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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 EXECUTIVE DIRECTOR,
DEPUTY CHIEF EXECUTIVE OFFICER**

The Board is pleased to announce that Ms. QI Haiying has been appointed as executive Director and Deputy Chief Executive Officer of the Company with effect from 5 March 2015.

APPOINTMENT OF DIRECTOR

The board of directors (the “**Board**”) of Guotai Junan International Holdings Limited (the “**Company**”) is pleased to announce that Ms. QI Haiying has been appointed as executive Director of the Company with effect from 5 March 2015.

Ms. QI Haiying, aged 33, worked in Shenzhen Supervision Bureau of the China Securities Regulatory Commission on regulatory supervision of securities companies and listed companies between 2004 and 2012. Ms. Qi joined Guotai Junan Securities Company Limited in April 2012, holding a post of Deputy General Manager in the Compliance Department and the Strategic Management Department respectively. Ms. Qi was appointed as executive director of the Company on 5 March 2015. Ms. Qi holds a master degree of Financial Economics from London School of Economics and Political Science (LSE) and a bachelor degree of International Economy and Trade from the University of International Business and Economics (UIBE) in China.

Ms. Qi has not entered into any service contract with the Company, there is no specific length of service in respect of her appointment, the amount of remuneration to be received by Ms. Qi is to be determined by the Board and the Remuneration Committee of the Company with reference to her duties and responsibilities with the Company, the Company’s performance and the prevailing market situation and to be authorized by the shareholders of the Company at the annual general meeting of the Company.

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

Save as disclosed above, there are no other matters relating to the appointment of Ms. Qi, 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.

APPOINTMENT OF DEPUTY CHIEF EXECUTIVE OFFICER

The Board is pleased to announce that Ms. QI Haiying has been appointed as Deputy Chief Executive Officer of the Company with effect from 5 March 2015.

The employment contract between Ms. QI Haiying and the Company (the “**Contract**”) is in the drafting process. Thus, the amount of emolument, the length of service and other details will be announced upon confirmation of the Contract. The Company will determine the emoluments based on the overall performance of the Company, individual performance and contribution, the prevailing market situation and market practice or other relevant factors.

By order of the Board
Guotai Junan International Holdings Limited
YIM Fung
Chairman

Hong Kong, 5 March 2015

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