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GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1788)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of Guotai Junan International Holdings Limited (the “**Company**” and, together with its subsidiaries, the “**Group**”) will be held at 28/F, Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong on Monday, 30 August 2021 at 3:00 p.m. for the following purpose:

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution (with or without modifications) as a special resolution of the Company:

1. “**THAT** the new articles of association of the Company (the “**New Articles of Association**”), a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company in force immediately before the passing of this special resolution, and any one or more of the directors and the company secretary of the Company be and are hereby authorised severally to do all such acts and things and execute such further documents and take all steps which, in his/her opinion, may be necessary to implement and give effect to the adoption of the New Articles of Association.”

ORDINARY RESOLUTION

To consider and, if thought fit, pass the following resolution (with or without modifications) as an ordinary resolution of the Company:

2. “**THAT**
 - a) conditional upon the passing of the special resolution no. 1 above and subject to any applicable laws, regulations and rules which require such matters to be separately approved by the shareholders of the Company, the directors of the

Company be and are hereby authorized for the purpose of Article 66A(b) of the New Articles of Association to enter into any transactions during the Relevant Period (as defined hereunder) on behalf of the Company to raise or borrow any sum or sums of money for the purpose of the Company or its wholly-owned subsidiaries and to provide guarantees for the wholly-owned subsidiaries of the Company in each case in any single transaction with a value equal to or exceeding 10 per cent but not exceeding 40 per cent of the consolidated net asset value of the Group as shown in the latest published financial statements of the Company; and

b) 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 an ordinary resolution of the shareholders of the Company in general meeting.”

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

Hong Kong, 12 August 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 above resolution will be put to vote at the EGM by way of poll.
5. 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 EGM as his/her/their proxy to vote on the relevant resolutions, instead of attending the EGM in person.

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