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HCMP No. 1797/2026

IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 1797 OF 2026

IN THE MATTER OF
GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED
國泰君安國際控股有限公司

AND

IN THE MATTER OF
SECTION 670 OF THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION

SCHEME OF ARRANGEMENT
Under Section 673 of the Companies Ordinance,
Chapter 622 of the Laws of the Hong Kong Special Administrative Region

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated October 29, 2026 (the "**Order**") made in the above matters, the High Court of the Hong Kong Special Administrative Region (the "**High Court**") has directed a meeting (the "**Meeting**" or the "**Court Meeting**") to be convened of the holders of the Scheme Shares (as defined in the Scheme referred to below) for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the "**Scheme**") proposed to be made between Guotai Junan International Holdings Limited (the "**Company**") and the Scheme Shareholders (as defined in the Scheme) as at the Scheme Record Date (as defined in the Scheme), and that such Meeting will be held at 10:00 a.m. on Monday, November 30, 2026 at Chatham room, Level 7, Conrad Hotel, 88 Queensway, Admiralty, Hong Kong.

A copy of the Scheme and a copy of the explanatory statement explaining the effect of the Scheme (the "**Explanatory Statement**"), required to be furnished pursuant to section 671 of the abovementioned Ordinance, are incorporated in the scheme document (the "**Scheme Document**") of which this Notice forms part, which has been despatched by prepaid surface mail to the Scheme Shareholders having their registered addresses in Hong Kong and by airmail to the overseas Scheme Shareholder having his/her registered address outside Hong Kong. A copy of the Scheme Document can also be obtained by any person entitled to attend the Meeting during usual business hours on any day prior to the day appointed for the said meeting (other than a Saturday, a Sunday or a public holiday in Hong Kong) from the Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. The Scheme Document is also available for inspection on (a) the website of the Company at www.gtjai.com and (b) the website of Hong Kong Stock Exchange at www.hkexnews.hk from November 6, 2026 onwards.

Only Scheme Shares are eligible for voting thereat. Scheme Shares which are not Takeovers Code Disinterested Shares will not be voted at the Meeting.

The above-mentioned Scheme Shareholders may vote at the Meeting in person or by proxy. A Scheme Shareholder is entitled to appoint one (or if the Scheme Shareholder holds two or more Scheme Shares) one or more proxies to attend and vote at the Meeting instead of such Scheme Shareholder. A proxy need not be a member of the Company. A pink form of proxy to be used for the purpose of the Meeting is enclosed with the Scheme Document. If more than one proxy is appointed by the same Scheme Shareholder, the number of Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy.

In the case of joint holders of a Share, the vote of the most senior holder who tenders a vote at the Meeting, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) tendered by any other joint holder(s) of that Share and for this purpose, the seniority of joint shareholders shall be determined by the order in which their names stand in the register of members of the Company in respect of the Share.

It is requested that forms of proxy (in the case of a corporation either under its common seal or under the hand of an attorney or officer duly authorised on its behalf and to the satisfaction of the directors of the Company) (if signed by an attorney, together with the power of attorney or other authority under which they have been signed or a notarially certified copy thereof) be lodged at the Company's Share Registrar as stated above no later than 10:00 a.m. on Thursday, November 26, 2026 or not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for any adjourned Court Meeting (as the case may be). If the pink form of proxy is not so lodged, it may alternatively be handed to the chairman of the Court Meeting (who will have absolute discretion as to whether or not to accept it) at the Court Meeting. Forms of proxy sent electronically or by any other data transmission process will not be accepted.

Completion and return of a form of proxy will not preclude a Scheme Shareholder from attending and voting in person at the Meeting or at any adjourned meeting thereof if such Scheme Shareholder shall subsequently so wish, and in such event, any proxy appointment made by that Scheme Shareholder shall be deemed to be revoked.

The register of members of the Company will be closed, for the purpose of determining the entitlement to attend and vote at the Meeting, from Wednesday, November 25, 2026 to Monday, November 30, 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the Meeting, all transfer documents, accompanied by the relevant share certificates, should be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before 4:30 p.m. (Hong Kong time) on Tuesday, November 24, 2026.

By the same order, the High Court has appointed Dr. FU Tingmei, or failing him, Professor CHAN Ka Keung Ceajer or Mr. LIU Chung Mun, to act as Chair of the Meeting and has directed the Chair of the Meeting to report the result thereof to the High Court.

If approved at the Meeting, the Scheme will be subject to the subsequent sanction of the High Court as set out in the Explanatory Statement contained in the Scheme Document.

Dated the 6th day of November 2026.

Clifford Chance
Solicitors for the Company
27th Floor, Jardine House
One Connaught Place, Central
Hong Kong

Notes:

(i) Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.

(ii) Voting at the Meeting will be determined by way of a poll.

(iii) If Typhoon Signal No.8 or above is or is expected to be hoisted or a Black Rainstorm Warning Signal or "Extreme Conditions" after super typhoons or other adverse weather conditions announced by the HKSAR Government is or is expected to be in force at any time at or after 7:00 a.m. on the day of the Meeting, then the Meeting will be adjourned and the Scheme Shareholders will be informed of the date, time and venue of the adjourned meeting by a supplementary notice to be posted on the Company's website (www.gtjai.com) and the website of Hong Kong Stock Exchange (www.hkexnews.hk).

The Meeting will be held as scheduled when Typhoon Signal No.3 or below is hoisted or an Amber or a Red Rainstorm Warning Signal is in force.

Scheme Shareholders should carefully consider the risk of physical attendance at the Meeting under bad weather conditions having regard to their personal circumstances and if they should choose to do so, they are advised to exercise due care and caution.

As at the date hereof, the Board comprises Dr. YIM Fung (Chairman) and Ms. QI Haiying as executive Directors; Ms. YU Xuping, Mr. DONG Boyang and Mr. ZOU Hua as non-executive Directors; and Dr. FU Tingmei, Professor CHAN Ka Keung Ceajer and Mr. LIU Chung Mun as independent non-executive Directors.