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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)

**ANNOUNCEMENT ON TAKING EFFECT OF APPOINTMENT OF
NON-EXECUTIVE DIRECTOR**

We refer to the announcement dated 29 March 2018 in relation to the change of non-executive directors (the “**Announcement**”), the circular dated 3 April 2018 and the poll results of annual general meeting dated 18 May 2018 of Guotai Junan Securities Co., Ltd. (the “**Company**”).

As previously disclosed, the proposed appointment of Mr. ZHOU Hao (“**Mr. ZHOU**”) as a non-executive director of the Company (“**Non-executive Director**”) was approved at the annual general meeting of 2017 of the Company held on 18 May 2018, subject only to the regulatory authorities’ approval on his qualification for appointment.

Recently, the Company has received Reply of Approval on Qualification of ZHOU Hao as Director of Securities Company (Hu Zheng Jian Xu Ke [2018] No. 46) from the Shanghai Securities Regulatory Bureau of the China Securities Regulatory Commission. As such, the appointment of Mr. ZHOU as a Non-executive Director has taken effect from the date of this announcement, and his term of office shall be the same as the 5th session of the board of directors of the Company.

For the biographical details of Mr. ZHOU, please refer to the Announcement. Save as disclosed in this announcement and the Announcement, there were no matters about Mr. ZHOU that need to be brought to the attention of the shareholders of the Company.

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

Shanghai, the PRC
13 June 2018

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, Ms. LIU Ying, Mr. ZHONG Maojun, Mr. ZHOU Lei, Mr. WANG Yongjian, 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.