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**國泰君安國際**  
GUOTAI JUNAN INTERNATIONAL

**GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 1788)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of Guotai Junan International Holdings Limited (the “Company”) will be held at Edinburgh Room, 2/F, Mandarin Oriental, 5 Connaught Road Central, Hong Kong on Monday, 24 May 2021 at 3:00 p.m. for the following purposes:

1. To consider and receive the audited financial statements, the reports of the board of directors of the Company (“Board”) and the independent auditor for the year ended 31 December 2020.
2. To declare a final dividend of HK\$0.051 per share of the Company for the year ended 31 December 2020.
3. To consider and approve, if thought fit, the following resolutions, each as a separate resolution:
  - (i) to re-elect Dr. XIE Lebin as a non-executive director of the Company;
  - (ii) to re-elect Mr. LIU Yiyong as a non-executive director of the Company;
  - (iii) to re-elect Mr. TSANG Yiu Keung as an independent non-executive director of the Company; and
  - (iv) to re-elect Professor CHAN Ka Keung Ceajer as an independent non-executive director of the Company.
4. To authorize the Board to fix the remuneration of the directors.
5. To re-appoint KPMG as the auditor of the Company and to authorize the Board to fix its remuneration.

To consider and, if thought fit, to pass with or without modifications the following resolutions as Ordinary Resolutions:

### **ORDINARY RESOLUTIONS**

6A. To grant a general mandate to the Directors to allot and issue new shares of the Company.

“**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company, and to make and grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares of the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares of the Company) which would or might require shares to be allotted after the expiry of the Relevant Period;
- (c) the aggregate number of shares allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to or in consequence of:
  - (i) a Pro-rata Issue (as hereafter defined);
  - (ii) the exercise of rights of subscription, conversion or exchange under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible or exchangeable into shares of the Company;
  - (iii) the exercise of options under the share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or
  - (iv) any scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of total number of shares of the Company in issue at the date of passing of this resolution (such total number shall be subject to adjustment in case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or by law to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.

“Pro-rata Issue” means an offer of shares or issue of options, warrants or other securities (including bonus issues or offers) giving the rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

6B. To grant a general mandate to the Directors to buy back shares of the Company.

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or on any other stock exchange on which the securities of the Company may be listed and is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue at the date of passing of this resolution (such total number shall be subject to adjustment in case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution), and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or by law to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.”

6C. To extend the general mandate to the Directors to allot and issue new shares of the Company.

“**THAT:**

conditional upon the passing of Resolution Nos. 6A and 6B above, the general mandate granted to the Directors to exercise the power of the Company to allot, issue and deal with additional shares in the Company pursuant to Resolution No. 6A be and is hereby extended by the addition thereto the total number of shares of the Company being bought back by the Company under the authority granted pursuant to Resolution No. 6B, provided that such extended number of shares shall not exceed 10% of the total number of shares of the Company in issue at the date of passing of this resolution (such total number shall be subject to adjustment in case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution).”

7. To transact any other ordinary business.

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

Hong Kong, 20 April 2021

*Registered Office:*  
27/F Low Block  
Grand Millennium Plaza  
No. 181 Queen’s Road Central  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A member of the Company who holds two or more shares may appoint one or more proxies. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share(s), any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share(s) as if he/she is solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
3. In order to be valid, the proxy form, together with any power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Tuesday, 18 May 2021 to Monday, 24 May 2021, both days inclusive, for ascertaining shareholders' right to attend and vote at the AGM. During this period, no transfer of shares will be registered. In order to be entitled to attend the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, No. 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 17 May 2021.
5. The register of members of the Company will be closed on Monday, 31 May 2021 for ascertaining shareholders' entitlement to the proposed final dividend (subject to the approval of the proposed final dividend by shareholders of the Company at the AGM). No transfer of shares will be registered on that day. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, No. 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 28 May 2021.
6. In order to facilitate the prevention and control of the novel coronavirus pandemic and to safeguard the public health, shareholders of the Company are encouraged to consider appointing the chairman of the AGM as his/her/their proxy to vote on the relevant resolutions, instead of attending the AGM in person.

*As at the date of this notice, the Board comprises four executive directors, being Dr. YIM Fung (Chairman), Mr. WONG Tung Ching, Ms. QI Haiying and Mr. LI Guangjie; two non-executive directors, being Dr. XIE Lebin and Mr. LIU Yiyong; and four independent non-executive directors, being Dr. FU Tingmei, Dr. SONG Ming, Mr. TSANG Yiu Keung and Professor CHAN Ka Keung Ceajer.*