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GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1788)

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

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 Dr. XIE Lebin (“**Dr. XIE**”) and Mr. DONG Boyang (“**Mr. DONG**”) as non-executive directors of the Company pursuant to the articles of association of the Company (the “**Articles of Association**”), respectively. Subject to the shareholders’ approval of the above-mentioned appointments, Dr. XIE will act as a member of the Nomination Committee of the Company and Mr. DONG will act as a member of the Risk Committee of the Company, respectively, with effect from the date of approving their appointments at the general meeting of the Company.

The biographical details of Dr. XIE and Mr. DONG are set out as follows:

Dr. XIE Lebin, aged 56, is currently the vice president and a member of the party committee of Guotai Junan Securities Co., Ltd. (stock code: 2611.HK, 601211.SH), the parent company, a director of its various subsidiaries, and the board chairman of Guotai Junan Financial Holdings Limited, the controlling shareholder of the Company. Dr. XIE used to work at the investment banking department of Wanguo Securities Co., Ltd. from 1993 to 1995 and served as an executive director of the investment banking department of J&A Securities Co., Ltd from 1995 to 1999, respectively. He held various positions at Guotai Junan Securities Co., Ltd. since 1999, including as a deputy general manager of the shanghai investigation and auditing department, a deputy general manager, an executive deputy general manager and the general manager of the investigation and auditing headquarters, the deputy chief financial officer and the general manager of the planning and finance department, the chief financial officer, the chief operating officer, the chief risk officer, the president of the investment banking business unit, and the director of the executive board, respectively. Dr. XIE was a non-executive director of the Company for the period from 19 June 2017 to 14 December 2021.

Dr. XIE obtained a doctorate degree and a master’s degree in Economics from the East China Normal University in Shanghai in 2010 and 1993 respectively, and a bachelor’s degree in Economics from the Shanghai Fisheries University (currently known as the Shanghai Ocean University) in 1990. Dr. XIE was accredited the International Certified Internal Auditors’ Certificate by the International Institute of Internal Auditors in 2009.

As at the date of this announcement, the Company has not entered into any service contract with Dr. XIE. Subject to the approval by an ordinary resolution at the general meeting of the Company, the Company will enter into a service contract with Dr. XIE which will not have any specific term. Nevertheless, Dr. XIE'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. Dr. XIE will not receive any director's fee or any other emolument.

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

Save as disclosed above, Dr. XIE 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, Dr. XIE 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. DONG Boyang, aged 51, is currently the general manager of the planning and finance department of Guotai Junan Securities Co., Ltd. (stock code: 2611.HK; 601211.SH), the parent company, and a supervisor of its various subsidiaries, and a director of Guotai Junan Financial Holdings Limited, the controlling shareholder of the Company. Mr. DONG joined the group of Guotai Junan Securities Co., Ltd. in 1995, and held various important positions in different departments, including the audit department, risk management department, and planning and finance department, and held the position as the chief risk officer of Guotai Junan Financial Holdings Limited. Mr. DONG has over 28 years of experience in the securities industry. Mr. DONG obtained a bachelor's degree in Accounting from the Tianjin University of Finance and Economics. He is accredited the Accountant qualification by the Ministry of Human Resources and Social Security in China.

As at the date of this announcement, the Company has not entered into any service contract with Mr. DONG. Subject to the approval by an ordinary resolution at the general meeting of the Company, the Company will enter into a service contract with Mr. DONG which will not have any specific term. Nevertheless, Mr. DONG'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. DONG will not receive any director's fee or any other emolument.

Mr. DONG did not hold directorship in other listed public company in the last three years or any position within the Group.

Save as disclosed above, Mr. DONG 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. DONG 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.

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 Dr. XIE and Mr. DONG, 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 each of Dr. XIE and Mr. DONG, in particular, the information required under Rules 13.51(2) of the Listing Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, 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, 4 June 2024

As at the date of this announcement, the Board comprises two executive directors, being Dr. YIM Fung (Chairman) and Ms. QI Haiying; one non-executive director, being Ms. YU Xuping; and three independent non-executive directors, being Dr. FU Tingmei, Professor CHAN Ka Keung Ceajer and Mr. LIU Chung Mun.