

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated March 28, 2017 (the “**Prospectus**”) issued by Guotai Junan Securities Co., Ltd. (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the H Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The H Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities laws of the United States.

The securities may not be offered, sold, pledged or transferred within the United States, except that the H Shares may be offered, sold or delivered outside the United States in offshore transactions in accordance with Regulation S. The Company has not intended and does not intend to make any public offer of securities in the United States.

In connection with the Global Offering, Guotai Junan Securities (Hong Kong) Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for them, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the H Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the H Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Sunday, 30 April, 2017, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the H Shares, and therefore the price of the H Shares, could fall.



**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)*

**GLOBAL OFFERING**

<b>Number of Offer Shares under the Global Offering</b>	<b>: 1,040,000,000 H Shares (subject to the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>: 52,000,000 H Shares (subject to adjustment)</b>
<b>Number of International Offer Shares</b>	<b>: 988,000,000 H Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Offer Price</b>	<b>: HK\$15.84 per H Share, plus brokerage of 1%, SFC transaction levy of 0.0027%, and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)</b>
<b>Nominal value</b>	<b>: RMB1.00 per H Share</b>
<b>Stock code</b>	<b>: 2611</b>

**Joint Sponsors**



**Joint Global Coordinators**



**Joint Bookrunners and Joint Lead Managers**



Application has been made by the Company to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, (i) the H Shares in issue and to be issued pursuant to the Global Offering (including any additional H Shares which may be issued pursuant to the exercise of the Over-allotment Option), and (ii) the H Shares to be converted from A Shares and transferred to NSSF pursuant to the relevant PRC regulations relating to reductions of State-owned shares. Dealings in the H Shares on the Main Board are expected to commence at 9:00 a.m. on Tuesday, April 11, 2017. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [www.gtja.com](http://www.gtja.com) and the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering comprises the Hong Kong Public Offering of 52,000,000 H Shares (subject to adjustment), representing 5% of the total number of Offer Shares, and the International Offering of an aggregate of 988,000,000 H Shares (subject to adjustment and the Over-allotment Option), representing 95% of the total number of Offer Shares. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed "Structure of the Global Offering" in the Prospectus.

The Company is expected to grant to the International Underwriters, exercisable by the Joint Representatives (on behalf of the International Underwriters), the Over-allotment Option, which will be exercisable from the Listing Date until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 156,000,000 additional H Shares, representing 15% of the initial Offer Shares, at the Offer Price under the International Offering, to, among other things, cover over-allocations in the International Offering, if any.

Subject to the granting of the approval for listing of, and permission to deal in, the H Shares on the Hong Kong Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Hong Kong Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the H Shares to be admitted into CCASS.

The Offer Price is HK\$15.84 per Offer Share. Applicants for the Hong Kong Offer Shares are required to pay, on application, the Offer Price of HK\$15.84 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price is reduced to be less than HK\$15.84.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Application Forms and the designated website ([www.eipo.com.hk](http://www.eipo.com.hk)) in relation to the White Form eIPO.** Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **White Form eIPO Service Provider** at [www.eipo.com.hk](http://www.eipo.com.hk) under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Tuesday, March 28, 2017, until 12:00 noon on Friday, March 31, 2017 from:

1. the following offices of the Hong Kong Underwriters:

**Guotai Junan Securities (Hong Kong) Limited**

27/F, Low Block  
Grand Millennium Plaza  
181 Queen's Road Central  
Hong Kong

**Goldman Sachs (Asia) L.L.C.**

68/F, Cheung Kong Center  
2 Queen's Road Central  
Central  
Hong Kong

**Merrill Lynch Far East Limited**

55/F, Cheung Kong Center  
2 Queen's Road Central  
Central  
Hong Kong

**SPDB International Capital Limited**

Suites 3207-3212  
One Pacific Place  
88 Queensway  
Hong Kong

**The Hongkong and Shanghai Banking Corporation Limited**

1 Queen's Road Central  
Hong Kong

**ICBC International Securities Limited**

37/F, ICBC Tower  
3 Garden Road  
Hong Kong

**BOCOM International Securities Limited**

9/F, Man Yee Building 68 Des Voeux Road Central  
Central  
Hong Kong

**ABCI Securities Company Limited**

10/F, Agricultural Bank of China Tower  
50 Connaught Road Central  
Hong Kong

**UBS AG Hong Kong Branch**

52/F, Two International Finance Centre  
8 Finance Street  
Central  
Hong Kong

**Guosen Securities (HK) Capital Company Limited**

42/F, Two International Finance Centre  
No. 8 Finance Street  
Central  
Hong Kong

**BOCI Asia Limited**

26/F Bank of China Tower  
1 Garden Road  
Central  
Hong Kong

**CCB International Capital Limited**

12/F., CCB Tower  
3 Connaught Road Central  
Central  
Hong Kong

**CMB International Capital Limited**

Units 1803-4, 18/F, Bank of America Tower  
12 Harcourt Road  
Central  
Hong Kong

**Zhongtai International Securities Limited**

7th Floor, Li Po Chun Chambers  
189 Des Voeux Road Central  
Hong Kong

**Mizuho Securities Asia Limited**

12th Floor, Chater House  
8 Connaught Road Central  
Hong Kong

**Haitong International Securities Company Limited**

22/F Li Po Chun Chambers  
189 Des Voeux Road Central  
Hong Kong

**Orient Securities (Hong Kong) Limited**

28-29/F, 100 Queen's Road Central  
Central  
Hong Kong

**China Merchants Securities (HK) Co., Limited**

48/F One Exchange Square  
Central  
Hong Kong

**China Securities (International) Corporate Finance Company Limited**

18/F, Two Exchange Square  
8 Connaught Place  
Central  
Hong Kong

**China Everbright Securities (HK) Limited**

24/F, Lee Garden One  
33 Hysan Avenue  
Causeway Bay  
Hong Kong

2. any of the following branches of the receiving banks of the Hong Kong Public Offering:

**Bank of China (Hong Kong) Limited**

<b>District</b>	<b>Branch</b>	<b>Address</b>
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	Causeway Bay Branch	505 Hennessy Road, Causeway Bay, Hong Kong
	King's Road Branch	131-133 King's Road, North Point
Kowloon	Mong Kok Branch	589 Nathan Road, Mong Kok
	Telford Gardens Branch	Shop P2 Telford Gardens, Kowloon Bay
New Territories	Metro City Branch	Shop 209, Level 2, Metro City Phase 1, Tseung Kwan O

## **Standard Chartered Bank (Hong Kong) Limited**

<b>District</b>	<b>Branch</b>	<b>Address</b>
Hong Kong Island	North Point Centre Branch	Shop G, G/F, North Point Centre, 284 King's Road, North Point
Kowloon	Kwun Tong Branch	G/F, 414 Kwun Tong Road, Kowloon
	Lok Fu Shopping Centre Branch	Shop G201, G/F., Lok Fu Shopping Centre
	San Po Kong Branch	Shop A, G/F, Perfect Industrial Building, 31 Tai Yau Street, San Po Kong
New Territories	Tuen Mun Town Plaza Branch	Shop No. G047-G052, Tuen Mun Town Plaza Phase I, Tuen Mun

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Tuesday, March 28, 2017 until 12:00 noon on Friday, March 31, 2017 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — GUOTAI JUNAN SECURITIES PUBLIC OFFER**" attached should be deposited in the special collection boxes provided at any of the branches of the receiving banks referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO** service at [www.eipo.com.hk](http://www.eipo.com.hk) from 9:00 a.m. on Tuesday, March 28, 2017 until 11:30 a.m. on Friday, March 31, 2017 (24 hours daily, except on the last application date) or such later time as described in the section "How to Apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).



CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

- Tuesday, March 28, 2017 — 9:00 a.m. to 8:30 p.m.<sup>(1)</sup>
- Wednesday, March 29, 2017 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>
- Thursday, March 30, 2017 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>
- Friday, March 31, 2017 — 8:00 a.m.<sup>(1)</sup> to 12:00 noon

*Note:*

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, March 28, 2017 until 12:00 noon on Friday, March 31, 2017 (24 hours daily, except on the last application day).

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for the Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)); and (iv) on our website ([www.gtja.com](http://www.gtja.com)) on Monday, April 10, 2017. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Monday, April 10, 2017 as described in the section headed “How to Apply for the Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. H Share certificates will only become valid at 8:00 a.m. on Tuesday, April 11, 2017 provided that the Global Offering has become unconditional and the right of termination described in the section “Underwriting — Underwriting Arrangements and Expenses — The Hong Kong Public Offering — Grounds for Termination” in the Prospectus has not been

exercised. No receipt will be issued for application monies received. Dealings in the H Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, April 11, 2017. The H Shares will be traded in board lots of 200 H Shares each. The stock code of the Company is 2611.

On behalf of the Board of Directors  
**Guotai Junan Securities Co., Ltd.**  
**Yang Dehong**  
*Chairman*

Hong Kong, March 28, 2017

*As of the day 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. XIANG Dong and Mr. LIU Qiang; 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<sup>(1)</sup>.*

*Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).*

*Note:*

- (1) Mr. Lee Conway Kong Wai's appointment as an independent non-executive Director will become effective upon the Listing.