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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)

ANNOUNCEMENT

(1) 2022 PROFIT DISTRIBUTION PLAN
(2) GENERAL MANDATE TO ISSUE ADDITIONAL A SHARES
AND/OR H SHARES
(3) 2022 ANNUAL GENERAL MEETING

The Board of Guotai Junan Securities Co., Ltd. hereby announces that a Board meeting was held on 29 March 2023 and, among other things, the following Board resolutions have been passed:

I. 2022 PROFIT DISTRIBUTION PLAN

Pursuant to the relevant requirements of the Company Law, the Securities Law, the Financial Rules for Financial Enterprises (《金融企業財務規則》), the Regulatory Guidelines for Listed Companies No. 3 – Distribution of Cash Dividends of Listed Companies (《上市公司監管指引第3號 – 上市公司現金分紅》), the Guidelines No. 1 of the Shanghai Stock Exchange on the Application of Self-Regulation Rules for Listed Companies – Standard Operation (《上海證券交易所上市公司自律監管指引第1號 – 規範運作》) and the Articles of Association, and taking into account of factors such as interest of Shareholders, the development of the Company and various risk control indicators, the profit distribution plan of the Company for the year 2022 is proposed as follows:

Based on the total share capital amount of the Company on the record date for dividend distribution, the Company will distribute to A Shareholders and H Shareholders whose names appear on the register of members of the Company on the record date for the dividend distribution a cash dividend of RMB5.3 (tax inclusive) for every 10 shares. Cash dividend is denominated and declared in RMB and payable in RMB to the A Shareholders and in HKD to the H Shareholders. The actual amount declared in HKD will be converted based on the average benchmark exchange rate for RMB to HKD as announced by the People's Bank of China five business days before the date of the AGM.

As the A-share convertible corporate bonds issued by the Company in July 2017 have entered into the share conversion period since 8 January 2018 onwards, the Company is currently unable to determine the total share capital of the Company as at the record date of dividend distribution for A Shareholders. Based on the total share capital amount of 8,906,672,636 shares as of 31 December 2022, the total amount of cash dividend distributable will be RMB4,720,536,497, representing 41.02% of the net profit attributable to owners of the parent company under the consolidated financial statements for 2022.

Cash dividends will be distributed within two months after the date of the AGM, following the approval of the profit distribution proposal for 2022 by the AGM.

The Board has resolved to submit this proposal to the AGM for consideration and approval.

II. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE ADDITIONAL A SHARES AND/OR H SHARES

Pursuant to the requirements of Hong Kong Listing Rules and the Articles of Association, and in order to grasp market opportunities, ensure flexibility in issuing new shares and in line with the A+H listed company practices, the Board proposed to approve the grant of an unconditional and general mandate to the Board by a special resolution at the AGM to authorize the Board to decide to, subject to market condition and the needs of the Company, separately or concurrently issue, allot and deal with new shares not exceeding 20% of the respective amount of A shares and/or H shares in issue at the date of the passing of such resolution at the AGM.

The proposed grant is according to usual practice of A+H shares companies, as of the date of this announcement, the Board has no existing plan for issuing new shares pursuant to the general mandate.

Details of the General Mandate

1. Granting of an unconditional and general mandate to the Board (or the director(s) authorized by the Board) to, subject to market condition and the needs of the Company, separately or concurrently issue, allot and deal with additional shares in the share capital of the issued A shares and H shares and make or grant offers, agreements, or options in relation to such Shares during the relevant period (as defined below).
2. The aggregate nominal value of the A shares and/or H shares to be allotted or agreed to be allotted conditionally or unconditionally (whether pursuant to the exercise of options or otherwise) by the Board shall not exceed:
 - i. 20% of the aggregate nominal value of the existing A shares issued as at the date of the passing of this resolution at the AGM; and/or
 - ii. 20% of the aggregate nominal value of the existing H shares issued as at the date of the passing of this resolution at the AGM.

3. The Board be authorized to, when exercising its power under the general mandate, formulate and implement a detailed issuance plan, including but not limited to the class of the new shares to be issued, pricing mechanism and/or issuance price (including price range), number of shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to place shares to existing Shareholders.
4. The Board be authorized to engage intermediate agencies for share issuance related matters, and to approve and execute all acts, deeds, documents or other matters necessary, appropriate, desirable or associated with the share issuances; approve and execute, on behalf of the Company, agreements related to share issuance, including but not limited to placing and underwriting agreements and engagement agreements of intermediate agencies.
5. The Board be authorized to approve and execute, on behalf of the Company, statutory documents in relation to share issuance to be submitted to regulatory authorities, to carry out relevant approval procedures as required by regulatory authorities and place in which Shares are listed, and to complete all necessary filings, registrations and records with the relevant governmental authorities of Hong Kong and/or any other regions and jurisdictions (if applicable).
6. The Board be authorized to amend, as required by regulatory authorities within or outside the PRC, agreements and statutory documents referred to in (4) and (5) above.
7. The Board be authorized to increase the registered capital of the Company after a share issuance, and to make corresponding amendments to the Articles of Association relating to the aggregate share capital and shareholdings, etc. and the operation management be authorized to carry out the relevant procedures.

Validity Period of the General Mandate

The exercising of the mandate referred to above shall only be valid in the Relevant Period, except if the Board has made or granted offers, agreements or options during the Relevant Period in relation to the issuance of A shares and/or H shares, which may require further promotion or implementation after the Relevant Period. The “**Relevant Period**” refers to the period from the passing of this resolution as a special resolution at the AGM until whichever is the earliest of:

1. the conclusion of the 2023 annual general meeting of the Company;
2. the expiration of the 12-month period following the passing of this resolution as a special resolution at the AGM; and
3. the revocation or variation of the authority under this resolution by passing of a special resolution at a general meeting of the Company.

The exercising of the power granted under the abovementioned general mandate by the Board is subject to all the necessary approvals of the CSRC and/or the relevant authorities of the PRC and in accordance with the Company Law and the Hong Kong Listing Rules.

At the same time, if the above resolution is passed at the AGM and unless otherwise required by applicable laws, the Board is authorized to further authorize Mr. HE Qing, chairman of the Board and executive director of the Company, Mr. WANG Song, vice chairman of the Board, executive director and president of the Company, and Mr. YU Jian, executive director and Board secretary of the Company to jointly or individually sign, execute, modify, complete, and submit all agreements, contracts and documents relating to the allotment, issuance and disposal of shares under the general mandate.

The Board has resolved to submit this proposal to the AGM for consideration and approval.

III. 2022 ANNUAL GENERAL MEETING

The Board has resolved to hold the 2022 annual general meeting of the Company and authorize the chairman of the Board to determine the specific time and location of the meeting.

DEFINITIONS

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

“AGM”	the 2022 annual general meeting to be held by the Company
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“China” or “PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“Company Law”	The Company Law of the People’s Republic of China
“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, the H share of which are listed on the main board of the Stock Exchange (stock code: 02611) and the A Shares of which are listed on the Shanghai Stock Exchange (stock code: 601211)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“HKD”	Hong Kong dollars, lawful currency of Hong Kong Special Administrative Region
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in effect from time to time
“Securities Law”	the Securities Law of the People’s Republic of China

“Share(s)”	share (s) of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Shanghai, the PRC
29 March 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. XIA Dawei, Mr. DING Wei, Mr. LI Renjie, Mr. BAI Wei, Mr. LEE Conway Kong Wai and Mr. CHAI Hongfeng.