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**GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED**  
(Incorporated in Hong Kong with limited liability)  
(Stock Code: 1788)

**PROPOSED APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND A MEMBER OF AUDIT COMMITTEE**

The board of directors (the “**Board**”) of Guotai Junan International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that it has resolved to propose to the general meeting of the Company the appointment of Mr. LIU Chung Mun (“**Mr. LIU**”) as an independent non-executive director of the Company pursuant to the articles of association of the Company (the “**Articles of Association**”). Mr. LIU will act as a member of the Audit Committee of the Board since the date of approving his appointment as an independent non-executive director at the general meeting of the Company.

The biographical details of Mr. LIU are set out as follows:

Mr. LIU Chung Mun, aged 63, has over 30 years of professional experience in providing audit and business advisory services in the Mainland China, Hong Kong and Australia. Mr. LIU started his professional career with PricewaterhouseCoopers in Hong Kong and Melbourne in the 1980s. Mr. LIU joined PricewaterhouseCoopers Zhong Tian LLP in 1995, and he was admitted as partner in 1997 and retired in 2020. During his years with PricewaterhouseCoopers Zhong Tian LLP, Mr. LIU was a core member in the China assurance leadership team and was a long-standing human capital partner in the assurance practice for over 10 years, and he was also the Greater China automotive industry leader as well as Japanese business network leader. Currently, Mr. LIU is an independent non-executive director of Foran Energy Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange, Stock Code: 002911.SZ) and Valuetronics Holdings Limited (a company listed on the Singapore Stock Exchange, Stock Code: BN2.SI).

Mr. LIU received his bachelor’s degree in Commerce from the University of Western Australia in 1983. He is a member of the Chartered Accountants Australia and New Zealand (previously the Institute of Chartered Accountants Australia), a fellow member of CPA Australia and a fellow member of the Hong Kong Institute of Certified Public Accountants. He was the president of CPA Australia North China Committee from 2005 to 2006 and is currently its council member.

Mr. LIU was a director of Prosperous Future Profits (BVI) Limited, a company incorporated in the British Virgin Islands which was an investment holding with no business operation prior to its dissolution and was struck off and dissolved in November 2012 due to cessation of business.

As at the date of this announcement, the Company has not entered into any appointment letter with Mr. LIU. Subject to the approval by an ordinary resolution at the general meeting of the Company, the Company will enter into an appointment letter with Mr. LIU which will not have any specific term. Nevertheless, Mr. LIU's appointment, if approved at the general meeting of the Company, is subject to retirement by rotation (at least once every three years) at the annual general meeting of the Company in accordance with the Articles of Association. Mr. LIU will be entitled to an annual director's fee of HK\$400,000 and a further annual fee of HK\$150,000 in acting as the chairman of committee(s) of the Board (if any), and will also be entitled to receive other incentives as decided by the Board (if any) having regard to his performance, duties, the Company's performance and the prevailing market condition.

Save as disclosed above, Mr. LIU did not hold directorship in other listed public company in the last three years or any position within the Group.

Mr. LIU does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the date of this announcement, Mr. LIU does not have any interest in the shares of the Company, debentures or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. LIU has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), and meets the criteria as a senior management executive as stipulated in the Articles of Association.

A notice of extraordinary general meeting of the Company, together with the circular containing, among other things, the particulars in relation to the appointment of Mr. LIU, will be despatched to the shareholders of the Company in due course.

Save as disclosed above, there are no other matters relating to the appointment of Mr. LIU, in particular, the information required under Rules 13.51(2) of the Listing Rules, that need to be brought to the attention of the shareholders of the Company.

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

Hong Kong, 25 August 2023

*As at the date of this announcement, the Board comprises two executive directors, being Dr. YIM Fung (Chairman) and Ms. QI Haiying; three non-executive directors, being Mr. YU Jian, Dr. HU Xupeng and Ms. YU Xuping; and three independent non-executive directors, being Dr. FU Tingmei, Mr. TSANG Yiu Keung and Professor CHAN Ka Keung Ceajer.*