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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 REGISTRATION FOR THE CHANGE OF
REGISTERED CAPITAL**

Reference is made to the announcements of Guotai Junan Securities Co., Ltd. (the “**Company**”) dated 4 July 2017, 28 December 2017 and 17 April 2019, in relation to the public issuance of and commencement of the conversion period of the A-share Convertible Corporate Bonds and the completion of the placing of 194,000,000 New H Shares of the Company under general mandate, respectively.

As of 30 April 2019, part of the A-share Convertible Corporate Bonds had been converted into a total of 14,154 A Shares, and, on 17 April 2019, an aggregate of 194,000,000 new H Shares had been successfully allotted and issued by the Company, following which the Company’s registered capital increased to RMB8,907,947,954.

The Company has now completed the registration for change of its registered capital at the Shanghai Administration for Market Regulation.

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

Shanghai, the PRC
17 July 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, Mr. ZHONG Maojun, Mr. ZHOU Lei, Mr. WANG Wenjie, 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.