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**國泰君安國際**

GUOTAI JUNAN INTERNATIONAL

**GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 1788)**

## **PROPOSED CHANGE OF AUDITOR**

This announcement is made by Guotai Junan International Holdings Limited (the “**Company**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board of Directors of the Company (the “**Board**”) announces that Ernst & Young, Certified Public Accountants (“**EY**”), will retire as the auditor of the Company with effect from the conclusion of the forthcoming annual general meeting of the Company (which is expected to be held on 21 May 2020) (the “**AGM**”).

Due to the Company’s intention to align its appointment of auditor with that of its controlling shareholder, on 24 March 2020, the Board has resolved to propose the appointment of KPMG, Certified Public Accountants, as the new auditor of the Company (the “**Proposed Appointment**”) immediately following the retirement of EY and to hold office until the conclusion of the next annual general meeting of the Company, subject to approval by shareholders of the Company (the “**Shareholders**”) at the AGM.

The Board is of the view that the Proposed Appointment would align the audit arrangements between the Company and its controlling shareholder with a view to enhancing the efficiency of the audit which would be in the best interest of the Company as well as the Shareholders as a whole.

EY has confirmed to the Company that as of the date of this announcement, there are no matters in connection with the proposed change of auditor that need to be brought to the attention of the Shareholders. The Board has also confirmed that as of the date of this announcement, there is no disagreement between EY and the Company, and there are no any other matters in respect of the Proposed Appointment that requires to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express sincere gratitude to EY for its professional and quality services rendered to the Company in the past years.

A circular containing, among other things, details of the Proposed Appointment, together with a notice of the AGM, will be dispatched to the Shareholders in due course.

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

Hong Kong, 24 March 2020

*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 Dr. XIE Lebin and Mr. LIU Yiyong; and four independent non-executive directors, being Dr. FU Tingmei, Dr. SONG Ming, Mr. TSANG Yiu Keung and Professor CHAN Ka Keung Ceajer.*