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**國泰君安證券股份有限公司**  
**GUOTAI JUNAN SECURITIES CO., LTD.**

*(A joint-stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 02611)**

**PROPOSED CHANGE OF DIRECTORS**

**Resignation of Directors**

Ms. LIU Ying and Mr. WANG Yongjian have tendered their resignations as non-executive directors of the Company, and their non-executive director positions will terminate upon the Company's close of business on the date of this announcement.

Ms. LIU Ying resigns her position as a non-executive director of the Company due to her retirement. Mr. WANG Yongjian resigns his position as a non-executive director of the Company due to job changes. After his resignation, Mr. WANG Yongjian is no longer a member of the Strategy Committee and the Remuneration Appraisal and Nomination Committee of the Company. Ms. LIU Ying and Mr. WANG Yongjian confirm that there is no dispute between them and the Board during their terms of office and there is no matter relating to their resignations that needs to be brought to attention of the Shareholders.

The Board would like to take this opportunity to thank Ms. LIU Ying and Mr. WANG Yongjian for their outstanding contribution to the Company during their terms of office.

**Proposed Appointment of Directors**

The Board hereby announces that it has resolved to propose to the 2018 annual general meeting of the Company for the appointment of Ms. GUAN Wei and Mr. WANG Wenjie as non-executive directors of the Company.

Please refer to the Appendix to this announcement for the biographies of Ms. GUAN Wei and Mr. WANG Wenjie.

As at the date of this announcement, the Company has not entered into any service contract with Ms. GUAN Wei and Mr. WANG Wenjie. Unless otherwise required by the relevant applicable laws and regulations, the terms of office of Ms. GUAN Wei and Mr. WANG Wenjie (if appointed) shall be the same as the 5th session of the Board. Ms. GUAN Wei and Mr. WANG Wenjie will respectively receive an annual remuneration of RMB150,000 from the Company each after being appointed as the non-executive directors of the Company.

Save as disclosed in this announcement, to the best knowledge of the directors of the Company, neither Ms. GUAN Wei and Mr. WANG Wenjie has held any directorship in the past three years in any other public companies which are listed on any securities market in Hong Kong or overseas; neither Ms. GUAN Wei and Mr. WANG Wenjie has any relationships with any directors, supervisors, senior management or substantial shareholders (as defined in the Hong Kong Listing Rules) of the Company, nor do they hold any position in the Company or any of its subsidiaries. As at the date of this announcement, neither Ms. GUAN Wei and Mr. WANG Wenjie has any interest in the Shares or its associated corporations within the definition under Part XV of the Securities and Futures Ordinance.

Save as disclosed in this announcement, there is no information in relation to the proposed appointment of Ms. GUAN Wei and Mr. WANG Wenjie that is required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules nor are there any matters which need to be brought to the attention to the Shareholders. Neither Ms. GUAN Wei nor Mr. WANG Wenjie has been penalized by the CSRC or other relevant authorities or stock exchanges. In accordance with the Articles of Association and the relevant PRC laws and regulations, the proposed appointment of Ms. GUAN Wei and Mr. WANG Wenjie as non-executive directors of the Company shall be proposed at the 2018 general meeting for consideration and approval and their qualifications as directors of the Company are subject to the approval from relevant regulatory authorities.

By order of the Board  
**Guotai Junan Securities Co., Ltd.**  
**YANG Dehong**  
*Chairman*

Shanghai, the PRC

9 May 2019

*As at the date of this announcement, the executive directors of the Company are Mr. YANG Dehong, Mr. WANG Song and Mr. YU Jian; the non-executive directors of the Company are Mr. FU Fan, Mr. ZHONG Maojun, Mr. ZHOU Lei, Mr. LIN Facheng and ZHOU Hao; and the independent non-executive directors of the Company are Mr. XIA Dawei, Mr. SHI Derong, Mr. CHEN Guogang, Mr. LING Tao, Mr. JIN Qingjun and Mr. Lee Conway Kong Wai.*

## **APPENDIX - Biographies of Director candidates**

Ms. GUAN Wei (管蔚), formerly Ms. GUAN Zhaohui, born in August 1971, holds a master's degree in management of Shanghai University of Finance and Economics (上海財經大學), and is a senior accountant. From July 1993 to July 2003, she served in the financial management department of Shanghai Jiushi Company (上海久事公司). From July 2003 to March 2004, she served as assistant manager of the financial management department of Shanghai Shentong Group Co., Ltd. (上海申通集團有限公司). From March 2004 to August 2014, she served as deputy manager, manager of the financial management department, member of the disciplinary committee, manager of the audit and supervision department, and supervisor of Shanghai Jiushi Company. From August 2014 to August 2015, she served as general manager and party branch secretary of Shanghai Metropolitan Tourism Card Development Co., Ltd. (上海都市旅遊卡發展有限公司). From August 2015 to December 2018, she served as the chief financial officer of Shanghai Real Estate (Group) Co., Ltd. (上海地產(集團)有限公司). Since December 2018, she has served as the chief financial officer of Shanghai International Group Co., Ltd. (上海國際集團有限公司).

**Mr. WANG Wenjie (王文傑)**, born in January 1970, holds a bachelor's degree in economics of Nanjing University (南京大學), and is a senior economist. From July 1991 to July 1994, he served as a clerk of the investment department of Guangzhou Planning Commission. From July 1994 to February 2001, he served as an economist and business manager of the investment development department of Shenzhen Investment Management Company (深圳市投資管理公司). From February 2001 to September 2002, he served as the chief executive officer and deputy general manager of Shenzhen Shentou Technology Venture Capital Co., Ltd. (深圳市深投科技創業投資有限公司). From September 2002 to January 2005, he served as the deputy general manager of Shenzhen Lupeng Agricultural Industry Co., Ltd. (深圳市綠鵬農科產業股份有限公司). From January 2005 to June 2007, he served as the deputy director of the general manager's office of Shenzhen Gas Group Co., Ltd. (深圳市燃氣集團有限公司). During such employment, he also served as the deputy general manager of Shenzhen Gas Investment Co., Ltd. (深圳市燃氣投資有限公司) and the general manager of Jiujiang Tongda Natural Gas Co., Ltd. (九江市通達天然氣有限公司). From June 2007 to March 2009, he served as the deputy general manager of Shenzhen Gas Investment Co., Ltd. During such employment, he also served as the general manager of Jiujiang Shenran Company (九江深燃公司). From March 2009 to May 2018, he worked in Shenzhen Gas Group Co., Ltd. (深圳市燃氣集團股份有限公司), and served as the head of the human resources department, general manager of the human resources department, deputy general manager, director and general manager. During such employment, he also served as the Chairman of Tai'an Shenran Company (泰安深燃公司), the chairman of Wuzhou Shenran Company (梧州深燃公司) and the executive director of Zhaoqing Shenran Company (肇慶深燃公司). Since May 2018, he has served as director and general manager of Shenzhen Investment Holdings Co., Ltd. (深圳市投資控股有限公司).