GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(**Stock Code: 1788)**

POSITIVE PROFIT ALERT

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance.

The Board wishes to inform the Shareholders of the Company and potential investors that, based on the preliminary review of the management accounts of the Group for the year ended 31 December 2014, the consolidated net profit of the Group for the year ended 31 December 2014 is expected to increase significantly and record an increase of not less than 40% as compared with that of the year ended 31 December 2013.

The information contained in this announcement is only based on a preliminary review of the management accounts of the Group for the year ended 31 December 2014. Such accounts have not been confirmed by the Company's auditors or the audit committee of the Board.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong).

The board of directors (the "Board") of Guotai Junan International Holdings Limited (the "Company", together with its subsidiaries, the "Group") wishes to inform the shareholders of the Company (the "Shareholders") and potential investors that, based on the preliminary review of the management accounts of the Group for the year ended 31 December 2014, the consolidated net profit of the Group for the year ended 31 December 2014 is expected to increase significantly and record an increase of not less than 40% as compared with that of the year ended 31 December 2013. Such expected increase was mainly due to the solid growth of our core businesses, including the increase in the revenue from dealing and broking， corporate finance, asset management, fixed income and loan and financing.

The information contained in this announcement is only based on a preliminary review of the management accounts of the Group and the information currently available to the Board. It is not based on any figures or information that has been audited or reviewed by the Company's auditors. The audited consolidated annual results for the year ended 30 December 2014 will be published by the Company within the timeframe as stipulated under the Listing Rules.

Shareholders and potential investors are advised to read this announcement carefully and exercise caution when dealing in the shares of the Company.

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

Hong Kong, 28 January 2015

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.