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GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

國泰君安國際控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 1788)

**APPOINTMENT OF NON-EXECUTIVE DIRECTORS AND BOARD
COMMITTEE MEMBERS**

The Board is pleased to announce that (i) Mr. XIE Lebin has been appointed as non-executive Director of the Company and a member of the remuneration committee of the Board with effect from 19 June 2017; and (ii) Mr. LIU Yiyong has been appointed as non-executive Director of the Company and a member of the risk committee of the Board with effect from 19 June 2017.

**APPOINTMENT OF NON-EXECUTIVE DIRECTORS AND BOARD COMMITTEE
MEMBERS**

The board of directors (the “**Board**”) of Guotai Junan International Holdings Limited (the “**Company**”) is pleased to announce that (i) Mr. XIE Lebin has been appointed as non-executive Director of the Company and a member of the remuneration committee of the Board with effect from 19 June 2017; and (ii) Mr. LIU Yiyong has been appointed as non-executive Director of the Company and a member of the risk committee of the Board with effect from 19 June 2017.

Mr. XIE Lebin

Mr. Xie Lebin, aged 49, is the Chief Financial Officer and concurrently the General Manager of the Planning and Finance Department of Guotai Junan Securities Co., Ltd (“Guotai Junan Securities”). Mr. Xie worked at the Investment Banking Department of Wanguo Securities Co., Ltd. from July 1993 to March 1995. Mr. Xie subsequently served as an executive director of the Investment Banking Department of J&A Securities Co., Ltd. from March 1995 to August 1999; a Deputy General Manager of the Shanghai Investigation and Auditing Department of Guotai Junan Securities from August 1999 to September 2000; a Deputy General Manager of the investigation and auditing headquarters of Guotai Junan Securities from September 2000 to January 2006; the executive Deputy General Manager of the investigation and auditing headquarters of Guotai Junan Securities from January 2006 to October 2008; the General

Manager of the investigation and auditing headquarters of Guotai Junan Securities from October 2008 to February 2012; the General Manager of the Planning and Finance Department of Guotai Junan Securities from February 2012 to November 2015; and the Deputy Chief Financial Officer and the General Manager of the Planning and Finance Department of Guotai Junan Securities from November 2015 to November 2016. Mr. Xie was appointed as the Chief Financial Officer and concurrently as General Manager of the Planning and Finance Department of Guotai Junan Securities since January 2017. Mr. Xie was also appointed as the director of Guotai Junan Innovation Investment Co., Ltd since July 2012.

Mr. Xie obtained a bachelor's degree in economics from the Shanghai Fisheries University (currently known as the Shanghai Ocean University) in Shanghai in July 1990, and a master's degree and a doctorate degree in economics from East China Normal University in Shanghai in July 1993 and June 2010, respectively. Mr. Xie was awarded the International Certified Internal Auditors' Certificate by the International Institute of Internal Auditors in November 2009.

Mr. Xie has entered into a service contract with the Company under which he will act as a non-executive Director of the Company for a period of three years with effect from 19 June 2017, subject to retirement by rotation at the annual general meeting of the Company in accordance with the Company's articles of association. Pursuant to the service contract, Mr. Xie will not receive any director's fee or any other emoluments.

Mr. Xie did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years. Save as disclosed above, Mr. Xie does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Mr. Xie does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters relating to the appointment of Mr. Xie, in particular the information required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited that need to be brought to the attention of the shareholders of the Company.

Mr. LIU Yiyong

Mr. LIU Yiyong, aged 53, is the General Manager of the Compliance Department of Guotai Junan Securities. Mr. Liu served as a senior staff member of the Securities Supervisory Division of Shenzhen Branch of the People's Bank of China from March 1994 to March 1997. From March 1997 to October 1998, he served as a principal staff member of the Non-bank Financial Institutions Department of Shenzhen Branch of the People's Bank of China. Mr. Liu was a principal staff member of the Institutions Inspection Office of Shenzhen Supervision Bureau of China Securities Regulatory Commission from October 1998 to July 2002. From April 2006 to July 2009, Mr. Liu was a staff member of the Market Division II of China Foreign Exchange Trade System. Mr. Liu was a Deputy General Manager of the Compliance Department of Guotai Junan Securities from July 2009 to June 2014 and was an executive Deputy General Manager of the Compliance Department from June 2014 to June 2015. Mr. Liu

was appointed as the General Manager of the Compliance Department of Guotai Junan Securities in June 2015.

Mr. Liu studied in Graduate School of the People's Bank of China from September 1991 to March 1994 and obtained a master's degree in economics. Mr. Liu obtained Master of Public Administration in the School of International and Public Affairs in the Columbia University in August 2003.

Mr. Liu has entered into a service contract with the Company under which he will act as a non-executive Director of the Company for a period of three years with effect from 19 June 2017, subject to retirement by rotation at the annual general meeting of the Company in accordance with the Company's articles of association. Pursuant to the service contract, Mr. Liu will not receive any director's fee or any other emoluments.

Mr. Liu did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years. Save as disclosed above, Mr. Liu does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Mr. Liu does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters relating to the appointment of Mr. Liu, in particular the information required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited that need to be brought to the attention of the shareholders of the Company.

By order of the Board
Guotai Junan International Holdings Limited
FENG Zheng Yao Helen
Company Secretary

Hong Kong, 19 June 2017

As at the date of this announcement, the Board comprises four executive directors, being Dr. YIM Fung (Chairman), Mr. WONG Tung Ching, Ms. QI Haiying and Mr. LI Guangjie; two non-executive directors, being Mr. XIE Lebin and Mr. LIU Yiyong; and three independent non-executive directors, being Dr. FU Tingmei, Dr. SONG Ming and Mr. TSANG Yiu Keung.