

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 1788)**

**CHANGE OF COMPOSITION OF  
THE BOARD AND ITS COMMITTEES;  
RE-DESIGNATION OF CHIEF EXECUTIVE OFFICER; AND  
CHANGE OF CHIEF FINANCIAL OFFICER**

**Change of Composition of the Board and its Committees**

**Proposed Appointment of Directors**

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. YU Jian, Dr. HU Xupeng and Ms. YU Xuping as non-executive directors of the Company (“**Proposed Director(s)**”) pursuant to the articles of association of the Company (the “**Articles of Association**”).

The biographical information of each of the Proposed Directors is set out as follows:

**Mr. YU Jian** (“**Mr. YU**”), aged 57, joined Guotai Junan Securities Co., Ltd. (stock code: 2611.HK; 601211.SH), the parent of the Company, in 1993. Mr. YU is currently an executive director, the secretary to the board and the head of the office of the board of Guotai Junan Securities Co., Ltd. and a director of Guotai Junan Financial Holdings Limited, the holding company of the Company. Mr. YU has over 28 years of experience in the securities industry. Prior to his current roles, Mr. YU was a project head of the science department of the research institution under the Ministry of Aerospace for seven years. Mr. YU obtained a bachelor's degree in Engineering from the Beijing Institute of Aeronautics (currently known as Beihang University) and a master's degree in Business Administration jointly granted by the Shanghai National Accounting Institute and the Arizona State University.

As at the date of this announcement, the Company has not entered into any service contract with Mr. YU. Unless otherwise approved by an ordinary resolution at the general meeting of the Company, the term of office of Mr. YU shall be three years commencing from the date of passing of the ordinary resolution (and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association), and Mr. YU will not receive any director's fee or any other emolument.

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

Save as disclosed above, Mr. YU does not have any relationship with any director, senior management, substantial or controlling shareholder of the Company.

As at the date of this announcement, Mr. YU does not have any interest in shares of the Company (the “**Share(s)**”), debentures or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

**Dr. HU Xupeng** (“**Dr. HU**”), aged 46, joined the group of Guotai Junan Securities Co., Ltd. (stock code: 2611.HK; 601211.SH), the parent of the Company, in 2013. Dr. HU is currently the general manager of the risk management department of Guotai Junan Securities Co., Ltd. Prior to his current role, Dr. HU was a prosecution officer of the Criminal Prosecution Division and the Arrest Division of the People's Procuratorate of Bengbu City in Anhui Province, a legal specialist of the security department of Shanghai Pudong Development Bank headquarter, and held several management positions in Zhonghai Trust Co., Ltd.. Dr. HU has over 19 years of experience in the financial industry. Dr. HU obtained a master's degree in Law and a doctorate degree in Law from the East China University of Political Science and Law.

As at the date of this announcement, the Company has not entered into any service contract with Dr. HU. Unless otherwise approved by an ordinary resolution at the general meeting of the Company, the term of office of Dr. HU shall be three years commencing from the date of passing of the ordinary resolution (and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association), and Dr. HU will not receive any director's fee or any other emolument.

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

Save as disclosed above, Dr. HU does not have any relationship with any director, senior management, substantial or controlling shareholder of the Company.

As at the date of this announcement, Dr. HU does not have any interest in the Shares, debentures or underlying shares of the Company pursuant to Part XV of the SFO.

**Ms. YU Xuping** (“**Ms. YU**”), aged 41, joined Guotai Junan Securities Co., Ltd. (stock code: 2611.HK; 601211.SH), the parent of the Company, in 2007, and held various positions in different departments, including the audit department, retail customer department, integrated management team for committee of economic affairs and treasury department. Ms. YU is currently the deputy general manager (execution) of asset and liability department of Guotai Junan Securities Co., Ltd.. Prior to her current role, Ms. YU worked for Shanghai Mingpin Shangsha Co., Ltd. (上海名品商厦有限公司). Ms. YU has over 14 years of experience in the securities industry. Ms. YU obtained a master's degree in Business Administration from the Shanghai University of Finance and Economics.

As at the date of this announcement, the Company has not entered into any service contract with Ms. YU. Unless otherwise approved by an ordinary resolution at the general meeting of the Company, the term of office of Ms. YU shall be three years commencing from the date of passing of the ordinary resolution (and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association), and Ms. YU will not receive any director's fee or any other emolument.

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

Save as disclosed above, Ms. YU does not have any relationship with any director, senior management, substantial or controlling shareholder of the Company.

As at the date of this announcement, Ms. YU does not have any interest in the Shares, debentures or underlying shares of the Company pursuant to Part XV of the SFO.

Each of the Proposed Directors has confirmed that he/she has met 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 others, the particulars in relation to the appointment of the Proposed Directors, will be dispatched 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 Proposed Directors in particular the information required under Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) that need to be brought to the attention of the shareholders of the Company.

### **Resignation of Directors**

Due to business arrangements of the Group, Mr. WONG Tung Ching (“**Mr. WONG**”) has resigned as an executive director of the Company (“**Executive Director(s)**”) and the deputy chief executive officer of the Company (the “**Deputy Chief Executive Officer**”), and Mr. LI Guangjie (“**Mr. LI**”) has resigned as an Executive Director and ceased to be a member of the Environmental, Social and Governance Committee, all with effect from 14 December 2021.

Dr. XIE Lebin (“**Dr. XIE**”) and Mr. LIU Yiyong (“**Mr. LIU**”) have resigned as the non-executive directors of the Company (“**Non-executive Director(s)**”) due to business arrangements, both with effect from 14 December 2021. Upon their resignations, Dr. XIE ceased to be a member of the Remuneration Committee while Mr. LIU ceased to be a member of the Risk Committee.

Each of Mr. WONG, Mr. LI, Dr. XIE and Mr. LIU has confirmed that he had no disagreement with the Board and he was not aware of any matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to thank Mr. WONG, Mr. LI, Dr. XIE and Mr. LIU for their valuable contributions to the Company during their term of office.

## Re-designation of Chief Executive Officer

The Board hereby announces that due to business arrangements of the Group, Dr. YIM Fung (“**Dr. YIM**”), the Chairman of the Board, an Executive Director and the chief executive officer of the Company (the “**Chief Executive Officer**”), has been re-designated as the Chairman of the Board and an Executive Director, and Ms. QI Haiying (“**Ms. QI**”), an Executive Director and the Deputy Chief Executive Officer of the Company, has been re-designated as an Executive Director and the Chief Executive Officer, both with effect from 14 December 2021.

Dr. YIM has confirmed that he had no disagreement with the Board and he was not aware of any matter in relation to his re-designation that needs to be brought to the attention of the shareholders of the Company.

Following the aforementioned re-designations, the Company has complied with code provision A.2.1 under the Corporate Governance Code set out in Appendix 14 to the Listing Rules which states that the roles of chairman of the board and chief executive officer should be separated and performed by different individuals. The corporate governance standard of the Group has been further enhanced by effectively improving its balance of power and authorities.

The biographical information of Ms. QI is set out as follows:

**Ms. QI Haiying**, aged 40, an Executive Director and the Deputy Chief Executive Officer since March 2015 and is currently responsible for the overall operation of the principal investment, structured solutions and derivatives, asset management businesses as well as Singapore business of the Group. Ms. QI is concurrently a member of the Risk Committee of the Company and a director of various subsidiaries of the Company. Between 2004 and 2012, Ms. QI worked for Shenzhen Supervision Bureau of the China Securities Regulatory Commission and was responsible for regulatory supervision of securities companies and listed companies. In 2012, Ms. QI joined Guotai Junan Securities Co., Ltd. (stock code: 2611.HK; 601211.SH), the parent company, and held the positions as deputy general manager in Compliance Department and Strategic Management Department respectively and subsequently joined the Group in March 2015. Ms. QI holds a master’s degree in Financial Economics from the London School of Economics and Political Science (LSE) and a bachelor’s degree in International Economics and Trade from the University of International Business and Economics (UIBE) in China.

At present, Ms. QI is a member of the 13th committee of All-China Youth Federation, a member of the 3rd committee of All-China Financial Youth Federation, a director and vice president of Chinese Securities Association of Hong Kong Company Limited, a director and vice president of Chinese Asset Management Association of Hong Kong, a member of the Chinese Financial Association of Hong Kong and a committee member of the Tianjin Youth Federation.

The Company had entered into a service agreement with Ms. QI for a three years term commencing from 1 June 2019, and subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. QI is currently entitled to a basic salary of HK\$3,498,324 per annum. She is also entitled to receive discretionary bonus and other benefits as may be decided by the Remuneration Committee of the Company having regard to her performance, duties, the Company’s performance and the prevailing market conditions.

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

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

As at the date of this announcement, Ms. QI had beneficial interest in 6,012,000 Shares; an option to subscribe for 800,000 Shares at a subscription price of HK\$2.44 per Share; an option to subscribe for 500,000 Shares at a subscription price of HK\$1.72 per Share; and an option to subscribe for 1,000,000 Shares at a subscription price of HK\$1.45 per Share, within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-designation of Ms. QI in particular the information required under Rule 13.51(2) of the Listing Rules that need to be brought to the attention of the shareholders of the Company.

### **Change of Chief Financial Officer**

The Board hereby announces that due to the Group's business arrangements, Mr. LI Guangjie has resigned as the chief financial officer of the Group (the "**Chief Financial Officer**"). Mr. LI has confirmed that he had no disagreement with the Board and he was not aware of any matter that needs to be brought to the attention of the shareholders of the Company in respect of his cessation of being the Chief Financial Officer. The Board also announces that Mr. AO Qishun ("**Mr. AO**") has been appointed as the Chief Financial Officer, both with effect from 14 December 2021.

The biographical information of Mr. AO is set out as follows:

**Mr. AO Qishun**, aged 35, joined Guotai Junan Securities Co., Ltd. (stock code: 2611.HK; 601211.SH), the parent of the Company, in 2011 and was the head of information disclosure and investor relations in the planning and finance department. He is currently the head of finance of Guotai Junan Financial Holdings Limited, the holding company of the Company. Prior to these roles, he worked for Pricewaterhouse Coopers in Shanghai and Ping An Asset Management Co., Ltd., respectively. Mr. AO has over 13 years of experience in audit and finance areas. Mr. AO obtained a bachelor's degree in Investment Economics from the Shanghai University of Finance and Economics and a master's degree in Business Administration from the East China Normal University. In addition, he is a member of the Chinese Institute of Professional Risk Manager and holds the qualifications as a Certified Professional Risk Manager (CPRM) and an International Project Management Professional (IPMP).

Mr. AO has confirmed that he has met the criteria as a senior management executive as stipulated in the Articles of Association.

The Board would like to express its welcome to Mr. AO on his new appointment.

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

Hong Kong, 14 December 2021

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