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

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

CONTINUING CONNECTED TRANSACTIONS

**THE FRAMEWORK AGREEMENT FOR
SECURITIES AND FINANCIAL PRODUCTS AND
SERVICES WITH HUAAN FUNDS**

FRAMEWORK AGREEMENT

We refer to the announcement of the Company dated 4 November 2022 in relation to the completion of the acquisition of 8% equity interests in HuaAn Funds by the Company. Following the completion of such transaction, HuaAn Funds has become a subsidiary of the Company.

On 29 November 2022, the Company and HuaAn Funds entered into the Framework Agreement for a term until 31 December 2022, pursuant to which the Group and HuaAn Funds and/or its subsidiaries will engage in various securities and financial transactions and provide securities and financial products and financial services to each other in our and their respective ordinary course of business based on normal commercial terms and market practices at prevailing market prices or rates.

LISTING RULES IMPLICATIONS

As at the date of this announcement, HuaAn Funds is owned as to 51% by the Company and is a subsidiary of the Company. The associates of International Group (a substantial shareholder of the Company), GTJA Investment and Shanghai SITICO, hold more than 10% equity interests in HuaAn Funds in aggregate. Therefore, HuaAn Funds is a connected subsidiary of the Company as defined under the Listing Rules, and transactions contemplated under the Framework Agreement with HuaAn Funds therefore constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the transactions under the Framework Agreement is above 0.1% but less than 5%, the continuing connected transactions contemplated under the Framework Agreement shall be subject to the reporting, announcement and annual review requirements, but exempted from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

FRAMEWORK AGREEMENT

We refer to the announcement of the Company dated 4 November 2022, in relation to the completion of the acquisition of 8% equity interests in HuaAn Funds by the Company. Following the completion of such transaction, HuaAn Funds has become a subsidiary and a connected subsidiary of the Company.

On 29 November 2022, the Company and HuaAn Funds entered into the Framework Agreement for a term until 31 December 2022, pursuant to which the Group and HuaAn Funds and/or its subsidiaries will engage in various securities and financial transactions and provide securities and financial products and financial services to each other in our and their respective ordinary course of business based on normal commercial terms and market practices at prevailing market prices or rates.

Summary of Principal Terms of the Framework Agreement

Term: From the date of the agreement to 31 December 2022

Parties: (i) the Company; and
(ii) HuaAn Funds.

Scope of transactions:

1. Securities and Financial Product Transactions

Pursuant to the Framework Agreement, we expect that the securities and financial products transactions with HuaAn Funds and/or its subsidiaries include, but not limited to, the following:

- **products with fixed-income features** – including but not limited to bonds, funds, trusts, wealth management products, asset management plans, asset-backed securities products, bond borrowing and lending, structured products, futures, and other financial products with fixed-income features; interest rate and credit risk derivatives and other fixed-income products;
- **equity products** – including but not limited to equity products (including stocks, equity interests, stocks listed on the National Equities Exchange and Quotations and other products with features of equity), funds, trusts, wealth management products, asset management products and equity derivatives (such as swaps, futures, and options);
- **financing transactions** – secured or unsecured financing transactions (including but not limited to lending and borrowing, repurchase, inter-bank deposits, income right, asset-backed securities, mutual debt certificate, short-term financing bonds, income certificates, subordinated bond and corporate bond); and

- **transactions of other relevant securities and financial products that are permitted to be traded by regulatory authorities** – including but not limited to futures, commodities and foreign exchange,

together, the “**Securities and Financial Product Transactions**”.

2. **Financial Services**

In addition to the Securities and Financial Products Transactions, the Group and HuaAn Funds and/or its subsidiaries also provide financial services to each other in our and their respective ordinary course of business.

The services to be provided by the Group to HuaAn Funds and/or its subsidiaries under the Framework Agreement include (but are not limited to):

- **financial products agency sale services** – providing agency service for selling financial products;
- **brokerage services** – including but not limited to brokerage services for securities brokers, futures brokers and other related financial products;
- **rental of trading booths** – providing rental service of trading booths;
- **custody and outsourcing** – provision of asset custody and operation outsourcing services;
- **loan services** – including but not limited to the provision of financing for working capital or specific project purposes; and
- **other relevant securities and financial products permitted by regulatory authorities** – including but not limited to financial and securities consulting and advisory services, and commodity services.

The services to be provided by HuaAn Funds and/or its subsidiaries to the Group under the Framework Agreement include (but are not limited to):

- **financial products agency sale services** – including but not limited to agency sale of financial products;
- **entrusted asset management services** – including but not limited to the management of entrusted assets of customers; and
- **other financial and securities consulting and advisory services permitted by regulatory authorities.**

The financial services described above are together the “**Financial Services**”.

Pricing Basis

The pricing basis for the Securities and Financial Product Transactions and Financial Services is set out as follows.

1. Securities and Financial Product Transactions

Transactions of securities and financial products are principally conducted in China interbank bond market and China exchange bond market, exchanges (including stock exchanges, future exchanges, Shanghai Gold Exchange and China Foreign Exchange Trade System) and other over-the-counter markets, with transaction prices and related fees determined based on prevailing market prices. The pricing of such transactions is also subject to strict regulation in the PRC and shall comply with applicable laws and regulations of the PRC. Below is a summary of the pricing basis of each of the Securities and Financial Product Transactions.

- **Products with fixed-income features**

The fixed-income products and transactions in the PRC are mainly carried out through the interbank bond market and stock exchanges (call auction trading system, bulk trading platform and fixed-income platform). Except for the call auction trading on the exchanges, the prices for transactions in the interbank bond market, the bulk trading platforms and the fixed-income platforms of stock exchanges are mainly determined by reference to the bond valuations published by China Central Depository & Clearing Company Limited (“**CCDC**”) and China Securities Depository and Clearing Corporation Limited (“**CSDC**”). The deviation of the price quoted for a transaction in the interbank bond market shall be within 2% of the valuation published by CCDC, otherwise, it shall be reported to CCDC. In the absence of reasonable reasons, the abnormal pricing may be subject to a warning or even punishment by regulatory authorities. With regard to fixed-income products and transactions conducted on stock exchanges, the price for a call auction trading is the prevailing market price, and the price for a non-call auction trading is mainly determined by reference to the bond valuation published by CSDC.

With regard to fixed-income financing instruments issued by the Group and subscribed by HuaAn Funds and/or its subsidiaries or the financing instruments issued by HuaAn Funds and/or its subsidiaries and subscribed by the Group, the subscription price is determined by the issuer of the financing instruments with reference to the valuations of the financing instruments published by CCDC with the same credit and term and shall be in line with the subscription price for other investors. The Company and HuaAn Funds shall comply with the relevant administrative regulations, rules and measures of the PRC governing the issuance of their financial instruments, including pricing.

The fixed-income products outside the PRC are mainly traded on the over-the-counter market, with the transaction pricing mainly determined by reference to the market inquiry by the market makers.

- **Equity products**

A majority of certain equity products and transactions carried out in the securities market, including the stock market, are carried out through systems in which the identities of the counterparties are unknown and the transaction price is based on the prices quoted by the counterparties in the market. Real-time quotations for relevant securities and financial products are obtained through the trading systems of relevant stock exchanges; with regard to equity products for which the reference market price is unavailable in the market, the prices are mainly determined by reference to the market-based valuation method and the market price of similar products.

- **Financing transactions**

In terms of inter-bank lending and borrowing and repurchases, they are variably quoted based on SHIBOR of the National Interbank Funding Center and the time-weighted rate of repurchase at the front office along with certain factors, such as assessment of prevailing capital adequacy, the credit quality of counterparties and the quality of collaterals, such as pledged bonds. The pricing of such transactions are also subject to strict PRC regulatory supervision and requirements of the applicable PRC laws and regulations;

- **Over-the-counter derivative transactions**

The prices for over-the-counter derivative transactions are mainly determined: (1) according to derivative pricing models, such as Monte Carlo simulation and B-S model; (2) by reference to expected changes in the prices of relevant targets.

- **Gold products, futures and foreign exchange transactions**

Relevant gold products, futures and foreign exchange transactions are mainly carried out on Shanghai Gold Exchange, China Financial Futures Exchange and China Foreign Exchange Trade System, under a call auction mechanism or quote request mechanism, and with the pricing mainly based on the transactions of certain securities and financial products in the market. HuaAn Funds has access to the trading systems of relevant exchanges to obtain real-time quotations for the relevant securities and financial products.

- **Other securities and financial products and transactions**

Securities and financial products and transactions also include subscriptions of funds, trust, wealth management products and asset management products (the “**Products**”). The pricing of such transactions is determined based on the unit net value of the relevant Products on the date of transaction. The unit net value of such Products is calculated by dividing the net asset value of the Products by the amount of the fund units. The net asset value of the Products is the sum of the values of various marketable securities and notes, principals and interests of bank deposits, fund subscription monies receivables and other assets invested by such Products, less the liabilities of such Products, the calculation of which shall be in compliance with the China Accounting Standards for Business Enterprises. The net value of such Products are audited by a manager, reviewed by a custodian and confirmed by an external audit firm on a regular basis. The calculation method of the unit net value of the Products is set forth in the fund contract and prospectus, and equally applies to all investors of the Products.

2. Financial Services

- **Financial products agency sale services** – The price is determined after arm’s length negotiation, based on market prices, industry management and the total amount of financial products covered under the sales agency arrangements, with reference to the fees charged by HuaAn Funds or the Company for similar sales agency services to independent customers;
- **Brokerage services** – The price is determined after arm’s length negotiation with reference to the prevailing market rates for similar securities or futures;
- **Rental of trading booths** – The commission rates for the rental of trading booths are fairly transparent in the market. The Company calculates the commission as a percentage of the amount of each transaction conducted through the trading booth and such percentage is determined based on prevailing market prices and industry practice;
- **Custody and outsourcing** – The rates for the services are generally transparent and standardized. The Company performs its responsibilities including asset custody, investment liquidation, valuation calculation, investment supervision, information disclosure and reporting in accordance with laws and regulations and fund contracts. Relevant rates are determined after arm’s length negotiation, in consideration of factors including market competition;
- **Entrusted asset management services** – The rates are determined after arm’s length negotiation, with reference to factors such as prevailing market rates, the value of products sold or the size of the entrusted assets and the complexity of providing the specified services;
- **Loan services** – The financing interest is determined by reference to the relevant interest rate for the same period specified by the People’s Bank of China or the market interest rate taking into account factors such as the purpose and terms of the financing; and
- **Other securities and financial consulting and advisory services and commodity services** – The prices are determined by the nature of the transaction in accordance with applicable laws and regulations with reference to prevailing market prices.

MEASURES TO REGULATE THE CONTINUING CONNECTED TRANSACTIONS

The Group has adopted a series of internal pricing policies and approval procedures to regulate the provision of securities and financial products and financial services between the Group and HuaAn Funds and/or its subsidiaries. The major internal policies include the following:

- The terms (including pricing terms) in respect of the securities and financial products and services contemplated under the Framework Agreement shall be similar to those offered by/to an Independent Third Party for comparable services, and shall be subject to the same internal selection, approval and supervision procedures and pricing policies applicable to an Independent Third Party.
- For Securities and Financial Product Transactions and Financial Services provided by the Group to HuaAn Funds and/or its subsidiaries, the Group will offer similar pricing terms to HuaAn Funds and/or its subsidiaries as those to other Independent Third Parties and no preferential terms shall be provided to HuaAn Funds and/or its subsidiaries. Prior to conducting such transactions, the relevant departments of the Company would conduct inspection and due diligence, assess whether the pricing is in compliance with relevant policies and procedures of the Group and whether the price is fair and reasonable after considering specific factors such as services provided, and grant approval, where appropriate.
- For Securities and Financial Product Transactions and Financial Services provided by HuaAn Funds and/or its subsidiaries to the Group, the Company will select suppliers and determine the relevant terms of the transactions through inquiry and negotiation process. The Company will also gather information on its suppliers and their levels of fees and prices and compare the fees/prices and quality of services before selection. A prior assessment will be conducted by the responsible officer to assess whether the proposed prices by suppliers are fair and reasonable before submission for consideration and approval to the head of the relevant department. In such case, any offer from HuaAn Funds and/or its subsidiaries needs to pass through the selection process the same as other suppliers before it could be appointed. As the Company will consider the various updated market information available and because of the uniqueness of financial transactions, there is not specific internal requirement as to the number of suppliers that will be selected for a particular type of service.
- The internal audit department of the Company will review relevant agreements and grant approval, where appropriate.
- The Company has formulated internal guidelines in accordance with Listing Rules, stipulating approval procedures for connected transactions.

The conduct of continuing connected transactions is also subject to annual review by all independent non-executive Directors and confirmation on that such transactions are in ordinary and usual course of business, on normal commercial terms or better, and the terms thereof are fair and reasonable and in the interest of shareholders of the Company as a whole. The auditors of the Company will conduct an annual review of the Company's continuing connected transactions and provide confirmations on that such transactions are conducted in accordance with the pricing policies, in accordance with the Framework Agreement and approved by the Board, and such transactions did not exceed the annual cap.

HISTORICAL FIGURES, PROPOSED CAPS AND BASIS OF DETERMINATION

Historical Figures

	<i>In RMB millions</i>		
	2020	2021	Nine months ended September 2022
Securities and Financial Product Transactions²			
Inflow	502.57	2,804.24	4,491.88
Outflow	616.07	6,055.27	5,948.66
Financial Services³			
Revenue generated by the Group	79.85	178.00	99.50
Fees paid by the Group	1.22	21.79	27.46

Proposed Caps

	<i>In RMB millions</i>	
		Cap for the period from 4 November 2022 to 31 December 2022
Securities and Financial Product Transactions⁶		
Inflow ⁴		1,461
Outflow ⁵		3,265
Financial Services		
Revenue to be generated by the Group		114.1
Fees payable by the Group		9.15

Notes:

1. As HuaAn Funds become a subsidiary of the Company on 4 November 2022, the historical transactions between the Group and HuaAn Funds and/or its subsidiaries were not connected transactions under the Listing Rules before such date.
2. Securities and Financial Product Transactions are divided into two categories, namely products with fixed-income features, and other products and capital transactions. Products with fixed-income features include bonds, funds, trusts, wealth management products, asset management plans, asset-backed securities products, convertible bonds, structured products, interest rate and credit risk derivatives and other fixed-income products; other financial products and capital transactions include equity products or transactions (including stocks, equity interests and other products with equity features), capital transactions (including secured or unsecured capital transactions) and other securities and financial products and derivatives (including lending and borrowing and repurchase, swaps, futures, forward contracts, commodity products and foreign exchange).
3. Financial Services include services provided by the Group to HuaAn Funds and its subsidiaries including services for selling financial products, brokerage, rental of booths, entrusted asset management, and asset custody; services provided by HuaAn Funds and its subsidiaries to the Group including agency services for selling financial products, and entrusted asset management.
4. For this category, “inflow” refers to the total cash inflow generated by the Group’s sales of securities and financial product transactions to HuaAn Funds and its subsidiaries or the Group’s redemption of securities and financial products issued by HuaAn Funds and its subsidiaries to which the Group has subscribed.
5. For this category, “outflow” refers to the total cash outflow generated by the Group’s purchase of securities and financial product transactions from HuaAn Funds and its subsidiaries or the redemption by HuaAn Funds and its subsidiaries of securities and financial products issued by the Group to which HuaAn Funds and its subsidiaries have subscribed.
6. Given that the parties generally flexibly allocate fixed-income products and other financial products according to the financial market conditions and their fund management needs, products with fixed-income features and other products and capital transactions are not distinguished in estimating the inflow and outflow limits for securities and financial products.

Basis for Determining the Proposed Caps

Securities and Financial Product Transactions

In estimating the annual caps of the total inflow and outflow amount of the Securities and Financial Product Transactions, we have considered, among other things, the following key factors:

- (1) Historical amount of the outflows and inflows in Securities and Financial Product Transactions between the Group and HuaAn Funds and/or its subsidiaries for the years ended 31 December 2020 and 2021 and the nine months ended 30 September 2022.
- (2) HuaAn Funds has a complete product line and strong market competitiveness, with the fund products under management performing well. The Company is expected to invest in certain products of HuaAn Funds in the investment portfolio. Meanwhile, after HuaAn Funds became a subsidiary of the Company, the Company intends to support the development of HuaAn Funds according to the principle of “one company, one policy”. When HuaAn Funds issues products, the Company is expected to subscribe for some of the products to enhance investors’ confidence in the products of HuaAn Funds.
- (3) The scale of wealth management and institutional customer services of the Group and the fund management business of HuaAn Funds are expected to continue growing, as well as the products of good quality provided by HuaAn Funds for relevant businesses of the Group.
- (4) New types of securities and financial products are expected to be launched at a fast pace by the Group and by HuaAn Funds as the variety and characteristics of products are changing frequently in the ever-changing PRC securities and financial market.

Financial Services

In estimating the annual caps of amount of the Financial Services, we have considered, among other things, the following key factors:

- (1) Historical transaction amount of the Financial Services between the Group and HuaAn Funds and/or its subsidiaries for the years ended 31 December 2020 and 2021 and the nine months ended 30 September 2022.
- (2) The businesses of the Group and HuaAn Funds are expected to continue to grow. The scale of services provided by the Group for HuaAn Funds, including product sale, fund custody, securities brokerage and customer retention, is expected to grow rapidly. Meanwhile, with the continuous improvement in the Group’s integrated financial service platform and the increasingly prominent synergy, HuaAn Funds may cooperate with more business units of the Group to provide special customized asset management services for various customers.
- (3) The economic growth, market reforms and increasingly diversified product and service offerings in the PRC securities market will in turn lead to increases in our transaction with HuaAn Funds and its subsidiaries.

REASONS FOR ENTERING INTO THE FRAMEWORK AGREEMENT

HuaAn Funds is one of the first five fund management companies established in the PRC as approved by the China Securities Regulatory Commission, mainly engaged in the mutual fund and specific asset management businesses. Meanwhile, the Group provides wealth management services to its individual and institutional clients, which primarily offer financial products developed by the Group. The Group also distributes financial products developed by other financial institutions, including HuaAn Funds, to offer a more diversified and comprehensive products portfolio to its clients.

The Company has been continuously strengthening its cooperation with HuaAn Funds and become an important distribution channel of HuaAn Funds by distributing the mutual fund products to clients of the Group. Owing to the comprehensive and high-quality services provided by HuaAn Funds, considerable returns have been brought to wealth management clients of the Group which strengthened the connection and trust between the Group and its clients. After HuaAn Funds has become a subsidiary of the Company, backed by the business synergies between the Company and HuaAn Funds, both parties are enabled to make full use of their respective products, channels, customers and other advantages to carry out all-round cooperation and mutual empowerment in wealth management, institutional customer services, as well as key products, and key business development, which will also help enhance the financial performance of the Group and contribute to the Group's overall competitiveness.

The Directors (including the independent non-executive directors) consider the transactions contemplated under the Framework Agreement are entered into in the usual and ordinary course of business of the Group and are conducted on an arm's length basis and on normal commercial terms, and the terms of the Framework Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole.

As each of Mr. Liu Xinyi, Ms. Guan Wei, Mr. Zhong Maojun and Mr. Chen Hua holds certain positions in International Group and/or its associates, they have abstained from voting on the Board resolution approving the Framework Agreement. Saved as disclosed above, none of the Directors has a material interest in the transactions in connection with the Framework Agreement or holds any position in International Group and/or its associates which required them to abstain from voting on the relevant Board resolution.

LISTING RULES IMPLICATIONS

As at the date of this announcement, HuaAn Funds is owned as to 51% by the Company and is a subsidiary of the Company. In addition, the associates of International Group (a substantial shareholder of the Company), GTJA Investment and Shanghai SITICO, collectively hold more than 10% equity interests in HuaAn Funds. Therefore, HuaAn Funds is a connected subsidiary of the Company as defined under the Listing Rules, and transactions contemplated under the of the Framework Agreement with HuaAn Funds therefore constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the transactions under the Framework Agreement is above 0.1% but less than 5%, continuing connected transactions contemplated under the Framework Agreement shall be subject to the reporting, announcement and annual review requirement, but exempted from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

GENERAL INFORMATION

The Company

The Company is a joint stock company incorporated in the PRC with limited liability. The principal businesses of the Company are securities brokerage, proprietary securities trading, securities underwriting and sponsorship and relevant financial services.

HuaAn Funds

HuaAn Funds is a limited liability company incorporated in the PRC and is primarily engaged in fund management. As of the date of this announcement, HuaAn Funds is owned as to 51% by the Company and is a subsidiary of the Company. In addition, the associates of International Group (a substantial shareholder of the Company), GTJA Investment and Shanghai SITICO, hold more than 10% equity interests in HuaAn Funds in aggregate. Therefore, HuaAn Funds constitutes a connected subsidiary of the Company.

DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings in this announcement:

“associate(s)”	has the meaning given to it in the Listing Rules
“Board”	the board of directors of the Company
“Company”	Guotai Junan Securities Co., Ltd. (國泰君安證券股份有限公司), a joint stock limited company incorporated in the PRC in August 1999, the A Shares of which are listed on the Shanghai Stock Exchange (stock code:601211) and the H share of which are listed on the Hong Kong Stock Exchange (stock code: 02611)
“connected person(s)”	has the meaning given to it in the Listing Rules
“Continuing Connected Transactions”	the transactions contemplated under the Framework Agreement
“Director(s)”	the director(s) of the Company
“Framework Agreement”	the framework agreement for Securities and Financial Products and Services entered between the Company and HuaAn Funds on 29 November 2022, with a term commencing from 29 November 2022 to 31 December 2022
“Group,” “we” or “us”	the Company and its subsidiaries excluding, in the context of the Framework Agreement, HuaAn Funds and its subsidiaries

“GTJA Investment”	Guotai Junan Investment Management Co., Ltd. (國泰君安投資管理股份有限公司), a joint stock company with limited liability incorporated in the PRC in December 2001, an associate of International Group
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HuaAn Funds”	HuaAn Funds Management Co., Ltd. (華安基金管理有限公司), a limited liability company incorporated in the PRC in June 1998
“Independent Third Party(ies)”	party(ies) not connected with the Company within the meaning of the Listing Rules as far as the Directors are aware after having made all reasonable enquiries
“International Group”	Shanghai International Group Co., Ltd. (上海國際集團有限公司), which is interested directly and indirectly in 33.35% of the total equity interest of the Company in aggregate as at the date of this announcement
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai SITICO”	Shanghai SITICO Asset Management Co., Ltd. (上海上國投資產管理有限公司), a limited liability company incorporated in the PRC in March 2015 and a non-wholly owned subsidiary of International Group

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

Shanghai, the PRC
29 November 2022

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. XIA Dawei, Mr. DING Wei, Mr. LI Renjie, Mr. BAI Wei, Mr. LEE Conway Kong Wai and Mr. CHAI Hongfeng.