertible Bonds will be adjusted from RMB19.8 per share to RMB19.67 per share from 19 April 2019 (the results rounded and accurate to cents of Renmi).

The shares conversion of Guojun Convertible Bonds was suspended on 10 April 2019 and will be resumed on 19 April 2019. The adjusted price of Guojun Convertible Bonds will become effective from 19 April 2019.

By order of the Board  
**Guotai JunanSecurities 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.*