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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”) will be held at 28/F, Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong on Wednesday, 20 December 2023 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the entering into of the New Master Agreement dated 3 November 2023 as defined and described in the circular of the Company dated 30 November 2023 (the “Circular”) (a copy of the New Master Agreement has been produced to the EGM and marked “A” and initialled by the chairman of the EGM for the purposes of identification), all the transactions contemplated thereunder, and the proposed annual caps set out in the Circular, be and are hereby approved; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and is/are hereby authorised for and on behalf of the Company to do all such acts and things and sign, agree, ratify or execute all such documents which he/she/they in his/her/their discretion consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the New Master Agreement and any of the transactions contemplated thereunder and to agree to such variations, amendments or waivers of matters relating thereto as are, in the opinion of such Director(s), in the interest of the Company.”

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

Hong Kong, 30 November 2023

Registered Office:

27/F, Low Block,
Grand Millennium Plaza,
No. 181 Queen's Road Central,
Hong Kong

Notes:

1. At the EGM, the chairman of the EGM will put the above resolution to be voted by way of a poll pursuant to Article 71 of the articles of association of the Company.
2. Any member of the Company entitled to attend and vote at the EGM 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.
3. Where there are joint registered holders of any share(s), any one of such persons may vote at the EGM, 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 EGM 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.
4. In order to be valid, the form of proxy, 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, No. 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 for holding the EGM (or any adjournment thereof).
5. If a tropical cyclone warning signal no. 8 or above is hoisted, or a black rainstorm warning signal is in force at any time between 12:00 p.m. and 3:00 p.m. on the day of the EGM, the EGM will be adjourned. The Company will post an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.gtjai.com) to notify shareholders of the date, time and place of the adjourned meeting.

The EGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or a red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the EGM under bad weather conditions bearing in mind their own situation.

As at the date of this notice, the board of directors of the Company comprises two executive directors, being Dr. YIM Fung (Chairman) and Ms. QI Haiying; three non-executive directors, being Mr. YU Jian, Dr. HU Xupeng and Ms. YU Xuping; and four independent non-executive directors, being Dr. FU Tingmei, Mr. TSANG Yiu Keung, Professor CHAN Ka Keung Ceajer and Mr. LIU Chung Mun.