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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)

ANNOUNCEMENT

Reference is made to the announcement of Guotai Junan International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 15 December 2014 relating to the trading halt of the Company’s shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) pending the release of an announcement in relation to price-sensitive information of the Company.

The board of directors (the “**Board**”) of the Company wishes to inform the shareholders of the Company and the potential investors that on 15 December 2014, officers of the Independent Commission Against Corruption of Hong Kong (the “**ICAC**”) entered the residential premises of Mr. WONG Tung Ching (“**Mr. Wong**”), Executive Director and Deputy Chief Executive Officer of the Company, to execute a search warrant. Mr. Wong was invited to visit the ICAC to assist in an ICAC investigation.

On the same day, the ICAC executed another search warrant to enter the office of the Company in Hong Kong at 27th and 28th Floors, Low Block, Grand Millennium Plaza, No. 181 Queen’s Road Central, Hong Kong. The ICAC did not visit other premises of the Company. Certain securities trading account opening records and an agreement relating to a placing case were seized by the ICAC. The Company is liaising with the ICAC and more documents will be provided to the ICAC at a later date. No director or staff of the Company was arrested by the ICAC.

According to the ICAC search warrant provided to the Company, the ICAC investigation is related to an alleged offence under Section 9(1) of the Prevention of Bribery Ordinance (Cap. 201), namely an agent might have accepted advantages.

The Board believes that, as at the date hereof, the ICAC investigation will not have any material adverse effect to the Group and the business and operations of the Group remain normal. Save as disclosed above, the Board is not aware of any other unpublished price-sensitive information that should be disclosed under the prevailing laws.

Resumption of Trading in Shares

This announcement is made for the purpose of compliance with Rules 13.51B(2) and 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). Since the ICAC investigation is still ongoing, the trading of the Company’s shares may have to be suspended and/or the Company may have to take other appropriate actions if there is further development of the ICAC investigation. The Company will make further announcement(s) as and when appropriate pursuant to the requirements under the Listing Rules. **Shareholders and public investors are advised to exercise caution when dealing in shares of the Company.**

An application has been made to the Stock Exchange for resumption of trading in the Company’s shares with effect from 9:00 a.m. on 17 December 2014.

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

Hong Kong, 17 December 2014

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