



國泰君安國際
GUOTAI JUNAN INTERNATIONAL

GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1788)

**Proxy Form for use at the Extraordinary General Meeting to be held on
Wednesday, 20 December 2023 at 3:00 p.m. or any adjournment thereof**

I (We)⁽¹⁾ _____
of⁽¹⁾ _____
being the registered holder(s) of⁽²⁾ _____ ordinary shares of **Guotai Junan International Holdings Limited** (the “Company”), HEREBY APPOINT⁽³⁾ _____
of⁽³⁾ _____
or failing him/her⁽³⁾ _____
of⁽³⁾ _____
or failing him/her, **THE CHAIRMAN** of the Extraordinary General Meeting of the Company (the “Meeting”) as my/our proxy to attend and act for me/us at the Meeting to be held at 28/F, Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong at 3:00 p.m. on Wednesday, 20 December 2023 (or at any adjournment thereof), to vote on my/our behalf as directed below.

	ORDINARY RESOLUTION⁽⁴⁾	FOR⁽⁵⁾	AGAINST⁽⁵⁾
1.	To approve the entering into the New Master Agreement, the proposed annual caps and the transactions contemplated thereunder as set out in the circular of the Company dated 30 November 2023 and to authorise any director of the Company to do all such acts and things and execute all such documents in connection with the New Master Agreement and any transactions contemplated thereunder.		

Date: _____ Signature:⁽⁷⁾ _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- A shareholder who is the holder of two or more shares may appoint one or more proxies to attend, speak and vote on his/her behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each proxy is so appointed. **IF NO SUCH NAME AND ADDRESS IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- The full text of the resolution is set out in the notice of convening the Meeting contained in the Company’s circular dated 30 November 2023.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PLACE “✓” IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PLACE “✓” IN THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
- In order to be valid, this 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 lodged 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 appointed for holding the Meeting (or any adjourned meeting).
- The proxy form must be signed by you or your attorney duly authorised in writing or, in the case of corporation, must be either under its common seal or under the hand of an officer or attorney so authorised.
- 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 to, 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.
- A proxy need not be a member of the Company.
- Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting (or any adjourned meeting) if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which may include but not limited to your name and/or address. Your supply of Personal Data in this Form is on a voluntary basis, and the same is collected and will be disclosed or transferred to the Company’s Share Registrar and/or other companies or bodies solely for any of the purposes as stated above in this Form. The Personal Data will be retained for such period as may be necessary for verification and record purposes. You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of 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.